

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>Paul Andrea</u>  (Last) (First) (Middle) <u>C/O ZENTALIS PHARMACEUTICALS, INC.</u> <u>1359 BROADWAY, SUITE 801</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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Legal Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Rule 10b5-1(c) Transaction Indication**

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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	02/01/2024		A		112,500 <sup>(1)</sup>	A	\$0	153,283	D	
Common Stock	02/02/2024		s <sup>(2)</sup>		3,310	D	\$11.54 <sup>(3)</sup>	149,973	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)	\$11.69	02/01/2024		A		112,500		(4)	01/31/2034	Common Stock	112,500	\$0	112,500	D	
Stock Option (Right to Buy)	\$11.69	02/01/2024		A		90,000		(5)	01/31/2034	Common Stock	90,000	\$0	90,000	D	

**Explanation of Responses:**

- Represents restricted stock units, each of which represent a contingent right to receive one share of common stock, and which will vest in substantially equal annual installments over a four year period following the grant date, subject to the Reporting Person's continued service with the Issuer.
- This sale was made automatically by the Issuer to cover tax withholding obligations in connection with the vesting and settlement of restricted stock units previously granted to the Reporting Person.
- The price reported is a weighted average price. The shares were sold in multiple transactions at per share prices ranging from \$11.35 to \$11.64. 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 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. The options are Reporting Person's annual equity grants, which reflect the market data for Reporting Person's role as Chief Legal Officer, a role to which she was promoted on February 1, 2024.
- The options were granted to the Reporting Person in connection with Reporting Person's promotion to Chief Legal Officer, which became effective February 1, 2024. 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

02/05/2024

\*\* 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.