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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM S-8  
REGISTRATION STATEMENT**  
*Under  
The Securities Act of 1933*

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**VENTYX BIOSCIENCES, INC.**  
(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**83-2996852**  
(I.R.S. Employer  
Identification Number)

**662 Encinitas Blvd, Suite 250  
Encinitas, CA 92024  
(760) 593-4832**  
(Address of principal executive offices, including zip code)

**2021 Equity Incentive Plan  
2021 Employee Stock Purchase Plan**  
(Full title of the plan)

**Raju Mohan, PhD  
Chief Executive Officer  
Ventyx Biosciences, Inc.  
662 Encinitas Blvd, Suite 250  
Encinitas, CA 92024**  
(Name and address of agent for service)

**(760) 593-4832**  
(Telephone number, including area code, of agent for service)

*Copies to:*

**Martin J. Waters  
Robert L. Wernli, Jr.  
Wilson Sonsini Goodrich & Rosati, P.C.  
12235 El Camino Real  
San Diego, California 92130  
(858) 350-2300**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" or "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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## EXPLANATORY NOTE

This Registration Statement on Form S-8 (the “Registration Statement”) is filed by Ventyx Biosciences, Inc. (the “Registrant”) for the purpose of registering (i) 2,851,292 shares of common stock of the Registrant, par value \$0.0001 per share (“Common Stock”) reserved for issuance pursuant to future awards under the Registrant’s 2021 Equity Incentive Plan (the “2021 Plan”) as a result of the annual evergreen increase under the 2021 Plan and (ii) 570,258 shares of Common Stock reserved for issuance pursuant to future awards under the Registrant’s 2021 Employee Stock Purchase Plan (the “2021 ESPP”) as a result of the annual evergreen increase under the 2021 ESPP. In accordance with Section E of the General Instructions to Form S-8, the contents of the registration statement on Form S-8 previously filed with the Securities and Exchange Commission (the “Commission”) relating to the 2021 Plan and 2021 ESPP on October 21, 2021 (File No. 333-260416) is incorporated by reference herein. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of Form S-8 has been omitted from this Registration Statement.

## PART II

### INFORMATION REQUIRED IN REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Commission:

- (1) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2021, filed with the Commission on March 24, 2022 (the “Annual Report”) pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”);
- (2) All other reports filed by the Registrant with the Commission pursuant to Sections 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant’s Annual Report (other than the portions of these documents not deemed to be filed); and
- (3) The description of the Registrant’s Common Stock contained in the Registrant’s Registration Statement on [Form 8-A](#) (File No. 001-40928) filed with the Commission on October 18, 2021, pursuant to Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent

that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

#### Item 8. Exhibits.

Exhibit Number	Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
4.2	<a href="#">Specimen common stock certificate of the Registrant</a>	S-1/A	333-259891	4.2	October 15, 2021
10.1	<a href="#">2021 Equity Incentive Plan, as amended, and forms of agreement thereunder</a>	10-Q	001-40928	10.2	November 18, 2021
10.2	<a href="#">2021 Employee Stock Purchase Plan</a>	S-1/A	333-259891	10.4	October 15, 2021
5.1*	<a href="#">Opinion of Wilson Sonsini Goodrich &amp; Rosati, Professional Corporation</a>				
23.1*	<a href="#">Consent of Independent Registered Public Accounting Firm</a>				
23.2*	<a href="#">Consent of Wilson Sonsini Goodrich &amp; Rosati, Professional Corporation (contained in Exhibit 5.1 hereto)</a>				
24.1*	<a href="#">Power of Attorney (contained on signature page hereto)</a>				
107*	<a href="#">Filing Fee Table</a>				

\*Filed herewith.

#### Item 9. Undertakings.

A. The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table attached as Exhibit 107 to the effective Registration Statement; and
  - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

*Provided, however,* that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

- (2) For the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  - (3) It will remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Encinitas, State of California, on January 5, 2023.

### VENTYX BIOSCIENCES, INC.

By: /s/ Raju Mohan  
Raju Mohan, Ph.D.  
Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Raju Mohan, Ph.D. and Martin Auster, M.D., and each of them, as such individual's true and lawful attorney in fact and agent with full power of substitution, for such individual in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney in fact, proxy and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney in fact, proxy and agent, or the individual's substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Raju Mohan</u> Raju Mohan, Ph.D.	Chief Executive Officer and Director ( <i>Principal Executive Officer</i> )	January 5, 2023
<u>/s/ Martin Auster</u> Martin Auster, M.D.	Chief Financial Officer ( <i>Principal Financial Officer and Principal Accounting Officer</i> )	January 5, 2023
<u>/s/ Sheila Gujrathi</u> Sheila Gujrathi, M.D.	Executive Chairperson	January 5, 2023
<u>/s/ Jigar Choksey</u> Jigar Choksey, M.B.A.	Director	January 5, 2023
<u>/s/ Richard Gaster</u> Richard Gaster, M.D., Ph.D.	Director	January 5, 2023
<u>/s/ Aaron Royston</u> Aaron Royston, M.D., M.B.A.	Director	January 5, 2023
<u>/s/ Somasundaram Subramaniam</u> Somasundaram Subramaniam, M.B.A.	Director	January 5, 2023
<u>/s/ William White</u> William White, J.D., M.P.P.	Director	January 5, 2023



