

OMB APPROVAL	
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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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>EcoR1 Capital, LLC</u> <hr/> (Last) (First) (Middle) <u>357 TEHAMA STREET #3</u> <hr/> (Street) <u>SAN FRANCISCO CA 94103</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Zymeworks Inc. [ZYME]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/19/2024</u>	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>12/23/2024</u>	

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 Stock ⁽¹⁾	12/19/2024		P		298,818 ⁽³⁾	A	\$13.5289 ⁽⁴⁾	13,736,291 ⁽⁵⁾	I	See Note ⁽²⁾
Common Stock ⁽¹⁾	12/20/2024		P		704,488 ⁽⁶⁾	A	\$14.0776 ⁽⁷⁾	14,440,779 ⁽⁸⁾	I	See Note ⁽²⁾
Common Stock ⁽¹⁾	12/23/2024		P		251,502 ⁽⁹⁾	A	\$14.2508 ⁽¹⁰⁾	14,692,281 ⁽¹¹⁾	I	See Note ⁽²⁾

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					

Explanation of Responses:

- This transaction was inadvertently omitted from the Form 4 filed on 12/23/2024.
- The reporting persons are EcoR1 Capital, LLC ("EcoR1"), Oleg Nodelman and EcoR1 Capital Fund Qualified, L.P. ("Qualified Fund"). EcoR1 is the general partner and investment adviser of private funds, including Qualified Fund (the "Funds"). Mr. Nodelman is the manager and controlling owner of EcoR1. EcoR1 is filing this Form 4 for itself, Mr. Nodelman and Qualified Fund. The filers are filing this Form 4 jointly, but not as a group, and each expressly disclaims membership in a group within the meaning of Rule 13d-5(b) under the Securities Exchange Act of 1934. The Funds hold these securities directly for the benefit of their investors. EcoR1 may be deemed to indirectly beneficially own them as the investment adviser to the Funds. Mr. Nodelman may be deemed to indirectly beneficially own them as the control person of EcoR1. The filers disclaim beneficial ownership of the securities except to the extent of their respective pecuniary interests therein.
- Qualified Fund purchased 281,218 of the shares purchased in this transaction.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$13.3758 to \$13.58, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes 4, 7 and 10.
- After this transaction, Qualified Fund held 12,939,442 shares of the Issuer's Common Stock.
- Qualified Fund purchased 662,995 of the shares purchased in this transaction.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$13.6517 to \$14.1388, inclusive.
- After this transaction, Qualified Fund held 13,602,437 shares of the Issuer's Common Stock.
- Qualified Fund purchased 236,691 of the shares purchased in this transaction.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$14.1957 to \$14.2713, inclusive.
- After this transaction, Qualified Fund held 13,839,128 shares of the Issuer's Common Stock.

Remarks:

This amendment is being filed to restate the Form 4 filed by the reporting person on 12/23/2024. The Form 4 filed on 12/23/2024 inadvertently omitted transactions in the Issuer's Common Stock that occurred on 12/19, 12/20 and 12/23/2024 and included a transaction in pre-funded warrants of the Issuer that occurred on 12/26/2023. The transaction in pre-funded warrants was previously reported on a Form 4 filed by the reporting person on 12/28/2023. This amendment is being filed to add the transactions in the Issuer's Common Stock that had been omitted, to remove the reference to the 12/26/2023 transaction in pre-funded warrants of the Issuer and to change the date of the earliest transaction required to be reported in this Form 4 to 12/19/2024. Scott Platshon, an employee of EcoR1, serves as a director of the Issuer and was nominated for the board by EcoR1 and the Funds.

/s/ Oleg Nodelman

12/24/2024

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.