

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>EcoR1 Capital, LLC</u>  (Last) (First) (Middle) <u>357 TEHAMA STREET #3</u>  (Street) <u>SAN FRANCISCO CA 94103</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Zyneworks Inc. [ ZYME ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/26/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Pre-Funded Warrants	\$0.0001	12/26/2023		P		5,086,521 <sup>(2)</sup>		12/26/2023	<sup>(3)</sup>	Common Stock	5,086,521 <sup>(4)</sup>	\$9.8299	5,086,521 <sup>(5)</sup>	I	See note <sup>(1)</sup>

Explanation of Responses:

- The reporting persons are EcoR1 Capital, LLC ("EcoR1"), Oleg Nodelman and EcoR1 Capital Fund Qualified, L.P. ("Qualified Fund"). EcoR1 is the general partner and investment adviser of private funds, including Qualified Fund (the "Funds"). Mr. Nodelman is the manager and controlling owner of EcoR1. EcoR1 is filing this Form 4 for itself, Mr. Nodelman and Qualified Fund. The filers are filing this Form 4 jointly, but not as a group, and each expressly disclaims membership in a group within the meaning of Rule 13d-5(b) under the Securities Exchange Act of 1934. The Funds hold these securities directly for the benefit of their investors. EcoR1 may be deemed to indirectly beneficially own them as the investment adviser to the Funds. Mr. Nodelman may be deemed to indirectly beneficially own them as the control person of EcoR1. The filers disclaim beneficial ownership of the securities except to the extent of their respective pecuniary interests therein.
- Qualified Fund purchased 4,818,462 of the pre-funded warrants reported in this transaction.
- The pre-funded warrants do not have an expiration date.
- Each pre-funded warrant will be exercisable to purchase one share of Common Stock, except that the pre-funded warrants cannot be exercised if, after giving effect or immediately prior to such exercise, the reporting person, together with its affiliates and any other persons whose beneficial ownership of shares of Common Stock would be aggregated with the reporting person for purposes of Section 13(d) of the Securities Exchange Act of 1934 would beneficially own more than 19.99% of the total number of issued and outstanding shares of Common Stock or voting power of the issuer following such exercise.
- After this transaction, Qualified Fund owned 4,818,462 of the pre-funded warrants.

/s/ Oleg Nodelman 12/28/2023  
 \*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.