

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

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

**Date of Report (Date of earliest event reported): January 15, 2022**

**Zymeworks Inc.**

(Exact name of registrant as specified in its charter)

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

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

**98-1398788**  
(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)

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
<b>Common Shares, no par value per share</b>	<b>ZYME</b>	<b>New York Stock Exchange</b>

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.

**ITEM 7.01 REGULATION FD DISCLOSURE**

On January 15, 2022, Zymeworks Inc. (“Zymeworks”) issued a press release reporting, as required by the New York Stock Exchange Listed Company Manual Rule 303A.08, an equity inducement award to Mr. Kenneth Galbraith, Zymeworks’ new Chair, President and Chief Executive Officer.

On January 17, 2022, Zymeworks filed this press release with the Canadian securities regulatory authorities on the System for Electronic Document Analysis and Retrieval (“SEDAR”) at [www.sedar.com](http://www.sedar.com).

A copy of this press release is attached as Exhibit 99.1 hereto.

The information provided under this Item (including Exhibit 99.1, attached hereto) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

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

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release dated January 15, 2022.</a>
104	Cover Page Interactive Data File (embedded as Inline XBRL document).

**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: January 18, 2022

By: /s/ Neil A. Klompas

Name: Neil A. Klompas

Title: Chief Operating Officer and Chief Financial Officer



## Zymeworks Reports Inducement Grant Under New York Stock Exchange Listed Company Manual Rule

**Vancouver, Canada and Seattle, Washington (January 15, 2022)** – Zymeworks Inc. (NYSE: ZYME), a clinical-stage biopharmaceutical company developing multifunctional biotherapeutics, today reported, as required by the New York Stock Exchange Listed Company Manual Rule 303A.08 (the “NYSE Rule”), an equity inducement award to Mr. Kenneth Galbraith, Zymeworks’ new Chair, President and Chief Executive Officer.

In accordance with the NYSE Rule, Zymeworks approved the grant of the following equity award to Mr. Galbraith as a material inducement to Mr. Galbraith entering into employment with Zymeworks: effective as of the date his employment with Zymeworks began, a stock option to purchase 500,000 of the company’s common shares (the “Options”). The Options have an exercise price per share of \$14.97, which equals the closing price of the company’s common shares on January 14, 2022, and have a maximum term of 10 years. Mr. Galbraith’s employment with the company began on January 15, 2022 (the “Start Date”).

The Options will vest over a four-year period as follows: (i) 1/4 of the Options will vest on the one-year anniversary of the Start Date and (ii) 1/36 of the remaining Options will vest on the last day of each month following the one-year anniversary of the Start Date until all of the Options have vested, subject to Mr. Galbraith’s continued service. In addition, (i) if there is a change of control and within 12 months following, or within three months prior to, such change of control, his employment is terminated by the company without cause or (ii) upon his death or disability, 100% of the unvested Options will become fully vested as of the termination of his employment or the date of his death or disability, as applicable.

The Options were granted outside of the company’s Amended and Restated Stock Option and Equity Compensation Plan (the “Current Plan”) under the recently adopted Zymeworks Inc. Inducement Stock Option and Equity Compensation Plan and related option agreement, but will be subject to terms and conditions generally consistent with those in the Current Plan other than with respect to such other terms and conditions intended to comply with the NYSE inducement award exception.

### 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, zanidatamab, is a novel Azymetric™ HER2-targeted bispecific antibody currently being evaluated in multiple Phase 1, Phase 2, and pivotal clinical trials globally as a targeted treatment option for patients with solid tumors that express HER2. Zymeworks’ second clinical candidate, ZW49, is a novel bispecific HER2-targeted antibody-drug conjugate currently in Phase 1 clinical development and combines the unique design and antibody framework of zanidatamab with Zymeworks’ proprietary ZymeLink™ linker and cytotoxin. Zymeworks is also advancing a deep preclinical pipeline in oncology (including immuno-oncology agents) and other therapeutic areas. In addition, its therapeutic platforms are being leveraged through strategic partnerships with global biopharmaceutical companies. For more information on our ongoing clinical trials visit [www.zymeworksclinicaltrials.com](http://www.zymeworksclinicaltrials.com). For additional information about Zymeworks, visit [www.zymeworks.com](http://www.zymeworks.com) and follow [@ZymeworksInc](https://twitter.com/ZymeworksInc) on Twitter.

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