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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

**Ventyx Biosciences, Inc.**

(Name of Issuer)

**Common Stock, par value \$0.0001 per share**  
(Title of Class of Securities)

**92332V107**  
(CUSIP Number)

**David Pezeshki**  
**venBio Partners, LLC**  
**1700 Owens Street, Suite 595, San Francisco, CA 94158**  
**(415) 800-0800**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**December 13, 2022**  
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> venBio Global Strategic Fund III, L.P.	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> WC	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Cayman Islands	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0
	<b>8</b>	<b>SHARED VOTING POWER</b> 3,470,496 (1)
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 3,470,496 (1)
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 3,470,496 (1)	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 6.1%	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> PN	

(1) This amount includes 1,014,267 shares of Common Stock (as defined herein) held directly by venBio SPV III, LLC, which is solely owned and managed by the Reporting Person.

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> venBio Global Strategic GP III, L.P.	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> AF	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Cayman Islands	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0
	<b>8</b>	<b>SHARED VOTING POWER</b> 3,470,496
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 3,470,496
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 3,470,496	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 6.1%	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> PN, HC	

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> venBio Global Strategic GP III, Ltd.	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> AF	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Cayman Islands	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0
	<b>8</b>	<b>SHARED VOTING POWER</b> 3,470,496
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 3,470,496
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 3,470,496	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 6.1%	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> CO, HC	

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> Corey Goodman	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> AF	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> United States of America	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0
	<b>8</b>	<b>SHARED VOTING POWER</b> 3,470,496
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 3,470,496
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 3,470,496	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 6.1%	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> IN, HC	

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> Robert Adelman	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> AF	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> United States of America	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0
	<b>8</b>	<b>SHARED VOTING POWER</b> 3,470,496
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0
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<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 3,470,496	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 6.1%	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> IN, HC	

**Item 1. Security and Issuer**

*Item 1 of the Schedule 13D is hereby amended and supplemented as follows:*

This Amendment No. 2 to Schedule 13D (“Amendment No. 2”) relates to the shares of Common Stock, par value \$0.0001 per share (the “Common Stock”), of Ventyx Biosciences, Inc. (the “Issuer”), whose principal executive offices are located at 662 Encinitas Blvd., Suite 250, Encinitas, CA 92024. This Amendment No. 2 amends and supplements the initial statement on Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission (the “SEC”) on November 4, 2021, and Amendment No. 1 to the Schedule 13D filed by the Reporting Persons on September 14, 2022 (together with this Amendment No. 2, the “Schedule 13D”). All capitalized terms not otherwise defined herein have the meanings ascribed to such terms in the initial Schedule 13D. Except as specifically provided herein, this Amendment No. 2 does not modify any of the previous information reported in the Schedule 13D.

**Item 5. Interest in Securities of the Issuer**

*Item 5(a) – (c) of the Schedule 13D is hereby amended and supplemented as follows:*

(a)-(b) The information set forth in rows 7 through 13 of the cover pages to this Schedule 13D is incorporated by reference. The percentage set forth in row 13 is based on 56,637,458 shares of Common Stock outstanding as of October 31, 2022, as disclosed in the Issuer’s quarterly report for the quarterly period ended September 30, 2022, filed with the U.S. Securities and Exchange Commission on November 4, 2022.

Fund III directly holds 2,456,229 shares of Common Stock, and venBio SPV directly holds 1,014,267 shares of Common Stock. As the sole owner and manager of venBio SPV, Fund III may be deemed to beneficially own the shares held by venBio SPV. As the sole general partner of Fund III, the General Partner III may be deemed to beneficially own the shares held by Fund III and venBio SPV, and as the sole general partner of the General Partner III, GP Ltd. III may be deemed to beneficially own the shares held by Fund III and venBio SPV. As directors of the GP Ltd. III, each of the Directors may be deemed to beneficially own the shares held by Fund III and venBio SPV.

(c) Except for the transactions listed in Exhibit 99.5 to this Amendment No. 2, there have been no transactions in the shares of Common Stock by the Reporting Persons during the past sixty days.

**Item 7. Material to be Filed as Exhibits**

*Item 7 of the Schedule 13D is hereby amended and supplemented as follows:*

[Exhibit 99.5](#) Schedule of Transactions, in response to Item 5(c)

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**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 15, 2022

VENBIO GLOBAL STRATEGIC FUND III, L.P.

By: VENBIO GLOBAL STRATEGIC GP III, L.P.  
General Partner

By: VENBIO GLOBAL STRATEGIC GP III, LTD.  
General Partner

By: \_\_\_\_\_ \*

Title: Director

By: \_\_\_\_\_ \*

Title: Director

By: \_\_\_\_\_ \*

Title: Director

VENBIO GLOBAL STRATEGIC GP III, L.P.

By: VENBIO GLOBAL STRATEGIC GP III, LTD.  
General Partner

By: \_\_\_\_\_ \*

Title: Director

By: \_\_\_\_\_ \*

Title: Director

By: \_\_\_\_\_ \*

Title: Director

VENBIO GLOBAL STRATEGIC GP III, LTD.

By: \_\_\_\_\_ \*

Title: Director

By: \_\_\_\_\_ \*

Title: Director

By: \_\_\_\_\_ \*

Title: Director

\_\_\_\_\_ \*

Corey Goodman

\_\_\_\_\_ \*

Robert Adelman

By: /s/ David Pezeshki \_\_\_\_\_

David Pezeshki

As attorney-in-fact

This Schedule 13D was executed by David Pezeshki on behalf of the individuals listed above pursuant to a Power of Attorney, a copy of which is attached as Exhibit 99.2 to the Schedule 13D.



**SCHEDULE OF TRANSACTIONS**

The following table sets forth all transactions in the Common Stock effected by the Reporting Persons during the sixty days prior to the filing of this Amendment No. 2.

Name	Date of Transaction	Transaction	Amount of Securities	Price
Fund III	11/23/2022	Sell	84,316	\$27.9124 (1)
Fund III	11/29/2022	Sell	415,684	\$26.6310 (2)
Fund III	12/13/2022	Sell	674,741	\$34.4824 (3)
Fund III	12/13/2022	Sell	75,259	\$35.2256 (4)
Fund III	12/14/2022	Sell	291,040	\$34.0480 (5)

- (1) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.71 to \$28.31, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- (2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.315 to \$27.34, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- (3) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.00 to \$34.995, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- (4) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.00 to \$35.8968, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- (5) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.00 to \$34.15, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.