

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>Subramaniam Somu</u> (Last) (First) (Middle) <u>C/O VENTYX BIOSCIENCES, INC.</u> <u>ENCINITAS BLVD, SUITE 250</u> (Street) <u>ENCINITAS CA 92024</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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/07/2023</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	07/07/2023		S		75,686	D	\$34.9879 ⁽¹⁾	9,577,279	I	See Footnotes ⁽²⁾ (3)(4)
Common Stock	07/07/2023		S		20,718	D	\$35.8225 ⁽⁵⁾	9,556,561	I	See Footnotes ⁽²⁾ (3)(4)
Common Stock	07/07/2023		S		3,596	D	\$36.9277 ⁽⁶⁾	9,552,965	I	See Footnotes ⁽²⁾ (3)(4)(7)(8)
Common Stock	07/07/2023		J ⁽⁹⁾		1,030,341 ⁽¹⁰⁾ (11)(12)	D	\$0.00	8,522,624	I	See Footnotes ⁽²⁾ (3)(4)(13)

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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Represents the weighted average share price of an aggregate total of 75,686 shares sold in the price range of \$34.52 to \$35.515. 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.
- NSV Partners III, L.P. is the general partner of NSV 2018 New Horizons Fund, L.P., NSV Investments I, L.P., NSV 2018 Opportunities Fund, L.P., NSV 2019 Opportunities Fund, L.P., NSV Growth Opportunities Fund, L.P., NSV Investments III, L.P., and NSV Investments II, L.P..
- NSV Partners II, LLC is the general partner of New Science Ventures Fund III, L.P., New Science Ventures Fund III (Offshore), L.P., NSV 2016 Opportunities Fund, L.P., NSV 2016 Opportunities Fund (Offshore), L.P., NSV 2017 Opportunities Fund, L.P., and NSV Master Limited Partnership II, L.P..
- The Reporting Person 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. The Reporting Person is the majority member and managing member NSV Partners II, LLC, and may be deemed to have voting and dispositive power over the shares owned by each entity of which NSV Partners II, LLC is general partner. The Reporting Person is the majority member and managing member of NSV Management, LLC, and may be deemed to share voting and dispositive power over the shares held by Life & Tech, for which NSV Management, LLC is the investment advisor. The Reporting Person 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.
- Represents the weighted average share price of an aggregate total of 20,718 shares sold in the price range of \$35.52 to \$36.465. 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.
- Represents the weighted average share price of an aggregate total of 3,596 shares sold in the price range of \$36.525 to \$37.22. 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.
- Consists of: (i) 5,286,971 shares held by NSV Investments I, L.P., (ii) 1,037,831 shares held by NSV Investments III, L.P., (iii) 374,756 shares held by NSV Master Limited Partnership II, L.P., (iv) 248,532 shares held by NSV 2019 Opportunities Fund, L.P., (v) 212,001 shares held by NSV 2018 New Horizons Fund, L.P., (vi) 330,816 shares held by Life & Tech, (vii) 434,423 shares held by New Science Ventures, LLC, (viii) 867,609 shares held by NSV Partners III, L.P., (ix) 279,748 shares held by NSV Investments II, L.P., (x) 296,359 shares held by NSV Partners II, LLC, (xi) 53,466 shares held by NSV Growth Opportunities Fund, L.P., (xii) 38,240 shares held by New Science Ventures Fund III, L.P.,
- (Continued from Footnote 7) (xiii) 33,610 shares held by NSV 2017 Opportunities Fund, L.P., (xiv) 23,436 shares held by NSV 2018 Opportunities Fund, L.P., (xv) 18,126 shares held by NSV 2016 Opportunities Fund, L.P., (xvi) 12,056 shares held by New Science Ventures Fund III (Offshore), L.P., and (xvii) 4,985 shares held by NSV 2016 Opportunities Fund (Offshore), L.P..

9. The NSV Distributing Funds (as defined below) distributed shares to their limited partners on a pro rata basis, for no consideration and Life & Tech transferred shares to its members, for no consideration.

10. The share distribution total consists of (i) 12,056 shares held by New Science Ventures Fund III (Offshore), L.P., (ii) 38,240 shares held by New Science Ventures Fund III, L.P., (iii) 4,985 shares held by NSV 2016 Opportunities Fund (Offshore), L.P., (iv) 18,126 shares held by NSV 2016 Opportunities Fund, L.P., (v) 33,610 shares held by NSV 2017 Opportunities Fund, L.P., (vi) 23,436 shares held by NSV 2018 Opportunities Fund, L.P., (vii) 40,370 shares held by NSV Growth Opportunities Fund, L.P., (viii) 264,729 shares held by NSV Master Limited Partnership II, LP, (ix) 128,883 shares held by NSV 2018 New Horizons Fund, L.P., (x) 154,535 shares held by NSV 2019 Opportunities Fund, L.P. (collectively, the "NSV Distributing Funds").

11. (Continued from Footnote 10) and (xi) 330,816 shares held by Life & Tech. As a result of the distribution, none of New Science Ventures Fund III, L.P., New Science Ventures Fund III (Offshore), L.P., NSV 2016 Opportunities Fund, L.P., NSV 2016 Opportunities Fund (Offshore), L.P., NSV 2017 Opportunities Fund, L.P., NSV 2018 Opportunities Fund, L.P., or Life & Tech hold any shares of Common Stock.

12. The distributed shares in the previous footnote includes the distribution of 17,311 shares to NSV Partners III, LP, and 2,134 shares distributed to NSV Partners II LLC.

13. The shares beneficially owned by the Reporting Persons consist of: (i) 5,286,971 shares held by NSV Investments I, L.P., (ii) 1,037,831 shares held by NSV Investments III, L.P., (iii) 884,920 shares held by NSV Partners III, L.P., (iv) 434,423 shares held by New Science Ventures, LLC, (v) 298,493 shares held by NSV Partners II, LLC, (vi) 279,748 shares held by NSV Investments II, L.P., (vii) 110,027 shares held by NSV Master Limited Partnership II, L.P., (viii) 93,997 shares held by NSV 2019 Opportunities Fund, L.P., (ix) 83,118 shares held by NSV 2018 New Horizons Fund, L.P., and (x) 13,096 shares held by NSV Growth Opportunities Fund, 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.

/s/ Christopher Krueger, as
Attorney-in-Fact 07/11/2023

** 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.