

As filed with the Securities and Exchange Commission on August 9, 2022

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

Zentalis Pharmaceuticals, Inc.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

82-3607803
(I.R.S. Employer
Identification No.)

**1359 Broadway, Suite 1710
New York, NY 10018
(212) 433-3791**
(Address of principal executive offices) (Zip code)

**Zentalis Pharmaceuticals, Inc. 2022 Employment Inducement Incentive Award Plan
Zentalis Pharmaceuticals, Inc. 2020 Incentive Award Plan**
(Full titles of the plans)

**Kimberly Blackwell, M.D.
Chief Executive Officer
Cam S. Gallagher
President**
**Zentalis Pharmaceuticals, Inc.
1359 Broadway, Suite 1710
New York, NY 10018
(212) 433-3791**
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

With copies to:

**Cheston J. Larson
Nathan Ajiashvili
Jenna Cooper
Latham & Watkins LLP
1271 Avenue of the Americas
New York, NY 10020
(212) 906-1200**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of Securities Act.

EXPLANATORY NOTE

This Registration Statement registers the offer and sale of 1,500,000 shares of common stock of Zentalis Pharmaceuticals, Inc. (the “Company”) for issuance under the Zentalis Pharmaceuticals, Inc. 2022 Employment Inducement Incentive Award Plan, and an additional 5,000,000 shares of common stock of the Company that may become issuable under the Zentalis Pharmaceuticals, Inc. 2020 Incentive Award Plan (the “2020 Plan”) pursuant to its terms. In accordance with Instruction E to Form S-8, the contents of previously filed Form S-8 Registration Statement No. 333-237593 relating to shares of common stock issuable pursuant to the 2020 Plan are hereby incorporated herein by reference.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the “Securities Act”). These documents and the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

In this Registration Statement, Zentalis Pharmaceuticals, Inc. is sometimes referred to as “Registrant,” “we,” “us,” or “our.”

Item 3. Incorporation of Documents by Reference.

The Securities and Exchange Commission (the “Commission”) allows us to “incorporate by reference” the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this Registration Statement, and later information filed with the Commission will update and supersede this information. The following documents filed with the Commission are hereby incorporated by reference in this Registration Statement:

- (a) [The Registrant’s Annual Report on Form 10-K for the year ended December 31, 2021, filed with the Commission on February 24, 2022 \(File No. 001-39263\)](#);
- (b) The Registrant’s Quarterly Reports on Form 10-Q for the quarters ended [March 31, 2022](#) and [June 30, 2022](#), filed with the Commission on May 5, 2022 and August 9, 2022, respectively (File No. 001-39263);
- (c) The Registrant’s Current Reports on Form 8-K filed with the Commission on [April 8, 2022](#), [April 11, 2022](#), [April 27, 2022](#), [May 16, 2022](#), [May 16, 2022](#), [May 24, 2022](#), [May 31, 2022](#), [June 13, 2022](#), [June 27, 2022](#), and [July 22, 2022](#);
- (d) [The description of the Registrant’s common stock contained in the Registrant’s Registration Statement on Form 8-A filed with the Commission on April 2, 2020 \(File No. 001-39263\) pursuant to Section 12\(b\) of the Securities Exchange Act of 1934, as amended \(the “Exchange Act”\), relating to the Registrant’s common stock, and any amendment or report filed for the purpose of updating such description.](#)

All reports and other documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date hereof (except for any portions of the Registrant’s Current Reports on Form 8-K furnished pursuant to Item 2.02 and/or Item 7.01 thereof and any corresponding exhibits thereto not filed with the Commission) and prior to the filing of a post-effective amendment to this Registration Statement, which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents or reports.

Any statement contained in this Registration Statement, in an amendment hereto or in a document incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed amendment to this Registration Statement or in any document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement contained herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document

which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Under no circumstances shall any information furnished under Item 2.02 and/or Item 7.01 of Current Report on Form 8-K and any corresponding exhibits thereto be deemed incorporated herein by reference unless such Current Report on Form 8-K expressly provides to the contrary.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 102 of the General Corporation Law of the State of Delaware (the "DGCL") permits a corporation to eliminate the personal liability of directors of a corporation to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director, except where the director breached his duty of loyalty, failed to act in good faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of a dividend or approved a stock repurchase in violation of Delaware corporate law or obtained an improper personal benefit. Our certificate of incorporation provides that no director shall be personally liable to us or our stockholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability, except to the extent that the DGCL prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty.

