

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).

1. Name and Address of Reporting Person* <u>Voliotis Dimitris</u>			2. Issuer Name and Ticker or Trading Symbol <u>Zentalis Pharmaceuticals, Inc. [ ZNTL ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <b>X</b> SVP, Clinical Development		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/18/2022</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <b>X</b> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O ZENTALIS PHARMACEUTICALS, INC. 1359 BROADWAY, SUITE 1710			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NEW YORK NY 10018</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 Stock	01/18/2022		M <sup>(1)</sup>		10,000	A	\$18	16,250	D	
Common Stock	01/18/2022		S <sup>(1)</sup>		3,409	D	\$61.6972 <sup>(2)</sup>	12,841	D	
Common Stock	01/18/2022		S <sup>(1)</sup>		3,294	D	\$62.3358 <sup>(3)</sup>	9,547	D	
Common Stock	01/18/2022		S <sup>(1)</sup>		1,997	D	\$63.4789 <sup>(4)</sup>	7,550	D	
Common Stock	01/18/2022		S <sup>(1)</sup>		1,300	D	\$64.6646 <sup>(5)</sup>	6,250	D	
Common Stock	01/19/2022		M <sup>(1)</sup>		10,000	A	\$18	16,250	D	
Common Stock	01/19/2022		S <sup>(1)</sup>		7,889	D	\$60.5505 <sup>(6)</sup>	8,361	D	
Common Stock	01/19/2022		S <sup>(1)</sup>		1,556	D	\$61.5085 <sup>(7)</sup>	6,805	D	
Common Stock	01/19/2022		S <sup>(1)</sup>		555	D	\$62.2352 <sup>(8)</sup>	6,250	D	
Common Stock	01/20/2022		M <sup>(1)</sup>		10,000	A	\$18	16,250	D	
Common Stock	01/20/2022		S <sup>(1)</sup>		8,343	D	\$60.5183 <sup>(9)</sup>	7,907	D	
Common Stock	01/20/2022		S <sup>(1)</sup>		1,657	D	\$61.2065 <sup>(10)</sup>	6,250	D	

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	\$18	01/18/2022		M <sup>(1)</sup>			10,000	(11)	03/25/2030	Common Stock	10,000	\$0	144,949	D	
Stock Option	\$18	01/19/2022		M <sup>(1)</sup>			10,000	(11)	03/25/2030	Common Stock	10,000	\$0	134,949	D	
Stock Option	\$18	01/20/2022		M <sup>(1)</sup>			10,000	(11)	03/25/2030	Common Stock	10,000	\$0	124,949	D	

Explanation of Responses:

- The sale reported in the Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 15, 2021.
- The price reported is a weighted average price. The shares were sold in multiple transactions at per share prices ranging from \$60.97 to \$61.96. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported is a weighted average price. The shares were sold in multiple transactions at per share prices ranging from \$61.98 to \$62.93. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported is a weighted average price. The shares were sold in multiple transactions at per share prices ranging from \$63.18 to \$64.02. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported is a weighted average price. The shares were sold in multiple transactions at per share prices ranging from \$64.23 to \$65.19. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported is a weighted average price. The shares were sold in multiple transactions at per share prices ranging from \$60.07 to \$61.05. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported is a weighted average price. The shares were sold in multiple transactions at per share prices ranging from \$61.09 to \$61.94. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported is a weighted average price. The shares were sold in multiple transactions at per share prices ranging from \$62.15 to \$62.41. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

9. The price reported is a weighted average price. The shares were sold in multiple transactions at per share prices ranging from \$60.00 to \$60.95. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

10. The price reported is a weighted average price. The shares were sold in multiple transactions at per share prices ranging from \$61.01 to \$61.61. The Reporting Person undertakes to provide upon request to the SEC staff, the Issuer, or any stockholder of the Issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

11. The option vests and becomes exercisable as to 25% of the shares on March 25, 2021 and vests in equal monthly installments thereafter until March 25, 2024.

**Remarks:**

/s/ Melissa B. Epperly.

Attorney-in-Fact for Dimitris      01/20/2022

Voliotis

\*\* 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.**