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

**FORM 8-K**

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

Date of Report (Date of earliest event reported):

**June 11, 2018**

**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)

**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 of 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))

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 7.01            REGULATION FD DISCLOSURE**

On June 6, 2018, Zymeworks issued a press release announcing the filing of a preliminary prospectus supplement in connection with the issuance and sale of 5,400,000 of the Company’s common shares (the “Offering”), which 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) (the “Launch Press Release”). Additionally, on June 6, 2018, Zymeworks issued a press release announcing the pricing of the Offering, which was filed with the Canadian securities regulatory authorities in Canada on SEDAR (the “Pricing Press Release”). Copies of the Launch Press Release and the Pricing Press Release were furnished to the Securities Exchange Commission (the “SEC”) on a Form 8-K dated June 6, 2018.

Subsequently, on June 11, 2018, Zymeworks issued a press release announcing the closing of the Offering, which was filed with the Canadian securities regulatory authorities in Canada on SEDAR (the “Closing Press Release”). 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 8.01            OTHER EVENTS**

On June 14, 2018, Zymeworks filed a material change report regarding the launch, pricing and closing of the Offering, as described in the Launch Press Release, the Pricing Press Release and the Closing Press Release with the Canadian securities regulatory authorities. A copy of this material change report is attached as exhibit 99.2 hereto.

**ITEM 9.01            FINANCIAL STATEMENTS AND EXHIBITS**

**(d) Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Press Release dated June 11, 2018.</u></a>
<a href="#"><u>99.2</u></a>	<a href="#"><u>Material Change Report dated June 14, 2018.</u></a>

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**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: June 14, 2018

By: /s/ Neil Klompas  
Name: Neil Klompas  
Title: Chief Financial Officer



## Zymeworks Closes Previously Announced Public Offering

**Vancouver, Canada (June 11, 2018)** – Zymeworks Inc. (NYSE/TSX: ZYME), a clinical-stage biopharmaceutical company dedicated to the discovery, development and commercialization of next-generation multifunctional biotherapeutics, announced today that it has closed its previously announced underwritten public offering (the “**Offering**”) of 6,210,000 common shares, including the underwriters’ full exercise of their over-allotment option to purchase 810,000 additional shares, at a price to the public of US\$15.75 per common share, for aggregate gross proceeds to the Company of approximately US\$97.8 million, before deducting the underwriting discounts and commissions and estimated Offering expenses.

The Company intends to use the net proceeds of the Offering to accelerate the development of ZW25 both as a single agent and in combination with other anti-cancer agents in a variety of HER2-expressing tumors, including gastroesophageal, breast and colorectal; to initiate ZW49 clinical testing and to advance other novel bispecific preclinical programs, including those involving non-HER2-expressing tumors; and for general corporate purposes.

Citigroup Global Markets Canada Inc. and Wells Fargo Securities Canada, Ltd. acted as joint book-running managers for the Offering. Raymond James Ltd. acted as passive bookrunner and Paradigm Capital Inc. acted as co-manager. MTS Securities, LLC served as financial advisor to Zymeworks in the Offering.

The securities described above were offered pursuant to Zymeworks’ final prospectus supplement dated June 6, 2018 (the “**Supplement**”) that the Company filed in the United States and in Canada with respect to its U.S. shelf registration statement on Form F-10, as amended (the “**Registration Statement**”) and its Canadian final base shelf prospectus (the “**Base Prospectus**”), each dated May 24, 2018.

The Company relied on the exemption set forth in Section 602.1 of the TSX Company Manual, which provides that the TSX will not apply its standards to certain transactions involving eligible interlisted issuers on a recognized exchange, such as the NYSE.

A copy of the Supplement can be found on SEDAR at [www.sedar.com](http://www.sedar.com), and a copy of the Registration Statement can be found on EDGAR at [www.sec.gov](http://www.sec.gov). Copies of the Supplement may also be obtained from Citigroup Global Markets Inc. c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, by telephone at (800) 831-9146; or from Wells Fargo Securities, LLC Attn: Equity Syndicate, 375 Park Avenue, New York, NY 10152, by telephone at (800) 326-5897, or by email at [cmclientsupport@wellsfargo.com](mailto:cmclientsupport@wellsfargo.com). Prospective investors should read the Supplement before making an investment decision.

This news release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any province, state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such province, state or jurisdiction.

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## **About Zymeworks Inc.**

Zymeworks is a clinical-stage biopharmaceutical company dedicated to the discovery, development, and commercialization of next-generation multifunctional biotherapeutics. Zymeworks' suite of complementary therapeutic platforms and its fully integrated drug development engine provide the flexibility and compatibility to precisely engineer and develop highly differentiated product candidates. Zymeworks' lead product candidate, ZW25, is a novel bispecific antibody currently being evaluated in an adaptive Phase 1 clinical trial. The company's second product candidate, ZW49, capitalizes on the unique design and antibody framework of ZW25 and is a bispecific antibody-drug conjugate, or ADC, armed with the company's proprietary ZymeLink™ cytotoxic payload. Zymeworks is also advancing a deep pipeline of preclinical product candidates and discovery-stage programs in immuno-oncology and other therapeutic areas. In addition to Zymeworks' wholly owned pipeline, its therapeutic platforms have been further leveraged through multiple strategic partnerships with global biopharmaceutical companies.

