

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Brownstein Carrie</u> (Last) (First) (Middle) C/O ZENTALIS PHARMACEUTICALS, INC. 1359 BROADWAY, SUITE 1710 (Street) NEW YORK NY 10018 (City) (State) (Zip)	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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Medical Officer
	3. Date of Earliest Transaction (Month/Day/Year) 10/03/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/03/2022		A		100,000 ⁽¹⁾	A	\$0	100,000	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 (Right to Buy)	\$22.21	10/03/2022		A		300,000		(2)	10/02/2032	Common Stock	300,000	\$0	300,000	D	
Stock Option (Right to Buy)	\$22.21	10/03/2022		A		100,000		(3)	10/02/2032	Common Stock	100,000	\$0	100,000	D	

Explanation of Responses:

- Represents restricted stock units ("RSUs") granted by the Issuer under the Zentalis Pharmaceuticals, Inc. 2022 Employment Inducement Incentive Award Plan (the "2022 Inducement Plan") as an inducement material to the Reporting Person's entering into employment with the Issuer in accordance with Nasdaq Listing Rule 5635(c)(4). The RSUs will vest over four years: 25% of the RSUs will vest on each of the first, second, third and fourth anniversaries of the date of grant.
- The options were granted by the Issuer under the 2022 Inducement Plan as an inducement material to the Reporting Person's entering into employment with the Issuer in accordance with Nasdaq Listing Rule 5635(c)(4). The options will vest over four years: 25% of the options will vest on the first anniversary of the grant date with the remaining 75% vesting in equal monthly installments thereafter, subject to the Reporting Person's continued service with the Issuer.
- The options were granted by the Issuer under the 2022 Inducement Plan as an inducement material to the Reporting Person's entering into employment with the Issuer in accordance with Nasdaq Listing Rule 5635(c)(4). The options will vest as to 100% of the shares on the earlier of (a) FDA approval of a Zentalis product or (b) a Change in Control (as defined in the 2022 Inducement Plan).

Remarks:

/s/ Andrea Paul, attorney-in-fact 10/03/2022
for Carrie Brownstein

** 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.

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