

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	
OMB Number:	3235-0104
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1. Name and Address of Reporting Person <u>Lackner Mark</u> (Last) (First) (Middle) C/O ZENTALIS PHARMACEUTICALS, INC. 1359 BROADWAY, SUITE 801 (Street) NEW YORK NY 10018 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/31/2023	3. Issuer Name and Ticker or Trading Symbol <u>Zentalis Pharmaceuticals, Inc. [ZNTL]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Scientific Officer	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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)
Common Stock	16,313 ⁽¹⁾	D	

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				
Stock Option (Right to Buy)	(2)	11/01/2032	Common Stock	215,000	25.6	D
Stock Option (Right to Buy)	(3)	02/01/2033	Common Stock	23,687	23.65	D

Explanation of Responses:

- Represents restricted stock units granted on February 1, 2023, each of which represent a contingent right to receive one share of common stock, and which vest in substantially equal annual installments on the first, second, third and fourth anniversaries of the vesting commencement date of February 1, 2023, subject to the Reporting Person's continued service with the Issuer.
- The options were granted by the Issuer on November 1, 2022. The options vest over four years: 25% of the options vested on October 17, 2023 with the remaining 75% vesting in equal monthly installments thereafter, subject to the Reporting Person's continued service with the Issuer.
- The options were granted by the Issuer on February 1, 2023. The options vest and become exercisable in 48 substantially equal monthly installments following the grant date.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Andrea Paul, attorney-in-fact for 01/03/2024
Mark Lackner

** 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 constitutes and appoints Kimberly Blackwell, Cam Gallagher, Melissa B. Epperly and Andrea Paul, or any of them signing singly, with full power of substitution and resubstitution, to act as the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned (a) Schedules 13D and 13G in accordance with Section 13 of the Securities Exchange Act of 1934, as amended (the "*Exchange Act*"), and the rules thereunder, (b) Forms 3, 4, and 5 in accordance with Section 16 of the Exchange Act and the rules thereunder, and/or (c) Forms 144 in accordance with Rule 144 under the Securities Act of 1933, as amended (the "*Securities Act*");
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 such Schedule 13D or 13G, Form 3, 4, or 5, or Form 144, complete and execute any amendment or amendments thereto, and timely file such schedule or form with the SEC and any stock exchange or similar authority; and
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 of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

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 requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution and resubstitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorneys-in-fact substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 13 and Section 16 of the Exchange Act or Rule 144 under the Securities Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Schedule 13D and 13G, Forms 3, 4, and 5, and Forms 144 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 10 day of December, 2023.



Mark Lackner

