

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* <u>Bunker Kevin D.</u>  (Last) (First) (Middle) C/O ZENTALIS PHARMACEUTICALS, INC. 530 SEVENTH AVENUE, SUITE 2201  (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) <b>Chief Operating Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 04/07/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	04/07/2020		P		350	A	\$18	1,177,982 <sup>(1)</sup>	D	
Common Stock	11/23/2020		G	V	101,045	D	\$0	1,076,937	D	
Common Stock	11/23/2020		G	V	101,045	A	\$0	101,045	I	See Footnote <sup>(2)</sup>
Common Stock	11/23/2020		S <sup>(3)</sup>		3,961	D	\$46.2791 <sup>(4)</sup>	97,084	I	See Footnote <sup>(2)</sup>
Common Stock	11/23/2020		S <sup>(3)</sup>		4,064	D	\$46.7149 <sup>(5)</sup>	93,020	I	See Footnote <sup>(2)</sup>
Common Stock	11/23/2020		S <sup>(3)</sup>		400	D	\$47.5452 <sup>(6)</sup>	92,620	I	See Footnote <sup>(2)</sup>

**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					

**Explanation of Responses:**

- Includes 632,982 shares of common stock received on October 28, 2020 in a pro-rata distribution in-kind that was exempt from reporting under Rule 16a-9.
- Represents shares nominally held by Sundog Ranch, Inc. on behalf of the Bunker Family Protection Trust, the sole shareholder of Sundog Ranch, Inc. The Reporting Person and his wife are the primary beneficiaries of the Bunker Family Protection Trust and the Reporting Person and his wife are also directors of Sundog Ranch, Inc. The Reporting Person disclaims beneficial ownership of the securities held by Sundog Ranch, Inc. except to the extent of his pecuniary interest therein, if any.
- The sale reported in the Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 21, 2020.
- The price reported is a weighted average price. The shares were sold in multiple transactions at per share prices ranging from \$45.47 to \$46.46. 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 price reported is a weighted average price. The shares were sold in multiple transactions at per share prices ranging from \$46.47 to \$47.20. 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 price reported is a weighted average price. The shares were sold in multiple transactions at per share prices ranging from \$47.51 to \$47.695. 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.

**Remarks:**

By: /s/ Melissa B. Epperly,  
Attorney-in-Fact for Kevin D. 11/25/2020  
Bunker

\*\* 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.