

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Sandborn William J.</u>  (Last) (First) (Middle) C/O VENTYX BIOSCIENCES, INC. 662 ENCINITAS BLVD, SUITE 250  (Street) ENCINITAS CA 92024  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Ventyx Biosciences, Inc. [ VTYX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 01/17/2023	
	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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)	\$33.84	01/17/2023		A		120,000		(1)	01/17/2033	Common Stock	120,000	\$0.00	120,000	D	
Restricted Stock Units	(2)	01/17/2023		A		20,000		(3)	(3)	Common Stock	20,000	\$0.00	20,000	D	

**Explanation of Responses:**

- One forty-eighth (1/48th) of the total shares subject to the Option shall vest each month following January 17, 2023 (the "Vesting Commencement Date") on the same day of the month as the Vesting Commencement Date (and if there is no corresponding day, on the last day of the month), subject to the reporting person continuing to be a Service Provider, as defined in the Company's 2021 Equity Incentive Plan (the "Plan"), through each such date.
- Each restricted stock unit ("RSU") represents a contingent right to receive one share of Ventyx Biosciences, Inc. common stock.
- Twenty-five percent (25%) of the restricted stock units subject to the RSU Award shall vest on the one (1) year anniversary of the RSU Vesting Commencement Date (as defined below), and twenty-five percent (25%) of the total restricted stock units subject to the RSU Award shall vest each year thereafter on each annual anniversary of the RSU Vesting Commencement Date (and if there is no corresponding day, on the last day of the month), subject to the reporting person continuing to be a Service Provider (as defined in the Plan) through each such date. The RSU Vesting Commencement Date shall mean March 28, 2023.

**Remarks:**

President and Chief Medical Officer

/s/ Christopher Krueger, as Attorney-in-Fact

01/18/2023

\*\* 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 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.

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.