

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

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Ventyx Biosciences, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)

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

**662 Encinitas Blvd, Suite 250
Encinitas, CA 92024
(760) 593-4832**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Raju Mohan, Ph.D.
Chief Executive Officer
Ventyx Biosciences, Inc.
Encinitas, CA 92130
(760) 593-4832

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Martin J. Waters
Jason Skolnik
Robert L. Wernli, Jr.
Wilson Sonsini Goodrich & Rosati
Professional Corporation
12235 El Camino Real
San Diego, CA 92130
(858) 350-2300**

**Copies to:
Christopher Krueger
Chief Business Officer
Ventyx Biosciences, Inc.
662 Encinitas Blvd, Suite 250
Encinitas, CA 92024
(760) 593-4832**

**Charles S. Kim
Kristin VanderPas
Dave Peinsipp
Denny Won
Cooley LLP
4401 Eastgate Mall
San Diego, CA 92121
(858) 550-6000**

**Approximate date of commencement of proposed sale to the public:
As soon as practicable after this registration statement becomes effective.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-259891

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Large accelerated filer

Accelerated filer

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.

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Aggregate Offering Price Per Share	Maximum Aggregate Offering Price	Amount of Registration Fee(2)
Common Stock, par value \$0.0001 per share	1,909,179	\$16.00	\$30,546,864.00	\$2,832.00

- (1) Represents only the additional number of shares of common stock being registered and includes 249,023 additional shares of common stock that the underwriters have the option to purchase. Does not include the securities that the registrant previously registered on the Registration Statement on Form S-1, as amended (File No. 333-259891).
- (2) Calculated pursuant to Rule 457(a) under the Securities Act of 1933, as amended, or the Securities Act, for the purpose of determining the registration fee. The registrant previously registered securities with a proposed maximum aggregate offering price not to exceed \$152,734,375 on the Registration Statement on Form S-1, as amended (File No. 333-259891), which was declared effective by the Securities and Exchange Commission on October 20, 2021. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$30,546,864.00 are hereby registered.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) of the Securities Act.

**EXPLANATORY NOTE AND INCORPORATION OF
CERTAIN INFORMATION BY REFERENCE**

Ventyx Biosciences, Inc., a Delaware corporation (the “Registrant”), is filing this Registration Statement on Form S-1 (this “Registration Statement”) with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1, as amended (File No. 333-259891) (the “Prior Registration Statement”), which the Commission declared effective on October 20, 2021.

The Registrant is filing this Registration Statement for the sole purpose of increasing by 1,909,179 shares the number of shares of its common stock, par value \$0.0001 per share, to be registered for sale, 249,023 of which are subject to purchase upon exercise of the underwriters’ option to purchase additional shares of the Registrant’s common stock. The additional shares that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement, and all exhibits to the Prior Registration Statement, are hereby incorporated by reference into this Registration Statement.

The required opinions and consents are listed on the Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

Exhibit Number	Description
5.1	<u>Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.</u>
23.1	<u>Consent of Independent Registered Public Accounting Firm.</u>
23.2	<u>Consent of Independent Auditors of Oppilan Pharma Ltd.</u>
23.3	<u>Consent of Independent Auditors of Zomagen Biosciences Ltd.</u>
23.4	<u>Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in Exhibit 5.1).</u>
24.1**	<u>Power of Attorney (included on page II-7 of the Registration Statement on Form S-1 (File No. 333-259891) filed on September 29, 2021).</u>

** Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Encinitas, California, on October 20, 2021.

VENTYX BIOSCIENCES, INC.

