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

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ZYMEWORKS INC.
(Exact name of registrant as specified in its charter)

British Columbia, Canada
(Jurisdiction of Incorporation)

47-2569713
(I.R.S. Employer Identification No.)

Suite 540, 1385 West 8th Avenue
Vancouver, British Columbia, Canada V6H 3V9
(Address of Registrant's Principal Executive Offices)

Second Amended and Restated Employee Stock Option Plan
Stock Option Plan
Employee Stock Purchase Plan
(Full Title of Plan)

The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801
(302) 658-7581
(Name, Address and Telephone Number of Agent for Service)

Copy to:

Riccardo Leofanti, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
222 Bay Street, Suite 1750, P.O. Box 258
Toronto, Ontario, Canada M5K 1J5
(416) 777-47000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE – DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (File No. 333-217630) of Zymeworks Inc. (the “Registrant”) initially filed with the Securities and Exchange Commission on May 3, 2017 (the “Initial Registration Statement”), which registered the offer and sale of up to 1,957,290 of the Registrant’s common shares, no par value, issuable to participants under the Registrant’s Second Amended and Restated Employee Stock Option Plan, Stock Option Plan and Employee Stock Purchase Plan. This Post-Effective Amendment No. 1 is being filed for the purpose of deregistering, as of the effective date of this Post-Effective Amendment No. 1, any remaining common shares registered, but not sold, under the Initial Registration Statement.

New Registration Statement

Contemporaneously with the filing of this Post-Effective Amendment No. 1, the Registrant is filing a Registration Statement on Form S-8 to register offers and sales of common shares issuable under its new employee benefit plans.

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned certifies that it is the duly authorized United States representative of the Registrant and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed by the undersigned, thereunto duly authorized, in the City of Seattle, Washington on June 11, 2018.

ZYMEWORKS BIOPHARMACEUTICALS INC.
(Authorized Representative in the United States)

By: /s/ Ali Tehrani
Name: Ali Tehrani
Title: President