

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>Johnson David Michael</u>  (Last) (First) (Middle) <u>C/O ZENTALIS PHARMACEUTICALS, INC.</u> <u>530 SEVENTH AVENUE, SUITE 2201</u>  (Street) <u>NEW YORK NY 10018</u>  (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) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/04/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>06/08/2021</u>	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

**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	06/04/2021		A		7,500 <sup>(1)</sup>	A	\$0	96,355 <sup>(2)</sup>	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	Amount or Number of Shares				
Stock Option (Right to Buy)	\$52.25	06/04/2021		A		22,500 <sup>(3)</sup>		(3)	06/03/2031	Common Stock	22,500 <sup>(3)</sup>	\$0	22,500 <sup>(3)</sup>	D	

**Explanation of Responses:**

- This amendment is being filed to correct the number of RSUs granted to the Reporting Person, which was inadvertently understated on the Reporting Person's original Form 4. The Reporting Person was granted 7,500 RSUs on June 4, 2021, to vest on the first to occur of (a) June 4, 2022 or (b) the next occurring annual meeting of the Company's stockholders.
- Due to the error described above, the Reporting Person's Form 4 filed on October 4, 2021 incorrectly reported that the number of shares held by the Reporting Person was 80,959 shares of Common Stock.
- This amendment is being filed to correct the number of stock options granted to the Reporting Person, which was inadvertently understated on the Reporting Person's original Form 4. The Reporting Person was granted 22,500 options on June 4, 2021. The options vest and become exercisable in substantially equal monthly installments over the twelve (12) months following the date of grant, subject to the Reporting Person's continued service on the Board of Directors through each such vesting date.

**Remarks:**

By: /s/ Melissa B. Epperly,  
Attorney-in-Fact for David M. Johnson 12/17/2021

\*\* 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.