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

Pursuant to the requirements of the Securities Act of 1933, this registration statement on Form S-1 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 (Principal Executive Officer)	October 20, 2021
<u>/s/ Martin Auster</u> Martin Auster, M.D.	Chief Financial Officer (Principal Financial and Accounting Officer)	October 20, 2021
<u>*</u> Sheila Gujrathi, M.D.	Executive Chairperson	October 20, 2021
<u>*</u> Jigar Choksey, M.B.A.	Director	October 20, 2021
<u>*</u> Richard Gaster, M.D., M.B.A.	Director	October 20, 2021
<u>*</u> Aaron Royston, M.D., Ph.D.	Director	October 20, 2021
<u>*</u> Somasundaram Subramaniam, M.B.A.	Director	October 20, 2021
<u>*</u> William White J.D., M.P.P.	Director	October 20, 2021

* Pursuant to power of attorney
Dated October 20, 2021

By: /s/ Raju Mohan
Raju Mohan, Ph.D.
Attorney-in-Fact



Wilson Sonsini Goodrich & Rosati
Professional Corporation

12235 El Camino Real
San Diego, California 92130-3002

o: 858.350.2300
f: 858.350.2399

October 20, 2021

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

Re: Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the "Securities Act")

Ladies and Gentlemen:

This opinion is furnished to you in connection with the Registration Statement on Form S-1 (the "**Registration Statement**"), filed by Ventyx Biosciences, Inc. (the "**Company**") with the Securities and Exchange Commission in connection with the registration under the Securities Act, of up to 1,909,179 shares (including up to 249,023 shares issuable upon exercise of an option granted to the underwriters by the Company) of the Company's common stock, \$0.0001 par value per share (the "**Shares**"), to be issued and sold by the Company. The Registration Statement incorporates by reference the Registration Statement on Form S-1, as amended (Registration No. 333-259891) (the "**Prior Registration Statement**"), which was declared effective on October 20, 2021, including the prospectus which forms part of the Registration Statement. We understand that the Shares are to be sold to the underwriters for resale to the public as described in the Registration Statement and the Prior Registration Statement and pursuant to an underwriting agreement, substantially in the form filed as an exhibit to the Prior Registration Statement, entered into by and among the Company and the underwriters (the "**Underwriting Agreement**").

We are acting as counsel for the Company in connection with the sale of the Shares by the Company. In such capacity, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity with the originals of all documents submitted to us as copies, the authenticity of the originals of such documents and the legal competence of all signatories to such documents.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware (including the statutory provisions and all applicable judicial decisions interpreting those laws) and the federal laws of the United States of America.

October 20, 2021

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On the basis of the foregoing, we are of the opinion that upon the effectiveness of the Company's Amended and Restated Certificate of Incorporation, a form of which has been filed as Exhibit 3.2 to the Prior Registration Statement, the Shares to be issued and sold by the Company have been duly authorized and, when such Shares are issued and paid for in accordance with the terms of the Underwriting Agreement, will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and we consent to the reference of our name under the caption "Legal Matters" in the prospectus forming part of the Registration Statement.

Very truly yours,

/s/ WILSON SONSINI GOODRICH & ROSATI, P.C.

WILSON SONSINI GOODRICH & ROSATI

Professional Corporation

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption “Experts” and to the incorporation by reference of our report dated August 20, 2021, except for the last paragraph of Note 15, as to which the date is October 14, 2021, with respect to the financial statements of Ventyx Biosciences, Inc. included in Amendment No. 2 to the Registration Statement (Form S-1 No. 333- 259891) and related Prospectus of Ventyx Biosciences, Inc. for the registration of its common stock.

/s/ Ernst & Young LLP

San Diego, California
October 20, 2021

Consent of Independent Auditors

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption "Experts" and to the incorporation by reference of our report dated August 20, 2021, except for the last paragraph of Note 11, as to which the date is October 14, 2021, with respect to the financial statements of Oppilan Pharma Ltd. included in Amendment No. 2 to the Registration Statement (Form S-1 No. 333- 259891) and related Prospectus of Ventyx Biosciences, Inc. for the registration of its common stock.

/s/ Ernst & Young LLP

San Diego, California
October 20, 2021

Consent of Independent Auditors

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption “Experts” and to the incorporation by reference of our report dated August 20, 2021, except for the last paragraph of Note 11, as to which the date is October 14, 2021, with respect to the financial statements of Zomagen Biosciences Ltd. included in Amendment No. 2 to the Registration Statement (Form S-1 No. 333- 259891) and related Prospectus of Ventyx Biosciences, Inc. for the registration of its common stock.

/s/ Ernst & Young LLP

San Diego, California
October 20, 2021