Section 145 of the DGCL provides that a corporation has the power to indemnify a director, officer, employee, or agent of the corporation, or a person serving at the request of the corporation for another corporation, partnership, joint venture, trust or other enterprise in related capacities against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with an action, suit or proceeding to which he was or is a party or is threatened to be made a party to any threatened, ending or completed action, suit or proceeding by reason of such position, if such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, in any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that, in the case of actions brought by or in the right of the corporation, no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or other adjudicating court determines that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Our certificate of incorporation and our bylaws provide indemnification for our directors and officers to the fullest extent permitted by the DGCL, subject to certain limited exceptions. Our bylaws provide that we will indemnify each person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding (other than an action by or in the right of us) by reason of the fact that he or she is or was, or has agreed to become, a director or officer, or is or was serving, or has agreed to serve, at our request as a director, officer, partner, employee or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise (all such persons being referred to as an "Indemnitee"), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding and any appeal therefrom, if such Indemnitee acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, our best interests, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. Our bylaws provide that we will indemnify any Indemnitee who was or is a party to an action or suit by or in the right of us to procure a judgment in our favor by reason of the fact that the Indemnitee is or was, or has agreed to become, a director or officer, or is or was serving, or has agreed to serve, at our request as a director, officer, partner, employee or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees) and, to the extent permitted by law, amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, and any appeal therefrom, if the Indemnitee acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, our best interests, except that no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to us, unless a court

determines that, despite such adjudication but in view of all of the circumstances, he or she is entitled to indemnification of such expenses. Notwithstanding the foregoing, to the extent that any Indemnitee has been successful, on the merits or otherwise, he or she will be indemnified by us against all expenses (including attorneys' fees) actually and reasonably incurred in connection therewith. Expenses must be advanced to an Indemnitee under certain circumstances.

We have entered into indemnification agreements with each of our directors and officers. These indemnification agreements may require us, among other things, to indemnify our directors and officers for some expenses, including attorneys' fees, judgments, fines and settlement amounts incurred by a director or officer in any action or proceeding arising out of his or her service as one of our directors or officers, or any of our subsidiaries or any other company or enterprise to which the person provides services at our request.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits

Exhibit Number	Description	Form	Incorporated by Reference			Filed Herewith
			Exhibit	Date Filed	File Number	
4.1	Certificate of Incorporation of Zentalis Pharmaceuticals, Inc.	S-8	4.1	04/07/2020	333-236959	
4.2	Bylaws of Zentalis Pharmaceuticals, Inc.	8-K	3.1	03/19/2021	001-39263	
4.3	Specimen of Common Stock Certificate evidencing the shares of common stock	S-1	4.2	03/06/2020	333-236959	
5.1	Opinion of Latham & Watkins LLP					X
10.1	Zentalis Pharmaceuticals, Inc. 2022 Employment Inducement Incentive Award Plan	8-K	10.1	07/22/2022	001-39263	
10.2	Form of Option Agreement pursuant to the Zentalis Pharmaceuticals, Inc. 2022 Employment Inducement Incentive Award Plan.	8-K	10.2	07/22/2022	001-39263	
10.3	Form of RSU Agreement pursuant to the Zentalis Pharmaceuticals, Inc. 2022 Employment Inducement Incentive Award Plan.	8-K	10.3	07/22/2022	001-39263	
10.4	Zentalis Pharmaceuticals, Inc. 2020 Incentive Award Plan and forms of stock option agreement and restricted stock unit agreement thereunder Zentalis	S-1/A	10.2	03/30/2020	333-236959	
10.5	Amendment No. 1 to the Zentalis Pharmaceuticals, Inc. 2020 Incentive Award Plan	10-Q	10.3	05/17/2021	001-39263	
23.1	Consent of Independent Registered Public Accounting Firm					X
23.2	Consent of Latham & Watkins LLP (included in Exhibit 5.1 hereto)					X
24.1	Power of Attorney (see signature page)					X
107.1	Filing Fee Table					X

9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement;

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on August 9, 2022.

ZENTALIS PHARMACEUTICALS, INC.

By: /s/ Kimberly Blackwell, M.D.

Kimberly Blackwell, M.D.

Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Kimberly Blackwell, M.D. or Melissa B. Epperly, or each of them singly, with full power to act without the other, such person's true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign this registration statement and any and all amendments, including post-effective amendments to this registration statement, and to file the same, with exhibits and schedules thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary or desirable to be done in connection therewith as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Kimberly Blackwell, M.D.</u> Kimberly Blackwell, M.D.	Chief Executive Officer and Director (principal executive officer)	August 9, 2022
<u>/s/ Melissa B. Epperly</u> Melissa B. Epperly	Chief Financial Officer (principal financial and accounting officer)	August 9, 2022
<u>/s/ David M. Johnson</u> David M. Johnson	Chairman of the Board	August 9, 2022
<u>/s/ Cam S. Gallagher</u> Cam S. Gallagher	President and Director	August 9, 2022
<u>/s/ Enoch Kariuki</u> Enoch Kariuki	Director	August 9, 2022
<u>/s/ Karan S. Takhar</u> Karan S. Takhar	Director	August 9, 2022

CALCULATION OF FILING FEE TABLE

FORM S-8

(Form Type)

Zentalis Pharmaceuticals, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table I: Newly Registered Securities

