FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C. 20549	
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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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* Gallagher Cam						2. Issuer Name and Ticker or Trading Symbol Zentalis Pharmaceuticals, Inc. [ZNTL]										tor	ng Pei	10% O	wner	
NTALIS PH	ARMACEUTIC		•		3. Date of Earliest Transaction (Month/Day/Year) 03/15/2022													below)	specify	
1359 BROADWAY, SUITE 1/10						4. If Amendment, Date of Original Filed (Month/Day/Year)										6. Individual or Joint/Group Filing (Check Applicab Line)				
(Street) NEW YORK NY 10018															Form filed by One Reporting Person Form filed by More than One Reporting Person					
(Sta	ate) (Z	Zip)																		
	Table	1 - 1	Non-Deriva	tive	Secui	rities	Acc	quir	ed, D	Disp	oosed o	f, or I	3enefic	cially	Own	ed				
Date			ear) if	Execution D ar) if any		, T	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 an				nd 5) Securiti Benefic Owned		ties Fo cially (D I Following In		m: Direct or rect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
							c	Code	v	Am	Amount (A)		Price		Transaction(s) (Instr. 3 and 4)		(50. 4)		(111341.4)	
Common Stock 03/15				2				S ⁽¹⁾		_	4,578	D	\$41.44	341.4473 ⁽²⁾		371,235		D		
Stock			03/15/202	2				S ⁽¹⁾		5	5,322	D	\$42.31	L07 ⁽³⁾	36	365,913		D		
Stock			03/15/202	2				S ⁽¹⁾			100	D	\$43.	.18	365,813		D			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																				
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Exe if ar	cution Date, ny	Code 8)	ransaction ode (Instr.) Derivative Securitie Acquirer (A) or Dispose of (D) (Instr. 3, and 5)			Exp (Mo	piration onth/Da	Date ly/Year) Expiration		Amo Secu Unde Deriv Secu 3 and	unt of rities erlying rative rity (Instriat) Amount or Number of	Deri Sec (Ins	ivative urity	derivative Securities Beneficially Owned Following Reported	y	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	(Fir NTALIS PH ROADWAY, ORK NY (Statement of Stock of Sto	(First) (NTALIS PHARMACEUTIC ROADWAY, SUITE 1710 ORK NY 1 (State) (2 Table Security (Instr. 3) 1 Stock 1 Stock 1 Stock 1 Stock 1 Date (Month/Day/Year)	(First) (Middle NTALIS PHARMACEUTICALS ROADWAY, SUITE 1710 ORK NY 10018 (State) (Zip) Table I - N Security (Instr. 3) 1 Stock 1 Stock 1 Stock 2. Conversion or Exercise Price of Derivative (Month/Day/Year) 1 Stock 2. Conversion or Exercise Price of Derivative (Month/Day/Year) 1 Stock 2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) NTALIS PHARMACEUTICALS, INC. ROADWAY, SUITE 1710 ORK NY 10018 (State) (Zip) Table I - Non-Deriva Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 1 Stock 03/15/202 Table II - Derivatic (e.g., pu 2. Table II - Derivatic (e.g., pu (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year)	(First) (Middle) NTALIS PHARMACEUTICALS, INC. ROADWAY, SUITE 1710 Table I - Non-Derivative Security (Instr. 3) 2. 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Explanation of Responses:

- 1. The sale reported in the Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 17, 2021.
- 2. The price reported is a weighted average price. The shares were sold in multiple transactions at per share prices ranging from \$40.78 to \$41.77. 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.
- 3. The price reported is a weighted average price. The shares were sold in multiple transactions at per share prices ranging from \$41.78 to \$42.755. 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**

03/16/2022

** 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 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.