

**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): May 5, 2021**

**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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
<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 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

The following information is filed pursuant to Item 5.07, "Submission of Matter to a Vote of Security Holders."

On May 5, 2021, Zymeworks Inc. (the "Company"), held its 2021 annual meeting of shareholders (the "Annual Meeting"). A total of 29,226,661 of the holders of the Company's common shares were present or represented by proxy at the meeting, representing approximately 63.31% of the Company's 46,164,051 common shares that were outstanding and entitled to vote at the Annual Meeting as of the record date of March 12, 2021. Set forth below are the matters acted upon by the Company's shareholders at the Annual Meeting, and the final voting results on each matter. Each of the proposals are described in further detail in the Company's definitive proxy statement dated March 23, 2021, filed with the Securities and Exchange Commission on March 23, 2021.

**Proposal 1**

- The shareholders voted by way of ballot and the following nominees were elected as directors to serve until their term expires or until their successors are duly elected or appointed.

Nominee	Votes For	% Votes For	Votes Withheld	% Votes Withheld	Broker Non-Votes
Susan Mahony	19,286,855	71.48%	7,695,418	28.52%	2,244,388
Kelvin Neu	19,377,998	71.82%	7,604,275	28.18%	2,244,388
Ali Tehrani	19,375,651	71.81%	7,606,622	28.19%	2,244,388

**Proposal 2**

- The shareholders voted on an advisory and non-binding basis by way of ballot and approved the compensation of the Company's named executive officers. There were 2,244,388 broker non-votes for this proposal.

Votes For	% Votes For	Votes Against	% Votes Against	Votes Abstaining	% Votes Abstaining
24,095,093	89.30 %	2,607,651	9.66 %	279,529	1.04 %

In the Company's proxy statement with respect to the Company's 2020 annual meeting of shareholders, filed on March 23, 2020, the Company disclosed that its Board of Directors intended to hold say-on-pay votes in the future in accordance with the alternative that received the most shareholder support at the Company's 2020 annual meeting of shareholders. As reported in the Company's Current Report on Form 8-K filed on May 8, 2020, at the Company's 2020 annual meeting of shareholders, the shareholders selected every year as the preferred frequency of holding future advisory votes on the compensation of the Company's named executive officers.

**Proposal 3**

- The shareholders voted by way of ballot and KPMG LLP, chartered professional accountants, were reappointed as auditors for the Company until the close of the next annual general meeting of shareholders and the directors were authorized to determine their remuneration.

Votes For	% Votes For	Votes Withheld	% Votes Withheld
28,930,162	98.99 %	296,499	1.01 %

A report outlining the voting results described above is filed as Exhibit 99.1 hereto.

**ITEM 7.01 REGULATION FD DISCLOSURE.**

On May 6, 2021, the Company issued a press release announcing the voting results of its Annual Meeting, 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. A copy of this press release is attached as Exhibit 99.2 hereto.

The information provided under this Item (including Exhibit 99.2, attached hereto) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (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="#">Report on Voting Results.</a>
99.2	<a href="#">Press Release issued by Zymeworks Inc. on May 6, 2021.</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.**

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(Registrant)

Date: May 6, 2021

By: /s/ Neil A. Klompas

Name: Neil A. Klompas

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

**ZYMEWORKS INC.**  
**(the "Company")**

**Annual General Meeting of Shareholders**  
**May 5, 2021**

**REPORT OF VOTING RESULTS**

Section 11.3 of National Instrument 51-102 – *Continuous Disclosure Obligations*

Common Shares represented at the Meeting:	29,226,661
Total issued and outstanding Common Shares as at record date:	46,164,051
Percentage of issued and outstanding Common Shares represented:	63.31%

Business of the Meeting

1. The Shareholders voted by way of ballot and the following nominees were elected as directors to serve until their successors are duly elected or appointed.

Nominee	Votes For	% Votes For	Votes Withheld	% Votes Withheld
Susan Mahony	19,286,855	71.48%	7,695,418	28.52%
Kelvin Neu	19,377,998	71.82%	7,604,275	28.18%
Ali Tehrani	19,375,651	71.81%	7,606,622	28.19%

2. The Shareholders voted on an advisory and non-binding basis by way of ballot and approved the compensation of the Company's named executive officers.

Votes For	% Votes For	Votes Against	% Votes Against	Votes Abstaining	% Votes Abstaining
24,095,093	89.30%	2,607,651	9.66%	279,529	1.04%

3. The Shareholders voted by way of ballot and KPMG LLP, Chartered Professional Accountants, were reappointed as Auditors of the Company until the close of the next annual general meeting of Shareholders and the Directors were authorized to determine their remuneration.

