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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 16, 2019**

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**Zymeworks Inc.**  
(Exact name of registrant as specified in its charter)

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**British Columbia, Canada**  
(State or other jurisdiction  
of incorporation)

**001-38068**  
(Commission  
File Number)

**47-2569713**  
(IRS Employer  
Identification No.)

**Suite 540, 1385 West 8th Avenue, Vancouver, British Columbia, Canada**  
(Address of principal executive offices)

**V6H 3V9**  
(Zip Code)

**(604) 678-1388**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares, no par value per share	ZYME	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**ITEM 8.01 OTHER EVENTS**

On October 16, 2019, Zymeworks Inc. (“Zymeworks”) issued a press release announcing the appointment of Kathryn O’Driscoll to Zymeworks’ executive team as Chief People Officer (CPO).

On October 16, 2019, this press release was filed with the Canadian securities regulatory authorities in Canada on the System for Electronic Document Analysis and Retrieval (“SEDAR”) at [www.sedar.com](http://www.sedar.com). Additionally, on October 16, 2019, Zymeworks filed a material change report regarding this matter with the Canadian securities regulatory authorities on SEDAR at [www.sedar.com](http://www.sedar.com). Copies of this press release and material change report are respectively filed as exhibits 99.1 and 99.2 hereto.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS****(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release dated October 16, 2019.</a>
99.2	<a href="#">Material Change Report dated October 16, 2019.</a>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**ZYMEWORKS INC.**

(Registrant)

Date: October 16, 2019

By: /s/ Neil A. Klompas

Name: Neil A. Klompas

Title: Executive Vice President, Business Operations and Chief Financial Officer



### Zymeworks Appoints Chief People Officer

**Vancouver, Canada (October 16, 2019)** – Zymeworks Inc. (NYSE: ZYME), a clinical-stage biopharmaceutical company developing multifunctional therapeutics, today announced the appointment of Kathryn O’Driscoll to the executive team as Chief People Officer (CPO).

Ms. O’Driscoll brings over 20 years of experience as an executive-level human resources leader across large global organizations in the technology and non-profit sectors. In her new role as Zymeworks’ CPO, she will be responsible for growing and developing its highly diverse and skilled workforce.

“As Zymeworks becomes a later stage biotechnology company and expands its operations across the United States and Canada, Kathy will be instrumental in recruiting and supporting the very best talent to further strengthen our innovative, patient-centric culture,” said Ali Tehrani, Ph.D., Zymeworks’ President & CEO. “She brings a wealth of experience building and managing innovative teams rooted in a strong corporate culture at high-growth organizations like Microsoft, PATH, and Snowflake, which will serve our growing demands as we move closer to commercialization.”

Ms. O’Driscoll has held various senior people-centric roles at Microsoft, including within the Server and Tools Business, which consisted of more than 11,000 employees and generated \$13 billion in revenue. Most recently, she served as Vice President of People at Snowflake, a top cloud computing company where she led the development and implementation of people growth strategies and operations worldwide. Formerly she was the Vice President and Chief Human Resources Officer at PATH, an international leader in global health innovation, where she led a human resources team that had impact in over 50 countries.

#### **About Zymeworks Inc.**

Zymeworks is a clinical-stage biopharmaceutical company dedicated to the development of next-generation multifunctional biotherapeutics. Zymeworks’ suite of therapeutic platforms and its fully integrated drug development engine enable precise engineering of highly differentiated product candidates. Zymeworks’ lead clinical candidate, ZW25, is a novel Azymetric™ bispecific antibody currently in Phase 2 clinical development. Zymeworks’ second clinical candidate, ZW49, is a bispecific antibody-drug conjugate currently in Phase 1 clinical development and combines the unique design and antibody framework of ZW25 with Zymeworks’ proprietary ZymeLink™ cytotoxic payload. Zymeworks is also advancing a deep preclinical pipeline in immuno-oncology and other therapeutic areas. In addition, its therapeutic platforms are being leveraged through strategic partnerships with nine biopharmaceutical companies. For more information, visit [www.zymeworks.com](http://www.zymeworks.com).

