

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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*<br><u>Lackner Mark</u><br><br>(Last) (First) (Middle)<br>C/O ZENTALIS PHARMACEUTICALS, INC.<br>1359 BROADWAY, SUITE 801<br><br>(Street)<br>NEW YORK NY 10018<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Zentalis Pharmaceuticals, Inc. [ ZNTL ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director _____ 10% Owner _____<br>Officer (give title below) _____ Other (specify below) _____<br><b>Chief Scientific Officer</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>01/02/2024                                |  |
|   | 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |
| Common Stock                    | 01/02/2024                           |  | A                              |   | 40,000 <sup>(1)</sup>   | A          | \$0   | 56,313  | 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)                | \$15.99  | 01/02/2024                           |  | A                              |   | 60,000   |     | (2)  | 01/02/2034      | Common Stock  | 60,000                                     | \$0  | 60,000  | D  |       |

**Explanation of Responses:**

- Represents restricted stock units ("RSUs") granted to the Reporting Person in connection with Reporting Person's previously disclosed promotion to Chief Scientific Officer, which became effective December 31, 2023. Each RSU represents a contingent right to receive one share of common stock. The RSUs will vest in substantially equal annual installments on the first, second, third and fourth anniversaries of the vesting commencement date of December 31, 2023, subject to the Reporting Person's continuing service with the Issuer.
- The options were granted to the Reporting Person in connection with Reporting Person's previously disclosed promotion to Chief Scientific Officer, which became effective December 31, 2023. The options will vest over four years in equal monthly installments until the options are fully vested, subject to the Reporting Person's continued service with the Issuer.

**Remarks:**

/s/ Andrea Paul, attorney-in-fact for Mark Lackner

01/03/2024

\*\* 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.