

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Matrix Capital Management Company, LP</u> (Last) (First) (Middle) <u>1000 WINTER STREET</u> (Street) <u>WALTHAM MA 02451</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>05/18/2022</u>	3. Issuer Name and Ticker or Trading Symbol <u>Zentalis Pharmaceuticals, Inc. [ZNTL]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.001 per share	9,199,973	I	See footnotes ⁽¹⁾⁽²⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>Matrix Capital Management Company, LP</u> (Last) (First) (Middle) <u>1000 WINTER STREET</u> (Street) <u>WALTHAM MA 02451</u> (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>GOEL DAVID E.</u> (Last) (First) (Middle) <u>1000 WINTER STREET, SUITE 4500</u> <u>1000 WINTER STREET, SUITE 4500</u> (Street) <u>WALTHAM MA 02451</u> (City) (State) (Zip)
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Explanation of Responses:

1. The securities reported herein are held by Matrix Capital Management Master Fund, LP (the "Matrix Fund"). Matrix Capital Management Company, LP (the "Investment

Manager"), a Delaware limited partnership, is the investment advisor to the Matrix Fund. Mr. David E. Goel ("Mr. Goel", and together with the Investment Manager, the "Reporting Persons"), serves as the Managing General Partner of the Investment Manager.

2. The filing of this statement shall not be deemed an admission that either of the Reporting Persons is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Act of 1934, as amended, or otherwise. Each of the Reporting Persons expressly disclaims beneficial ownership of the securities reported herein except to the extent of its or his pecuniary interest therein.

Matrix Capital
Management Company,
LP, by: /s/ David E. Goel, 05/31/2022
its Managing General
Partner

/s/ David E. Goel 05/31/2022

** 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 5 (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.