

OMB APPROVAL	
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**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>NSV Partners III LP</u>  (Last) (First) (Middle) 500 WEST PUTNAM AVENUE, SUITE 400  (Street) GREENWICH CT 06830  (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) 03/17/2023	
	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	03/17/2023		J <sup>(1)</sup>		591,276	D	\$0.00	11,824,143	I	See Footnotes <sup>(1)(2)(3)(4)(5)(6)(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* <u>NSV Partners III LP</u>  (Last) (First) (Middle) 500 WEST PUTNAM AVENUE, SUITE 400  (Street) GREENWICH CT 06830  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>NSV Partners III GP LLC</u>  (Last) (First) (Middle) 500 WEST PUTNAM AVENUE, SUITE 400  (Street) GREENWICH CT 06830  (City) (State) (Zip)

**Explanation of Responses:**

- NSV Investments II, LP distributed these shares to its limited partners on a pro rata basis, for no consideration.
- Consists of (i) 5,576,174 shares owned by NSV Investments I, LP, (ii) 1,096,827 shares owned by NSV Investments III, LP, (iii) 965,752 shares owned by NSV Master Limited Partnership II, LP, (iv) 888,440 shares owned by NSV 2019 Opportunities Fund, LP, (v) 768,073 shares owned by NSV 2018 New Horizons Fund, LP, (vi) 661,632 shares owned by Life & Tech, (vii) 516,102 shares owned by NSV Partners III, LP, (viii) 434,423 shares owned by New Science Ventures, L.L.C., (ix) 309,635 shares owned by NSV Investments II, LP, (x) 186,107 shares owned by NSV Partners II, LLC (xi) 133,629 shares owned by NSV Growth Opportunities Fund, LP, (xii) 84,232 shares owned by New Science Ventures Fund III, LP, (xiii) 74,032 shares owned by NSV 2017 Opportunities Fund, LP, (xiv) 51,624 shares owned by NSV 2018 Opportunities Fund, LP, (xv) 39,926 shares owned by NSV 2016 Opportunities Fund, LP, (xvi) 26,555 shares owned by New Science Ventures Fund III (Offshore), LP, and
- (continued from footnote 2) (xvii) 10,980 shares owned by NSV 2016 Opportunities Fund (Offshore), LP (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.

4. The share totals in the previous footnote include a distribution of 97,188 shares from NSV Investments II, LP to its general partner, NSV Partners III, LP.

5. NSV Partners III, LP, is the general partner of Life & Tech, NSV 2018 New Horizons Fund LP, NSV Investments I, LP, NSV 2018 Opportunities Fund, LP, NSV 2019 Opportunities Fund, LP, NSV Growth Opportunities Fund, LP, NSV Investments III, LP, and NSV Investments II, LP.

6. NSV Partners II, LLC, is the general partner of New Science Ventures Fund III, LP, New Science Ventures Fund III (Offshore), LP, NSV 2016 Opportunities Fund, LP, NSV 2016 Opportunities Fund (Offshore), LP, NSV 2017 Opportunities Fund, LP, and NSV Master Limited Partnership II, LP.

7. 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, LP is general partner. Mr. Subramaniam disclaims beneficial ownership over the shares owned by each of the NSV Funds, except to the extent of his pecuniary interest therein. Mr. Subramaniam 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. Mr. Subramaniam is a director of the Issuer and files separate Section 16 reports.

**Remarks:**

/s/ NSV Partners III, LP, By:  
Brenda Marex, Chief 03/21/2023  
Financial Officer

/s/ NSV Partners III GP, LLC,  
By: Brenda Marex, Chief 03/21/2023  
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.

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