Plan	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
2022 Employment Inducement Incentive Award Plan	Equity	Common stock, par value \$0.001 per share	Rule 457(c) and 457(h)	1,209,500 ⁽¹⁾⁽²⁾	\$29.03 ⁽³⁾	\$35,111,785.00	\$92.70 per million dollars	\$3,254.87
2022 Employment Inducement Incentive Award Plan	Equity	Common stock, par value \$0.001 per share	Rule 457(c) and 457(h)	290,500 ⁽¹⁾⁽⁴⁾	\$28.82 ⁽⁵⁾	\$8,372,210.00	\$92.70 per million dollars	\$776.10
2020 Incentive Award Plan, as amended	Equity	Common stock, par value \$0.001 per share	Rule 457(c) and 457(h)	5,000,000 ⁽¹⁾⁽⁶⁾	\$29.03 ⁽³⁾	\$145,150,000.00	\$92.70 per million dollars	\$13,455.41
Total Offering Amounts						\$188,633,995.00		\$17,486.38
Total Fee Offsets								\$—
Net Fee Due								\$17,486.38

(1) In accordance with Rule 416(a) under the Securities Act of 1933, as amended ("Securities Act"), this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued under the Zentalis Pharmaceuticals, Inc. 2022 Employment Inducement Incentive Award Plan (the "Inducement Plan") or the Zentalis Pharmaceuticals, Inc. 2020 Incentive Award Plan (the "2020 Plan") to prevent dilution resulting from stock splits, stock dividends or similar transactions. In addition, pursuant to Rule 416(c) under the Securities Act, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Inducement Plan and the 2020 Plan.

(2) Consists of 1,209,500 shares of common stock that are issuable under the Inducement Plan pursuant to its terms.

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act, and based upon the average of the high and low prices of the common stock as reported on The Nasdaq Global Market on August 2, 2022.

(4) Consists of 290,500 shares of common stock subject to outstanding stock options under the Inducement Plan. To the extent that outstanding stock options or other awards under the Inducement Plan are forfeited or lapse unexercised, the shares of common stock subject to such awards will be available for future issuance under the Inducement Plan.

(5) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act, and based upon the weighted average exercise price of the outstanding stock options granted under the Inducement Plan.

(6) Consists of 5,000,000 shares of common stock that may become issuable under the 2020 Plan pursuant to its terms.

LATHAM & WATKINS^{LLP}

FIRM / AFFILIATE OFFICES

Austin	Milan
Beijing	Munich
Boston	New York
Brussels	Orange County
Century City	Paris
Chicago	Riyadh
Dubai	San Diego
Düsseldorf	San Francisco
Frankfurt	Seoul
Hamburg	Shanghai
Hong Kong	Silicon Valley
Houston	Singapore
London	Tel Aviv
Los Angeles	Tokyo
Madrid	Washington, D.C.

August 9, 2022

Zentalis Pharmaceuticals, Inc.
 1359 Broadway, Suite 1710
 New York, New York 10018

Re: Registration Statement on Form S-8; 6,500,000 Shares of Common Stock, par value \$0.001 per share

Ladies and Gentlemen:

We have acted as special counsel to Zentalis Pharmaceuticals, Inc., a Delaware corporation (the “*Company*”), in connection with the proposed issuance of an aggregate of 6,500,000 shares of common stock, \$0.001 par value per share (the “*Shares*”), of the Company, pursuant to the Company’s 2020 Incentive Award Plan (as amended the “*Incentive Plan*”) and the Company’s 2022 Employment Inducement Incentive Award Plan (the “*Inducement Plan*”), and together with the Incentive Plan, the “*Plans*”). The Shares are included in a Registration Statement on Form S-8 under the Securities Act of 1933, as amended (the “*Act*”), filed with the Securities and Exchange Commission (the “*Commission*”) on August 9, 2022 (the “*Registration Statement*”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware, and we express no opinion with respect to any other laws.

In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as copies.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers, and subject to the Company completing all actions and proceedings required on its part to be taken prior to the issuance of the Shares, and when the Shares have been issued by the Company in the circumstances contemplated by the Plans for legal consideration in excess of par value, assuming in each case that the individual grants or awards under the Plans are duly authorized by all necessary corporate action and duly granted or awarded and exercised in accordance with the requirements of law and the Plans (and the agreements and awards duly adopted thereunder and in accordance therewith), the issuance of the Shares will have been duly authorized by all necessary

corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the General Corporation Law of the State of Delaware.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Zentalis Pharmaceuticals, Inc. 2022 Employment Inducement Incentive Award Plan and the Zentalis Pharmaceuticals, Inc. 2020 Incentive Award Plan dated August 9, 2022, of our reports dated February 24, 2022 with respect to the consolidated financial statements of Zentalis Pharmaceuticals, Inc. and the effectiveness of internal control over financial reporting of Zentalis Pharmaceuticals, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California

August 9, 2022