## **Cautionary Note Regarding 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 Offering, the anticipated use of proceeds from the Offering and other information that is not historical information. When used herein, words such as "advance", "believe", "initiate", "may", "plan", "will", "estimate", "continue", "anticipate", "intend", "expect" 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 the Base Prospectus, the Supplement and Zymeworks' Quarterly Report on Form 10-Q for the three month period ended March 31, 2018 (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.**

Investor Inquiries:

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(604) 678-1388

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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**

June 6, 2018 and June 11, 2018

**Item 3: News Release**

News releases dated June 6, 2018, June 6, 2018 and June 11, 2018 were disseminated through the facilities of Business Wire, and copies were filed on the Company's profile at [www.sedar.com](http://www.sedar.com).

**Item 4: Summary of Material Change**

On June 11, 2018, Zymeworks announced that it had closed its previously announced underwritten public offering of 6,210,000 common shares (the "**Offering**"), including the underwriters' full exercise of their over-allotment option to purchase 810,000 additional shares, at a price to the public of US\$15.75 per common share, for aggregate gross proceeds to the Company of approximately US\$97.8 million, before deducting the underwriting discounts and commissions and estimated Offering expenses.

**Item 5: Full Description of Material Change****5.1 Full Description of Material Change**

On June 6, 2018, Zymeworks announced that it had filed a preliminary prospectus supplement (the "**Preliminary Supplement**") to its short form base shelf prospectus dated May 24, 2018 (the "**Base Prospectus**") in connection with the Offering. The Preliminary Supplement was filed with the securities regulatory authorities in each of the provinces and territories of Canada. The Preliminary Supplement was also filed with the U.S. Securities and Exchange Commission (the "**SEC**") as part of a registration statement on Form F-10, as amended (the "**Registration Statement**"), in accordance with the Multijurisdictional Disclosure System established between Canada and the United States. Zymeworks also announced that it expected the Offering to raise total gross proceeds of approximately US\$85.0 million, before deducting underwriting discounts and commissions and estimated offering expenses, and that it expected to grant to the underwriters a 30-day over-allotment option to purchase up to an additional 15% of the number of common shares offered in the Offering.

On June 6, 2018, Zymeworks announced the pricing of the Offering of 5,400,000 common shares at a price to the public of US\$15.75 per common share, for aggregate gross proceeds to the Company of approximately US\$85.1 million, before deducting the underwriting discounts and commissions and estimated Offering expenses. In addition, the Company announced it granted the underwriters of the Offering a 30-day over-allotment option to purchase up to an additional 810,000 common shares on the same terms and conditions.

On June 11, 2018, Zymeworks announced that it closed its Offering of 6,210,000 common shares, including the underwriters' full exercise of their over-allotment option to purchase 810,000 additional shares, at a price to the public of US\$15.75 per common share, for aggregate gross proceeds to the Company of approximately US\$97.8 million, before deducting the underwriting discounts and commissions and estimated Offering expenses.

The Company intends to use the net proceeds of the Offering to accelerate the development of ZW25 both as a single agent and in combination with other anti-cancer agents in a variety of HER2-expressing tumors, including gastroesophageal, breast and colorectal; to initiate ZW49 clinical testing and to advance other novel bispecific preclinical programs, including those involving non-HER2-expressing tumors; and for general corporate purposes.

Citigroup Global Markets Canada Inc. and Wells Fargo Securities Canada, Ltd. acted as joint book-running managers for the Offering. Raymond James Ltd. acted as passive bookrunner and Paradigm Capital Inc. acted as co-manager. MTS Securities, LLC served as financial advisor to Zymeworks in the Offering.

The securities described above were offered pursuant to Zymeworks' final prospectus supplement dated June 6, 2018 (the "**Supplement**") that the Company filed in the United States and in Canada with respect to its U.S. shelf registration statement on Form F-10, as amended and its Base Prospectus, each dated May 24, 2018.

The Company relied on the exemption set forth in Section 602.1 of the TSX Company Manual, which provides that the TSX will not apply its standards to certain transactions involving eligible interlisted issuers on a recognized exchange, such as the NYSE.

## **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, Chief Financial Officer of the Company at (604) 678-1388.

**Item 9: Date of Report**

June 14, 2018

**CAUTIONARY STATEMENT 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 Offering, the anticipated use of proceeds from the Offering and other information that is not historical information. When used herein, words such as “advance”, “believe”, “initiate”, “may”, “plan”, “will”, “estimate”, “continue”, “anticipate”, “intend”, “expect” 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 the Base Prospectus, the Supplement and Zymeworks’ Quarterly Report on Form 10-Q for the three month period ended March 31, 2018 (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.