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

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): June 21, 2024**

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**ZENTALIS PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**001-39263**  
(Commission  
File Number)

**82-3607803**  
(I.R.S. Employer  
Identification No.)

**10275 Science Center Drive, Suite 200**  
**San Diego, California 92121**  
(Address of principal executive offices) (Zip Code)

**(858) 263-4333**  
(Registrant's telephone number, include area code)

**1359 Broadway, Suite 801**  
**New York, New York 10018**  
(Former name or former address, if changed since last report)

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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))
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**Securities registered pursuant to Section 12(b) of the Act:**

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, \$0.001 par value per share	ZNTL	The Nasdaq Global Market

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.

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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On June 21, 2024, Zentalis Pharmaceuticals, Inc. (the “Company”) held its 2024 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, a total of 66,107,445 shares of common stock were present online or represented by proxy at the meeting, representing approximately 93.09% of the Company’s outstanding common stock as of the April 23, 2024 record date. The following are the voting results for the proposals considered and voted upon at the Annual Meeting, all of which were described in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 29, 2024.

**Item 1 — Election of two Class I directors to serve until the 2027 Annual Meeting of Stockholders, and until their respective successors shall have been duly elected and qualified, subject to their earlier death, resignation or removal.**

<u>NOMINEE</u>	<u>Votes FOR</u>	<u>Votes WITHHELD</u>	<u>Broker Non-Votes</u>
Kimberly Blackwell, M.D.	48,055,584	12,810,370	5,241,491
Enoch Kariuki, Pharm.D.	45,008,378	15,857,576	5,241,491

**Item 2 — Ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024.**

<u>Votes FOR</u>	<u>Votes AGAINST</u>	<u>Votes ABSTAINED</u>	<u>Broker Non-Votes</u>
66,098,083	5,665	3,697	0

**Item 3 — Approval, on an advisory (non-binding) basis, the compensation of the Company’s named executive officers.**

<u>Votes FOR</u>	<u>Votes AGAINST</u>	<u>Votes ABSTAINED</u>	<u>Broker Non-Votes</u>
36,128,130	24,729,730	8,094	5,241,491

Based on the foregoing votes, Kimberly Blackwell, M.D., and Enoch Kariuki, Pharm.D., were elected as Class I Directors and Items 2 and 3 were approved.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ZENTALIS PHARMACEUTICALS, INC.

Date: June 21, 2024

By: /s/ Kimberly Blackwell, M.D.  
Kimberly Blackwell, M.D.  
Chief Executive Officer