

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

Zentalis Pharmaceuticals, Inc.  
(Name of Issuer)

Common Stock, par value \$0.001 per share  
(Title of Class of Securities)

98943L107  
(CUSIP Number)

Gregory A. Brown  
Matrix Capital Management Company LP  
Bay Colony Corporate Center  
1000 Winter Street, Suite 4500  
Waltham, MA 02451

Eleazer Klein, Esq.  
Adriana Schwartz, Esq.  
Schulte Roth & Zabel LLP  
919 Third Avenue  
New York, NY 10022  
(212) 756-2000

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

June 20, 2023  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box.

(Page 1 of 6 Pages)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

<b>1</b>	NAME OF REPORTING PERSON Matrix Capital Management Company LP	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS OO	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION State of Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER 0
	<b>8</b>	SHARED VOTING POWER 13,959,973 shares of Common Stock
	<b>9</b>	SOLE DISPOSITIVE POWER 0
	<b>10</b>	SHARED DISPOSITIVE POWER 13,959,973 shares of Common Stock
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 13,959,973 shares of Common Stock	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 19.81%	
<b>14</b>	TYPE OF REPORTING PERSON PN, IA	

<b>1</b>	NAME OF REPORTING PERSON David E. Goel	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS OO	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER 0
	<b>8</b>	SHARED VOTING POWER 13,959,973 shares of Common Stock
	<b>9</b>	SOLE DISPOSITIVE POWER 0
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<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 19.81%	
<b>14</b>	TYPE OF REPORTING PERSON IN, HC	

The following constitutes Amendment No. 1 to the Schedule 13D filed by the undersigned (the "Amendment No. 1"). This Amendment No. 1 amends the Schedule 13D as specifically set forth herein.

**Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION**

Item 3 is hereby amended and supplemented by the addition of the following:

The Matrix Fund acquired 4,760,000 shares (the "Offering Shares") of Common Stock at a price of \$22.66 per Offering Share in the Issuer's underwritten offering of shares of Common Stock pursuant to the Issuer's Prospectus (the "Prospectus") filed pursuant to Rule 424(b)(5) with the Securities and Exchange Commission (the "SEC") on June 15, 2023 (the "Offering"). Funds for the purchase of the Offering Shares were derived from general working capital of the Matrix Fund. An aggregate total of \$107,861,600 was paid to acquire the Offering Shares.

**Item 5. INTEREST IN SECURITIES OF THE ISSUER**

Items 5(a)-(c) are hereby amended and restated as follows:

- (a) See rows (11) and (13) of the cover pages to this Schedule 13D for the aggregate number of shares of Common Stock and percentages of the shares of Common Stock beneficially owned by each Reporting Person. The percentages used in this Schedule 13D as of the date hereof are calculated based upon 70,474,998 shares of Common Stock outstanding, as reported in the Issuer's Prospectus, after giving effect to the completion of the Offering, as described therein.
- (b) See rows (7) through (10) of the cover pages to this Schedule 13D for the number of shares of Common Stock as to which each Reporting Person has the sole or shared power to vote or direct the vote and sole or shared power to dispose or to direct the disposition.
- (c) Other than as disclosed in Item 3, no transactions in the shares of Common Stock have been effected by the Reporting Persons during the past sixty (60) days.

**Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER**

Item 6 is hereby amended and supplemented by the addition of the following:

In connection with the Offering, the Matrix Fund entered into a lock-up agreement with the underwriters of the Offering that, subject to customary exceptions, restricts its ability to sell, transfer, enter into a swap or otherwise hedge its shares of Common Stock or any securities convertible into or exercisable or exchangeable for shares of Common Stock for a period of not less than 90 days after the date of the Issuer's final prospectus relating to the Offering without the prior written consent of the representatives of the underwriters that participated in the Offering, subject to certain exceptions (the "Offering Lock-Up Agreement").

The foregoing description of the Offering Lock-Up Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Offering Lock-Up Agreement which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 7. MATERIAL TO BE FILED AS EXHIBITS**

Item 7 is hereby amended and supplemented by the addition of the following:

Exhibit 99.1: Form of the Offering Lock-Up Agreement (incorporated herein by reference to Exhibit A attached to the Underwriting Agreement, dated June 15, 2023, by and among the Issuer and Morgan Stanley & Co. LLC, Jefferies LLC and SVB Securities LLC, as representatives of the several underwriters named therein, attached as Exhibit 1.1 to the Issuer's Current Report on Form 8-K filed with the SEC on June 15, 2023).

**SIGNATURES**

After reasonable inquiry and to the best of his or its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: June 20, 2023

**MATRIX CAPITAL MANAGEMENT COMPANY LP**

By: /s/ David E. Goel

Name: David E. Goel

Title: Managing General Partner

/s/ David E. Goel

**DAVID E. GOEL**