Wilson Sonsini Goodrich & Rosati  
Professional Corporation

650 Page Mill Road  
Palo Alto, California 94304-1050

O: 650.493.9300

F: 650.493.6811

January 5, 2023

Ventyx Biosciences, Inc.  
662 Encinitas Boulevard  
Suite 250  
Encinitas, CA 92024

**Re: Registration Statement on Form S-8**

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by Ventyx Biosciences, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission on or about the date hereof, in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 3,421,550 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share ("Common Stock"), consisting of (i) 2,851,292 shares of Common Stock reserved for future issuance under the Company's 2021 Equity Incentive Plan (the "2021 Plan"), and (ii) 570,258 shares of Common Stock reserved for issuance under the Company's 2021 Employee Stock Purchase Plan. As the Company's legal counsel, we have reviewed the actions proposed to be taken by the Company in connection with the issuance and sale of the Shares to be issued under such plans (which plans are referred to herein as the "Plans").

It is our opinion that the Shares, when issued and sold in the manner referred to in the Plans and pursuant to the agreements that accompany the Plans, will be legally and validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very truly yours,

/s/ Wilson Sonsini Goodrich & Rosati, P.C.

WILSON SONSINI GOODRICH & ROSATI,  
Professional Corporation

AUSTIN    BEIJING    BOSTON    BOULDER    BRUSSELS    HONG KONG    LONDON    LOS ANGELES    NEW YORK  
PALO ALTO    SALT LAKE CITY    SAN DIEGO    SAN FRANCISCO    SEATTLE    SHANGHAI    WASHINGTON, DC  
WILMINGTON, DE

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2021 Equity Incentive Plan and the 2021 Employee Stock Purchase Plan of Ventyx Biosciences, Inc. of our report dated March 24, 2022, with respect to the financial statements of Ventyx Biosciences, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California  
January 5, 2023

## Calculation of Filing Fee Tables

Form S-8  
(Form Type)Ventyx Biosciences, Inc.  
(Exact name of registrant as specified in its charter)

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.0001 per share, reserved for issuance under the Registrant's 2021 Equity Incentive Plan	Rule 457(c) and Rule 457(h)	2,851,292 <sup>(2)</sup>	\$31.29 <sup>(4)</sup>	\$89,216,927	0.00011020	\$9,832.00
Equity	Common Stock, par value \$0.0001 per share, reserved for issuance under the Registrant's 2021 Employee Stock Purchase Plan	Rule 457(c) and Rule 457(h)	570,258 <sup>(3)</sup>	\$26.60 <sup>(5)</sup>	\$15,168,863	0.00011020	\$1,672.00
<b>Total Offering Amounts</b>			3,421,550		\$104,385,790		\$11,504.00
<b>Total Fee Offsets<sup>(6)</sup></b>							—
<b>Net Fee Due</b>							\$11,504.00

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this registration statement (the "Registration Statement") shall also cover any additional shares of the Registrant's Common Stock that become issuable under the Registrant's 2021 Equity Incentive Plan (the "2021 Plan") or the Registrant's 2021 Employee Stock Purchase Plan (the "2021 ESPP") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration or conversion of the Registrant's Common Stock that increases the number of outstanding shares of Common Stock.
- (2) Represents an automatic increase in the number of shares of Common Stock reserved for issuance pursuant to future awards under the 2021 Plan as a result of the annual evergreen increase under the 2021 Plan.
- (3) Represents an automatic increase in the number of shares of Common Stock reserved for issuance pursuant to future awards under the 2021 ESPP as a result of the annual evergreen increase under the 2021 ESPP.



- (4) Pursuant to Rule 457(c) and 457(h) under the Securities Act, and solely for the purpose of calculating the registration fee, the proposed maximum offering price per share is \$31.29, which is the average of the high and low prices of shares of Common Stock on The Nasdaq Global Select Market ("Nasdaq") on January 3, 2023 (such date being within five business days of the date that this Registration Statement was filed with the U.S. Securities and Exchange Commission (the "SEC")).
- (5) Pursuant to Rule 457(c) and 457(h) under the Securities Act, and solely for the purpose of calculating the registration fee, the proposed maximum offering price per share is \$26.60, which is 85% of the average of the high and low prices of shares of Common Stock on Nasdaq on January 3, 2023 (such date being within five business days of the date that this Registration Statement was filed with the SEC). Pursuant to the 2021 ESPP, the purchase price of the shares of common stock reserved for issuance thereunder will be 85% of the lower of the fair market value of the common stock on (i) the first trading day of the offering period or (ii) the exercise date.
- (6) The Registrant does not have any fee offsets.