Votes For	% Votes For	Votes Withheld	% Votes Withheld
28,930,162	98.99%	296,499	1.01%

The final scrutineer's report is attached to this report as Exhibit A.

No other business was voted upon at the Meeting.

Dated: May 5, 2021

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**Exhibit A**  
**Final Scrutineer's Report**

Please see attached.

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**ZYMEWORKS INC**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**HELD ON MAY 5, 2021**

**FINAL SCRUTINEER'S REPORT**

<u>2</u>	SHAREHOLDERS IN PERSON, REPRESENTING	<u>285,536</u>	SHARES
<u>167</u>	SHAREHOLDERS BY PROXY, REPRESENTING	<u>28,941,125</u>	SHARES
<u>169</u>	TOTAL SHAREHOLDERS, HOLDING	<u>29,226,661</u>	SHARES
TOTAL ISSUED AND OUTSTANDING AS AT RECORD DATE:		<u>46,164,051</u>	
PERCENTAGE OF OUTSTANDING SHARES REPRESENTED AT THE MEETING:		<u>63.31</u>	%




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ANITA BASI  
SCRUTINEER

The figures reported by Computershare in its capacity as Scrutineer represent our tabulation of proxies returned to us by registered securityholders and, if Computershare has mailed voting instruction forms (VIFs) directly to non-objecting beneficial owners (NOBOs) on behalf of the issuer, VIFs returned directly to us by NOBOs, combined with cumulative reports of beneficial holder voting compiled and submitted by one or more third parties. As such, Computershare is only responsible for, and warrants the accuracy of our own tabulation of proxies and VIFs. Computershare is not responsible for and does not warrant the accuracy of the cumulative reports of beneficial holder voting submitted by any third party.

If Computershare has mailed voting instruction forms directly to NOBOs on behalf of the Issuer, these have been distributed on the basis of electronic files received by Computershare from intermediaries or their agents. Although Computershare reconciles these records to the Form 54-101F4 Omnibus Proxy delivered to us as required under National Instrument 54-101, in some cases insufficient securities may be held within intermediary positions at The Canadian Depository for Securities, Limited as at record date to support all securities represented. In these cases, if the situation cannot be rectified, over voting rules are applied as directed by the Chair.

Upon receipt of any cumulative reports of beneficial holder voting compiled and submitted by one or more third parties, Computershare reviews the total votes received for each intermediary and reconciles the number to the position available to the intermediary on any omnibus proxy or supplemental omnibus proxy received. In the event the Intermediary's position is insufficient to allow for the tabulation of the entire vote, Computershare may, but shall not be required to, take steps to rectify the situation. In the event the situation is not rectified, over voting rules are applied as directed by the Chair.

Acting on the direction of the Chair of the meeting, Computershare may have included in our reports, the details of beneficial holders attending in person, whose ownership or previous voting status we cannot confirm or verify but whose identity may be supported by documentation, such as a VIF issued by a third party. In such cases, Computershare makes no warranty or representation as to the accuracy of the numbers included as a result of the direction from the Chair, and assumes no liability or responsibility whatsoever for their inclusion in our report as Scrutineer.

**ZYMEWORKS INC**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**HELD ON MAY 5, 2021**

**REPORT ON PROXIES**

MOTIONS	NUMBER OF SHARES					PERCENTAGE OF VOTES CAST		
	FOR	AGAINST	WITHHOLD/ ABSTAIN	SPOILED	NON VOTE	FOR	AGAINST	WITHHOLD/ ABSTAIN
Susan Mahony	19,001,319	0	7,695,418	0	2,244,388	71.17%	0.00%	28.83%
Kelvin Neu	19,092,462	0	7,604,275	0	2,244,388	71.52%	0.00%	28.48%
Ali Tehrani	19,090,115	0	7,606,622	0	2,244,388	71.51%	0.00%	28.49%
Advisory Vote on Executive Compensation	24,073,940	2,607,651	15,146	0	2,244,388	90.18%	9.77%	0.06%
Appointment of Auditors	28,644,626	0	296,499	0	0	98.98%	0.00%	1.02%

**TOTAL SHAREHOLDERS VOTED BY PROXY:** 167  
**TOTAL SHARE ISSUED & OUTSTANDING:** 46,164,051  
**TOTAL SHARES VOTED:** 28,941,125  
**TOTAL % OF SHARES VOTED:** 62.69%