## Cautionary Note Regarding Zymeworks' Forward Looking Statements

This press release includes “forward-looking statements” within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 and “forward-looking information” within the meaning of Canadian securities laws, or collectively, forward-looking statements. Forward-looking statements in this news release include statements that relate to the anticipated growth and development of Zymeworks' workforce, expansion of operations across the United States and Canada, move towards commercialization, and other information that is not historical information. When used herein, words such as “will”, “becomes”, “believe”, “may”, and similar expressions are intended to identify forward-looking statements. In addition, any statements or information that refer to expectations, beliefs, plans, projections, objectives, performance or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking. All forward-looking statements are based upon Zymeworks' current expectations and various assumptions. Zymeworks believes there is a reasonable basis for its expectations and beliefs, but they are inherently uncertain. Zymeworks may not realize its expectations, and its beliefs may not prove correct. Actual results could differ materially from those described or implied by such forward-looking statements as a result of various factors, including, without limitation, market conditions and the factors described under “Risk Factors” in Zymeworks' Quarterly Report on Form 10-Q for the three month period ended June 30, 2019 (a copy of which may be obtained at [www.sec.gov](http://www.sec.gov) and [www.sedar.com](http://www.sedar.com)). Consequently, forward-looking statements should be regarded solely as Zymeworks' current plans, estimates and beliefs. You should not place undue reliance on forward-looking statements. Zymeworks cannot guarantee future results, events, levels of activity, performance, or achievements. Zymeworks does not undertake and specifically declines any obligation to update, republish, or revise any forward-looking statements to reflect new information, future events or circumstances, or to reflect the occurrences of unanticipated events, except as may be required by law.

### Contacts:

#### Zymeworks Inc.

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**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Company**

Zymeworks Inc. (“Zymeworks” or the “Company”)  
1385 West 8<sup>th</sup> Avenue, Suite 540  
Vancouver, BC, Canada  
V6H 3V9

**Item 2: Date of Material Change**

October 16, 2019

**Item 3: News Release**

A news release announcing the material change was disseminated through the facilities of Business Wire on October 16, 2019 and a copy was filed on the Company’s profile at [www.sedar.com](http://www.sedar.com).

**Item 4: Summary of Material Change**

On October 16, 2019, Zymeworks announced the appointment of Kathryn O’Driscoll to the executive team as Chief People Officer (“CPO”).

**Item 5: Full Description of Material Change**

**5.1 Full Description of Material Change**

On October 16, 2019, Zymeworks announced the appointment of Kathryn O’Driscoll to the executive team as CPO.

Ms. O’Driscoll brings over 20 years of experience as an executive-level human resources leader across large global organizations in the technology and non-profit sectors. In her new role as Zymeworks’ CPO, she will be responsible for growing and developing its highly diverse and skilled workforce.

Ms. O’Driscoll has held various senior people-centric roles at Microsoft, including within the Server and Tools Business, which consisted of more than 11,000 employees and generated \$13 billion in revenue. Most recently, she served as Vice President of People at Snowflake, a top cloud computing company where she led the development and implementation of people growth strategies and operations worldwide. Formerly she was the Vice President and Chief Human Resources Officer at PATH, an international leader in global health innovation, where she led a human resources team that had impact in over 50 countries.

**5.2 Disclosure of Restructuring Transactions**

Not applicable.

**Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7: Omitted Information**

Not applicable.

**Item 8: Executive Officer**

For further information, please contact Neil Klompas, Executive Vice President, Business Operations and Chief Financial Officer of the Company at (604) 678-1388.

**Item 9: Date of Report**

October 16, 2019

**Cautionary Note Regarding Forward-Looking Statements**

This material change report includes “forward-looking statements” within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 and “forward-looking information” within the meaning of Canadian securities laws, or collectively, forward-looking statements. Forward-looking statements in this material change report include statements that relate to the anticipated growth and development of Zymeworks’ workforce, expansion of operations across the United States and Canada, move towards commercialization, and other information that is not historical information. When used herein, words such as “will”, “becomes”, “believe”, “may”, and similar expressions are intended to identify forward-looking statements. In addition, any statements or information that refer to expectations, beliefs, plans, projections, objectives, performance or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking. All forward-looking statements are based upon Zymeworks’ current expectations and various assumptions. Zymeworks believes there is a reasonable basis for its expectations and beliefs, but they are inherently uncertain. Zymeworks may not realize its expectations, and its beliefs may not prove correct. Actual results could differ materially from those described or implied by such forward-looking statements as a result of various factors, including, without limitation, market conditions and the factors described under “Risk Factors” in Zymeworks’ Quarterly Report on Form 10-Q for the three month period ended June 30, 2019 (a copy of which may be obtained at [www.sec.gov](http://www.sec.gov) and [www.sedar.com](http://www.sedar.com)). Consequently, forward-looking statements should be regarded solely as Zymeworks’ current plans, estimates and beliefs. Investors should not place undue reliance on forward-looking statements. Zymeworks cannot guarantee future results, events, levels of activity, performance or achievements. Zymeworks does not undertake and specifically declines any obligation to update, republish, or revise any forward-looking statements to reflect new information, future events or circumstances, or to reflect the occurrences of unanticipated events, except as may be required by law.