SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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* GOEL DAVID E.	2. Date of E Requiring S (Month/Day 04/03/202	Statement //Year)	3. Issuer Name and Ticker or Trading Symbol Zentalis Pharmaceuticals, LLC [ZNTL]						
(Last)(First)(Middle)C/O MATRIX CAPITALMANAGEMENT COMPANY, L1000 WINTER STREET, SUITE4500			4. Relationship of Reporting Issuer (Check all applicable) X Director X Officer (give title below)	X 10%	Owner (specify	File	d (Month/Day, ndividual or Jo leck Applicable	int/Group Filing	
(Street) WALTHAM MA 02451	-					>	Person Form filed	by More than One	
(City) (State) (Zip)					<u> </u>				
	ble I - Non	1	ive Securities Benefic	-					
. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)	Form: (D) or	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock			3,821,739		I	See	See Footnotes ⁽¹⁾⁽²⁾		
			e Securities Beneficia nts, options, convert)			
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)			. Title and Amount of Securities Inderlying Derivative Security nstr. 4)		rsion rcise	5. Ownership Form: Direct (D)	Ownership (Instr.	
	Date	Expiratior		Amount or Number of	Securit	ive	or Indirect (I) (Instr. 5)	5)	
1. Name and Address of Reporting Person [*] GOEL DAVID E.	Exercisable	Date	Title	Shares					
(Last) (First) (Mid C/O MATRIX CAPITAL MANAGEM COMPANY, L 1000 WINTER STREET, SUITE 4500	ENT								
(Street) WALTHAM MA 024		-							
(City) (State) (Zip))	-							
1. Name and Address of Reporting Person [*] <u>Matrix Capital Management Co</u> <u>LP</u>									
(Last) (First) (Mid 1000 WINTER STREET, SUITE 4500	,								
(Street) WALTHAM MA 024	51	_							

(City)	(State)	(Zip)	
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Explanation of Responses:

1. Represents shares of common stock held by Matrix Capital Management Master Fund, LP (the "Matrix Fund"). Matrix Capital Management Company, LP (the "Investment Manager"), a Delaware limited partnership, is the investment advisor to the Matrix Fund. Mr. David E. Goel ("Mr. Goel", and together with the Investment Manager, the "Reporting Persons") serves as the Managing General Partner of the Investment Manager.

2. The filing of this statement shall not be deemed an admission that either of the Reporting Persons is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Act of 1934, as amended, or otherwise. Each of the Reporting Persons expressly disclaims beneficial ownership of the securities reported herein except to the extent of its or his pecuniary interest therein.

Remarks:

Exhibit 24 - Power of Attorney. The Investment Manager may be deemed to be a director by deputization for purposes of Section 16 under the Securities Exchange Act of 1934 by virtue of the fact that Mr. Goel currently serves on the board of directors of the Issuer.

/s/ Melissa B. Epperly,Attorney-in-Fact for David04/03/2020E. Goel04/03/2020Matrix Capital04/03/2020Management Company,04/03/2020LP, By: /s/ Melissa B.04/03/2020Epperly, Attorney-in-Fact04/03/2020for David E. Goel, its04/03/2020Managing General Partner** Signature of Reporting
PersonDate

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 Melissa B. Epperly and Kimberley Overs, 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:

- execute for and on behalf of the undersigned, 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, and Forms 3, 4, and 5 in accordance with Section 16 of the Exchange Act and the rules thereunder;
- 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 or Form 3, 4, or 5, 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.

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 Forms 3, 4, and 5 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 20th day of March, 2020.

/s/ David E. Goel David E. Goel