

**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>SUN ANTHONY Y</u>  (Last) (First) (Middle) <u>C/O ZENTALIS PHARMACEUTICALS, INC.</u> <u>1359 BROADWAY, SUITE 1710</u>  (Street) <u>NEW YORK NY 10018</u>  (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  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <b>President &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/10/2022</u>	
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	02/10/2022		A		50,431 <sup>(1)</sup>	A	\$0	1,222,206	D	
Common Stock	02/14/2022		S <sup>(2)</sup>		4,208	D	\$50.1642 <sup>(3)</sup>	1,217,998	D	
Common Stock	02/14/2022		S <sup>(2)</sup>		525	D	\$50.7472 <sup>(4)</sup>	1,217,473	D	
Common Stock								103,650	I	By Spouse
Common Stock								974,302	I	By Essex Group International, LLC
Common Stock								213,600	I	By Hao Bao Zi Trust LLC <sup>(5)</sup>
Common Stock								125,000	I	By Hao Jiao Zi Trust LLC <sup>(6)</sup>

**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						Title
Stock Option (Right to Buy)	\$52.61	02/10/2022		A		118,319		(7)	02/09/2032	Common Stock	118,319	\$0	118,319	D	

**Explanation of Responses:**

- Represents restricted stock units, each of which represent a contingent right to receive one share of common stock, and which will vest in substantially equal annual installments over a four year period following the grant date.
- 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 \$49.58 to \$50.56. 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 \$50.58 to \$50.81. 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.
- Represents shares nominally held by Hao Bao Zi Trust LLC on behalf of the Hao Bao Zi Trust (the "Trust"), the sole member of Hao Bao Zi Trust LLC. The Reporting Person's spouse is the investment adviser with sole power to make investment decisions regarding the securities held by the Trust. The Reporting Person disclaims beneficial ownership of the securities held by Hao Bao Zi Trust LLC except to the extent of his pecuniary interest therein, if any.
- Represents shares nominally held by Hao Jiao Zi Trust LLC on behalf of the Hao Jiao Zi Trust (the "Trust"), the sole member of Hao Jiao Zi Trust LLC. The Reporting Person's spouse is the investment adviser with sole power to make investment decisions regarding the securities held by the Trust. The Reporting Person disclaims beneficial ownership of the securities held by Hao Jiao Zi Trust LLC except to the extent of his pecuniary interest therein, if any.
- The option vests and becomes exercisable in 48 substantially equal monthly installments following the grant date.

**Remarks:**

By: /s/ Melissa B. Epperly,  
Attorney-in-Fact for Anthony Y. 02/14/2022  
Sun

\*\* Signature of Reporting Person Date

\* 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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