

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
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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>venBio Global Strategic Fund III, L.P.</u>  (Last) (First) (Middle) 1700 OWENS STREET SUITE 595  (Street) SAN FRANCISCO CA 94158  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/20/2021	3. Issuer Name and Ticker or Trading Symbol <u>Ventyx Biosciences, Inc. [ VTYX ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  See Remarks	5. If Amendment, Date of Original Filed (Month/Day/Year)   6. Individual or Joint/Group Filing (Check Applicable Line)  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,014,267	I	See footnote <sup>(1)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(2)	(2)	Common Stock	3,289,742	(2)	D <sup>(3)</sup>	
Series B Preferred Stock	(2)	(2)	Common Stock	395,027	(2)	D <sup>(3)</sup>	

1. Name and Address of Reporting Person\*  
venBio Global Strategic Fund III, L.P.  
 (Last) (First) (Middle)  
 1700 OWENS STREET  
 SUITE 595  
 (Street)  
 SAN FRANCISCO CA 94158  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
VENBIO GLOBAL STRATEGIC GP III, L.P.  
 (Last) (First) (Middle)  
 1700 OWENS STREET  
 SUITE 595  
 (Street)

SAN FRANCISCO CA 94158

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

VENBIO GLOBAL STRATEGIC GP III, LTD

(Last) (First) (Middle)

1700 OWENS STREET  
SUITE 595

(Street)

SAN FRANCISCO CA 94158

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Adelman Robert J

(Last) (First) (Middle)

1700 OWENS STREET  
SUITE 595

(Street)

SAN FRANCISCO CA 94158

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

GOODMAN COREY S

(Last) (First) (Middle)

1700 OWENS STREET  
SUITE 595

(Street)

SAN FRANCISCO CA 94158

(City) (State) (Zip)

**Explanation of Responses:**

1. Shares held by venBio SPV III, LLC ("venBio SPV"). venBio SPV is wholly owned and managed by venBio Global Strategic Fund III, L.P. ("venBio III"). venBio Global Strategic GP III, L.P., a Cayman Islands partnership ("venBio GP") is the sole general partner of venBio III. venBio Global Strategic GP III, Ltd., a Cayman Islands company ("venBio Ltd") is the sole general partner of venBio GP. Aaron Royston, Robert Adelman and Corey Goodman (collectively, the "Directors") are each a director of venBio Ltd and may be deemed to share voting and dispositive power over the shares held by venBio SPV. Each of the Directors, together with venBio Ltd and venBio GP, disclaims beneficial ownership over the shares held by venBio SPV except to the extent of their pecuniary interest therein.
2. All shares of the preferred stock, par value \$0.0001 per share, of the Issuer will automatically be converted on a one-for-one basis to shares of the Issuer's common stock, par value \$0.0001 per share ("Common Stock") prior to the closing of the Issuer's initial public offering of its Common Stock. The preferred stock has no expiration date.
3. Shares held by venBio III. venBio GP is the sole general partner of venBio III. venBio Ltd is the sole general partner of venBio GP. The Directors are each a director of venBio Ltd and may be deemed to share voting and dispositive power over the shares held by venBio III. Each of the Directors, together with venBio Ltd and venBio GP, disclaims beneficial ownership over the shares held by venBio III except to the extent of their pecuniary interest therein.

**Remarks:**

This Form 3 is being filed in conjunction with the Forms 3 filed simultaneously by Aaron Royston, a director of venBio Ltd, and Richard Gaster, who is affiliated with the Reporting Persons. Each of Dr. Royston and Dr. Gaster serves on the Issuer's board of directors. Each of the reporting persons may be deemed directors of the Issuer by deputation of each of Dr. Royston and Dr. Gaster. Exhibit 24 - Power of Attorney (incorporated by reference to Exhibit 99.2 to the Schedule 13D filed by the Reporting Persons on February 19, 2021).

venBio Global Strategic Fund III, L.P., by: venBio Global Strategic GP III, L.P., its general partner, by: venBio Global Strategic GP III, Ltd., its general partner, by: /s/ 10/20/2021

David Pezeshki, as attorney-in-fact  
venBio Global Strategic GP III, L.P., by: venBio Global Strategic GP III, Ltd., its general partner, 10/20/2021  
by: /s/ David Pezeshki as attorney-in-fact

venBio Global Strategic GP III, Ltd., by: /s/ David Pezeshki, as attorney-in-fact 10/20/2021

Corey Goodman, by: /s/ David Pezeshki, as attorney-in-fact 10/20/2021

Robert Adelman, by: /s/ David Pezeshki, as attorney-in-fact 10/20/2021

\*\* 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 5 (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.**