

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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

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

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person* <u>Royston Aaron</u> (Last) (First) (Middle) <u>C/O VENTYX BIOSCIENCES, INC.</u> <u>662 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>10/25/2021</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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 | 10/25/2021 | | C | | 3,684,769 | A | \$0.00 ⁽¹⁾ | 3,684,769 | I | See footnote ⁽²⁾ |
| Common Stock | 10/25/2021 | | P | | 312,500 | A | \$16 | 3,997,269 | I | See footnote ⁽²⁾ |
| Common Stock | | | | | | | | 1,014,267 | I | See footnote ⁽³⁾ |

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 | Title | Amount or Number of Shares | | | | |
| Series A Preferred Stock | (1) | 10/25/2021 | | C | | 3,289,742 | | (1) | (1) | Common Stock | 3,289,742 | \$0.00 ⁽¹⁾ | 0 | I | See footnote ⁽²⁾ |
| Series B Preferred Stock | (1) | 10/25/2021 | | C | | 395,027 | | (1) | (1) | Common Stock | 395,027 | \$0.00 ⁽¹⁾ | 0 | I | See footnote ⁽²⁾ |

Explanation of Responses:

- All shares of the preferred stock, par value \$0.0001 per share, of the Issuer automatically converted on a one-for-one basis to shares of the Issuer's common stock, par value \$0.0001 per share ("Common Stock") immediately prior to the closing of the Issuer's initial public offering of its Common Stock.
- 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 Reporting Person, Robert Adelman and Corey Goodman are each a director of venBio Ltd and may be deemed to share voting and dispositive power over the shares held by venBio III. The Reporting Person disclaims beneficial ownership over the shares held by venBio III except to the extent of his pecuniary interest therein.
- 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. The Reporting Person, Robert Adelman and Corey Goodman are each a director of venBio Ltd and may be deemed to share voting and dispositive power over the shares held by venBio SPV. The Reporting Person disclaims beneficial ownership over the shares held by venBio SPV except to the extent of his pecuniary interest therein.

Remarks:

/s/ Christopher Krueger, as Attorney-in-Fact 10/25/2021

** 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 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.