

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>Pinto Alexis</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 Legal Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 10/25/2021	
	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	10/25/2021		M <sup>(1)</sup>		30,000	A	\$34.4	36,526 <sup>(2)</sup>	D	
Common Stock	10/25/2021		s <sup>(1)</sup>		1,800	D	\$76.0963 <sup>(3)</sup>	34,726	D	
Common Stock	10/25/2021		s <sup>(1)</sup>		8,098	D	\$77.2698 <sup>(4)</sup>	26,628	D	
Common Stock	10/25/2021		s <sup>(1)</sup>		19,802	D	\$78.0549 <sup>(5)</sup>	6,826	D	
Common Stock	10/25/2021		s <sup>(1)</sup>		300	D	\$78.85	6,526	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					
Stock Option (Right to Buy)	\$34.4	10/25/2021		M <sup>(1)</sup>			30,000	(6)	08/30/2030	Common Stock 30,000	\$0	245,000	D	

**Explanation of Responses:**

- The stock option exercise and sale reported in the Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 21, 2021.
- Includes 276 shares acquired under the Zentalis Pharmaceuticals, Inc. 2020 Employee Stock Purchase Plan on September 30, 2021.
- The price reported is a weighted average price. The shares were sold in multiple transactions at per share prices ranging from \$75.57 to \$76.53. 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 \$76.59 to \$77.58. 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 \$77.59 to \$78.44. 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 vest and become exercisable as to 25% of the total number of shares underlying the option on August 31, 2021 and as to the remaining 75% in 36 substantially equal monthly installments thereafter.

**Remarks:**

/s/ Melissa B. Epperly,  
Attorney-in-Fact for Alexis Pinto      10/27/2021

\*\* 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.