

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Kariuki Enoch</u>			2. Date of Event Requiring Statement (Month/Day/Year) <u>02/09/2021</u>		3. Issuer Name and Ticker or Trading Symbol <u>Zentalis Pharmaceuticals, Inc. [ZNTL]</u>		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director Officer (give title below)			5. If Amendment, Date of Original Filed (Month/Day/Year)	
C/O ZENTALIS PHARMACEUTICALS, INC. 530 SEVENTH AVENUE, SUITE 2201			10% Owner			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
(Street)	(City)	(State)	(Zip)				
NEW YORK	NY		10018				

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

Remarks:

Exhibit 24 - Power of Attorney.

No securities are beneficially owned.

/s/ Melissa B. Epperly, Attorney-in-Fact for Enoch Kariuki 02/10/2021

** 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 5 (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.

POWER OF ATTORNEY

With respect to holdings of and transactions in securities issued by Zentalis Pharmaceuticals, Inc. (the "Company"), the undersigned hereby

1. execute for and on behalf of the undersigned, Schedules 13D and 13G in accordance with Section 13 of the Securities Exchange Act of
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedule 13D and 13G and

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 27th day of January, 2021.

/s/ Enoch Kariuki
Enoch Kariuki