

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>HAUSMAN DIANA</u>			2. Issuer Name and Ticker or Trading Symbol <u>Zyneworks Inc. [ ZYME ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) <b>Chief Medical Officer</b> 10% Owner Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/01/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O ZYMEWORKS INC. 1385 WEST 8TH AVENUE, SUITE 540			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>VANCOUVER AI V6H 3V9</u>								
(City) (State) (Zip)								

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	12/01/2020		M <sup>(1)</sup>		4,122	A	\$9.82	7,840	D	
Common Shares	12/01/2020		M <sup>(1)</sup>		14,145	A	\$11.84	21,985	D	
Common Shares	12/01/2020		S <sup>(1)</sup>		18,267	D	\$55.1946 <sup>(2)</sup>	3,718	D	
Common Shares	12/02/2020		M <sup>(1)</sup>		127	A	\$9.82	3,845	D	
Common Shares	12/02/2020		M <sup>(1)</sup>		574	A	\$11.84	4,419	D	
Common Shares	12/02/2020		S <sup>(1)</sup>		701	D	\$55.0114 <sup>(3)</sup>	3,718	D	
Common Shares								2,000	I	Held by spouse

**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
Stock Option (Right to Buy)	\$9.82	12/01/2020		M <sup>(1)</sup>			4,122	06/12/2018 <sup>(4)</sup>	06/12/2027	Common Shares	4,122	\$0.00	70,878	D	
Stock Option (Right to Buy)	\$11.84	12/01/2020		M <sup>(1)</sup>			14,145	03/19/2019 <sup>(4)</sup>	03/18/2028	Common Shares	14,145	\$0.00	50,855	D	
Stock Option (Right to Buy)	\$9.82	12/02/2020		M <sup>(1)</sup>			127	06/12/2018 <sup>(4)</sup>	06/12/2027	Common Shares	127	\$0.00	70,751	D	
Stock Option (Right to Buy)	\$11.84	12/02/2020		M <sup>(1)</sup>			574	03/19/2019 <sup>(4)</sup>	03/18/2028	Common Shares	574	\$0.00	50,281	D	

**Explanation of Responses:**

- Pursuant to a 10b5-1 plan.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$55.00 to \$55.67, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on December 1, 2020 at each separate price.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$55.00 to \$55.05, inclusive. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on December 2, 2020 at each separate price.
- Stock options vest as follows: (i) 25% of underlying shares on first anniversary of grant date and (ii) remainder of underlying shares in 36 equal monthly installments on last day of month following the first anniversary of grant date. The grant date was ten years before the listed expiration date.

**Remarks:**

/s/ Daniel Dex, Attorney-in-Fact

12/03/2020

\*\* 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.**