ANITA BASI  
 SCRUTINEER



**ZYMEWORKS INC**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**HELD ON MAY 5, 2021**

**REPORT ON BALLOT**

**MOTION #1**  
**Election of Directors**

We, the undersigned scrutineers, hereby report that the result of the vote by ballot with respect to the above matter is as follows:

NAME	VOTES IN FAVOR	%	VOTES WITHHELD	%
Susan Mahony	19 286 855	71.48	7 695 418	28.52
Kelvin Neu	19 377 998	71.82	7 604 275	28.18
Ali Tehrani	19 375 651	71.81	7 606 622	28.19



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 Anita Basi  
 Scrutineer

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**ZYMEWORKS INC**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**HELD ON MAY 5, 2021**

**REPORT ON BALLOT**

**MOTION #2**  
**Advisory Vote on Executive Compensation**

We, the undersigned scrutineers, hereby report that the result of the vote by ballot with respect to the above matter is as follows:

	<b>NUMBER OF VOTES</b>	
FOR the motion	24 095 093	89.30 %
ABSTAIN from the motion	279 529	1.04 %
AGAINST the motion	2 607 651	9.66 %
Total	26 982 273	




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Anita Basi  
 Scrutineer

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**ZYMEWORKS INC**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**HELD ON MAY 5, 2021**

**REPORT ON BALLOT**

**MOTION #3**  
**Appointment of Auditors**

We, the undersigned scrutineers, hereby report that the result of the vote by ballot with respect to the above matter is as follows:

	<b>NUMBER OF VOTES</b>	
FOR the motion	28 930 162	98.99 %
WITHHELD from the motion	296 499	1.01 %
Total	29 226 661	




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Anita Basi  
Scrutineer

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## Zymeworks Announces Election of Directors and Voting Results from Shareholder Meeting

**Vancouver, Canada (May 6, 2021)** – Zymeworks Inc. (NYSE: ZYME), a clinical-stage biopharmaceutical company developing multifunctional biotherapeutics, is pleased to announce the detailed voting results on the items of business considered at its Annual General Meeting of Shareholders held on May 5, 2021 (the “**Meeting**”).

### Shareholder Voting Results

The Shareholders voted on the following matters at this year’s Meeting.

#### Proposal 1 – Election of Directors

The nominees listed in Zymeworks’ proxy statement dated March 23, 2021 (the “**Proxy Statement**”) were elected as Directors of the Company. Detailed results of the votes are set out below:

Proposal 1 Election of Directors	Outcome of the Vote	Votes by Ballot	
		Votes For	Votes Withheld
Susan Mahony	Carried	19,286,855 (71.48%)	7,695,418 (28.52%)
Kelvin Neu	Carried	19,377,998 (71.82%)	7,604,275 (28.18%)
Ali Tehrani	Carried	19,375,651 (71.81%)	7,606,622 (28.19%)

#### Proposal 2 – Advisory Vote on Executive Compensation

The Shareholders approved, on an advisory basis, the compensation of the Company’s named executive officers. Detailed results of the votes are set out below:

Proposal 2	Outcome of the Vote	Votes by Ballot		
		Votes For	Votes Against	Votes Abstaining
Advisory Vote on Executive Compensation	Carried	24,095,093 (89.30%)	2,607,651 (9.66%)	279,529 (1.04%)

#### Proposal 3 – Appointment of Auditors

The vote was carried for the appointment of the Auditors, KPMG LLP. Detailed results of the votes are set out below:

Proposal 3	Outcome of the Vote	Votes by Ballot	
		Votes For	Votes Withheld
Appointment of KPMG LLP	Carried	28,930,162 (98.99%)	296,499 (1.01%)

Full details of all proposals are fully described in the Proxy Statement available on the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com), and on EDGAR at [www.sec.gov](http://www.sec.gov), and the detailed results of voting on each proposal are included in the Report of Voting Results filed on SEDAR and on EDGAR.

## **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 (ZW25), is a novel Azymetric™ bispecific antibody which has been granted Breakthrough Therapy designation by the FDA and is currently enrolling in a pivotal clinical trial for refractory HER2-amplified biliary tract cancer (HERIZON-BTC-01) as well as several Phase 2 clinical trials for HER2-expressing gastroesophageal and breast cancers. Zymeworks' second clinical candidate, ZW49, is a novel bispecific HER2-targeting 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 nine biopharmaceutical companies. For more information, visit [www.zymeworks.com](http://www.zymeworks.com).

## **Contacts:**

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