

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>NSV Partners III LP</u>  (Last) (First) (Middle) <u>500 WEST PUTNAM AVENUE, SUITE 400</u>  (Street) <u>GREENWICH CT 06830</u>  (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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/11/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/11/2023		S <sup>(1)</sup>		28,646	D	\$37.5414 <sup>(2)</sup>	8,560,141	D <sup>(3)(4)(5)</sup>	
Common Stock	07/12/2023		S <sup>(1)</sup>		3,275	D	\$37.6242 <sup>(6)</sup>	8,556,866	D <sup>(3)(4)(7)</sup>	

**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					

1. Name and Address of Reporting Person \*

NSV Partners III LP

(Last) (First) (Middle)  
500 WEST PUTNAM AVENUE, SUITE 400

(Street)  
GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

NSV Partners III GP LLC

(Last) (First) (Middle)  
500 WEST PUTNAM AVENUE, SUITE 400

(Street)  
GREENWICH CT 06830

(City) (State) (Zip)

**Explanation of Responses:**

- 1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by NSV Partners III, L.P. on February 24, 2023.
- 2. Represents the weighted average share price of an aggregate total of 28,646 shares sold in the price range of \$37.50 to \$37.675. The reporting owner undertakes to provide upon request by the

Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

3. NSV Partners III, L.P. is the general partner of NSV Investments I, L.P., NSV Investments III, L.P., and NSV Investments II, L.P.

4. Somasundaram Subramaniam is the majority member and managing member of NSV Partners III GP, LLC, and may be deemed to have voting and dispositive power over the shares owned by each entity of which NSV Partners III, L.P. is general partner. Mr. Subramaniam is the majority member and managing member NSV Partners II, LLC. Mr. Subramaniam is the majority member and managing member of New Science Ventures, LLC. Mr. Subramaniam disclaims beneficial ownership over the shares owned by each of the NSV Funds (as defined below), except to the extent of his pecuniary interest therein. Mr. Subramaniam is a director of the issuer and files separate reports under Section 16 of the Securities Exchange Act of 1934, as amended.

5. The shares beneficially owned by the reporting persons consist of: (i) 5,004,701 shares held by NSV Investments I, L.P., (ii) 978,835 shares held by NSV Investments III, L.P., (iii) 1,502,112 shares held by NSV Partners III, L.P., (iv) 434,423 shares held by New Science Ventures, LLC, (v) 408,520 shares held by NSV Partners II, LLC, and (vi) 232,180 shares held by NSV Investments II, L.P. (collectively, the "NSV Funds"). The NSV Funds disclaim beneficial ownership over the shares owned by them, except to the extent of their pecuniary interest therein.

6. Represents the weighted average share price of an aggregate total of 3,275 shares sold in the price range of \$37.50 to \$37.862. The reporting owner undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

7. The shares beneficially owned by the reporting persons consist of: (i) 5,004,701 shares held by NSV Investments I, L.P., (ii) 978,835 shares held by NSV Investments III, L.P., (iii) 1,498,837 shares held by NSV Partners III, L.P., (iv) 434,423 shares held by New Science Ventures, LLC, (v) 408,520 shares held by NSV Partners II, LLC, and (vi) 232,180 shares held by NSV Investments II, L.P. The NSV Funds disclaim beneficial ownership over the shares owned by them, except to the extent of their pecuniary interest therein.

/s/ NSV Partners III, LP, By:

Brenda Marex, Chief 07/13/2023

Financial Officer

/s/ NSV Partners III GP, LLC,

By: Brenda Marex, Chief 07/13/2023

Financial Officer

\*\* 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.**