# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

#### **SCHEDULE 14A**

(Rule 14a-101)

## INFORMATION REQUIRED IN PROXY STATEMENT SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No. )

	-	gistrant
	Prelim	inary Proxy Statement
	Confi	dential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
	Defini	tive Proxy Statement
X	Defini	tive Additional Materials
	Solicit	ing Material under §240.14a-12
		Zentalis Pharmaceuticals, Inc.
		(Name of Registrant as Specified in its Charter)
Pavme	ent of Fili	(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)  ng Fee (Check the appropriate box):
u, ⊠		required.
_		mputed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
	(1)	Title of each class of securities to which transaction applies:
	(2)	Aggregate number of securities to which transaction applies:
	(3)	Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
	(4)	Proposed maximum aggregate value of transaction:
	(5)	Total fee paid:
	Fee pa	id previously with preliminary materials:
		box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. y the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
	(1)	Amount previously paid:
	(2)	Form, Schedule or Registration Statement No.:
	(3)	Filing Party:
	(4)	Date Filed:



ZENTALIS PHARMACEUTICALS, INC.

2021 Annual Meeting Vote by June 3, 2021 11:59 PM ET



D48389-P52509

### You invested in ZENTALIS PHARMACEUTICALS, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on June 4, 2021.

#### Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 21, 2021. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.

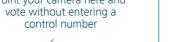


For complete information and to vote, visit www.ProxyVote.com

Control #

#### **Smartphone users**

Point your camera here and vote without entering a control number





#### Vote Virtually at the Meeting\*

June 4, 2021 12:00 p.m. Eastern Time

Virtually at: www.virtualshareholdermeeting.com/ZNTL2021

<sup>\*</sup>Please check the meeting materials for any special requirements for meeting attendance.

#### THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

01) Kimberly Blackwell, M.D. 02) Enoch Kariuki, Pharm.D.	For For
Nominees:  01) Kirnberly Blackwell, M.D. 02) Enoch Kariuki, Pharm.D.  2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2021.  3. To approve the amendment and restatement of the Zentalis Pharmaceuticals, Inc. 2020 Employee Stock Purchase Plan.	For
<ul> <li>01) Kimberly Blackwell, M.D.</li> <li>02) Enoch Kariuki, Pharm.D.</li> <li>2. To ratify the appointment of Ernst &amp; Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2021.</li> <li>3. To approve the amendment and restatement of the Zentalis Pharmaceuticals, Inc. 2020 Employee Stock Purchase Plan.</li> </ul>	For
<ol> <li>Enoch Kariuki, Pharm.D.</li> <li>To ratify the appointment of Ernst &amp; Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2021.</li> <li>To approve the amendment and restatement of the Zentalis Pharmaceuticals, Inc. 2020 Employee Stock Purchase Plan.</li> </ol>	
ending December 31, 2021.  3. To approve the amendment and restatement of the Zentalis Pharmaceuticals, Inc. 2020 Employee Stock Purchase Plan.	
	For
NOTE: Such other business as may properly come before the meeting or any adjournment thereof.	
Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-deliver	