

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Gallagher Cam</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) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/04/2020	
	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	12/04/2020		S <sup>(1)</sup>		3,460	D	\$50.7627 <sup>(2)</sup>	613,471	D	
Common Stock	12/04/2020		S <sup>(1)</sup>		4,014	D	\$51.1728 <sup>(3)</sup>	609,457	D	
Common Stock	12/07/2020		S <sup>(1)</sup>		123	D	\$50.839 <sup>(4)</sup>	609,334	D	
Common Stock	12/07/2020		S <sup>(1)</sup>		1,006	D	\$52.5293 <sup>(5)</sup>	608,328	D	
Common Stock	12/07/2020		S <sup>(1)</sup>		5,158	D	\$53.7111 <sup>(6)</sup>	603,170	D	
Common Stock	12/07/2020		S <sup>(1)</sup>		405	D	\$54.3863 <sup>(7)</sup>	602,765	D	
Common Stock	12/08/2020		S <sup>(1)</sup>		1,385	D	\$54.189 <sup>(8)</sup>	601,380	D	
Common Stock	12/08/2020		S <sup>(1)</sup>		4,800	D	\$55.3711 <sup>(9)</sup>	596,580	D	
Common Stock	12/08/2020		S <sup>(1)</sup>		2,226	D	\$56.081 <sup>(10)</sup>	594,354	D	
Common Stock	12/08/2020		S <sup>(1)</sup>		13,044	D	\$57.5449 <sup>(11)</sup>	581,310	D	
Common Stock	12/08/2020		S <sup>(1)</sup>		1,118	D	\$57.9349 <sup>(12)</sup>	580,192	D	
Common Stock								18,473	I	As custodian for son

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:

- The sale reported in the Form 4 was effected pursuant to a Rule 10b5-1 trading arrangement adopted by the Reporting Person. Shares sold to satisfy withholding tax obligations upon the vesting of restricted stock units.
- The price reported is a weighted average price. The shares were sold in multiple transactions at per share prices ranging from \$50.02 to \$51.01. 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 \$51.02 to \$52.00. 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 \$50.53 to \$51.50. 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 \$52.15 to \$53.13. 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 \$53.15 to \$54.14. 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 \$54.15 to \$54.89. 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 \$53.70 to \$54.65. 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.

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.

9. The price reported is a weighted average price. The shares were sold in multiple transactions at per share prices ranging from \$54.80 to \$55.78. 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.

10. The price reported is a weighted average price. The shares were sold in multiple transactions at per share prices ranging from \$55.81 to \$56.52. 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.

11. The price reported is a weighted average price. The shares were sold in multiple transactions at per share prices ranging from \$56.85 to \$57.83. 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.

12. The price reported is a weighted average price. The shares were sold in multiple transactions at per share prices ranging from \$57.85 to \$57.97. 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 Cam S. Gallagher     12/08/2020

\*\* 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.

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