| SEC Form 4 | | | | | | | | | | | | | | | | | | |
|---|--|---|---------------------|---|--|--------------|--|--|---------|------------|--|--|--|-------|--|--|---------------------------------------|--|
| FORM |) STA | ATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | | | | OMB APPROVAL | | | | | |
| Check this box if no I Section 16. Form 4 c obligations may cont Instruction 1(b). | NT OF CHANGES IN BENEFICIAL OWNE d pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 | | | | | | | | | HIP | Estim | Number ated ave | 3235-0287 n 0.5 | | | | | |
| 1. Name and Address of Reporting Person [*] <u>Auster Martin</u> | | | | | 2. Issuer Name and Ticker or Trading Symbol <u>Ventyx Biosciences, Inc.</u> [VTYX] | | | | | | | | ck all applic Director | able) | 10% O | | wner | |
| (Last) (First) (Middle) C/O VENTYX BIOSCIENCES, INC. 662 ENCINITAS BLVD, SUITE250 | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 01/17/2023 | | | | | | | | X Onler (give the below) below) below) Chief Financial Officer | | | | | |
| (Street) ENCINITAS CA 92024 | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | Line) | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person | | | | | |
| (City) (S | State) | (Zip) | | | | | | | | | | | Form filed by More than One Reporting Person | | | | | |
| | Та | ble I - Nor | ו-Deriv | ative S | ecuritie | s Acc | quired, | Dis | posed o | of, or B | Ben | eficially | Owned | | | | | |
| 1. Title of Security (Instr. 3) 2. Trans Date (Month/ | | | action Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | | Code (Instr. | | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 | | | (A) or . 3, 4 and 5 | 4 and 5) Securities Beneficially Owned Follo | | Form: | nership : Direct Indirect str. 4) | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | | | | | v | Amount | (A) (D) |) or) | Price | Reported Transacti (Instr. 3 a | on(s) | | | (Instr. 4) | |
| | | Table II - | | | curities IIs, warr | | | | | | | | Owned | | | | | |
| 1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security | Title of 2. 3. Transaction Date Execution Date, if any (Month/Day/Year) Derivative | | ate, 4. | ansaction ode (Instr. | 5. Number of 6. Derivative E | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | | | and A rrities /ing ive S and | , Amount s ecurity | Derivative d Security S (Instr. 5) B O F F | | s ally g | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) | |

| Option (Right to Buy) | \$33.84 | 01/17/2023 | | A | | 108,750 | | (1) | 01/17/2033 | Common Stock | 108,750 | \$0.00 | 108,750 | D | |
|------------------------------|----------------------------------|----------------------------------|------------------------|-----------|--------|-------------|--------|-----------------|-----------------|-----------------|--------------|---------------|--------------------|---------------|--|
| Restricted Stock Units | (2) | 01/17/2023 | | А | | 18,125 | | (3) | (3) | Common Stock | 18,125 | \$0.00 | 18,125 | D | |
| • | n of Responst eighth (1/48th) | ses:) of the total shares su | bject to the Option sl | hall vest | each m | onth follov | ving J | anuary 17, 202. | 3 (the "Vesting | g Commence | ement Date") | on the same d | lay of the month a | s the Vesting | |

(D) Date (D) Exercisable

Expiration Date

Title

Commencement Date (and if there is no corresponding day, on the last day of the month), subject to the reporting person continuing to be a Service Provider, as defined in the Company's 2021 Equity Incentive Plan (the "Plan"), through each such date.

2. Each restricted stock unit ("RSU") represents a contingent right to receive one share of Ventyx Biosciences, Inc. common stock.

3. Twenty-five percent (25%) of the restricted stock units subject to the RSU Award shall vest on the one (1) year anniversary of the RSU Vesting Commencement Date (as defined below), and twenty-five percent (25%) of the total restricted stock units subject to the RSU Award shall vest each year thereafter on each annual anniversary of the RSU Vesting Commencement Date (and if there is no corresponding day, on the last day of the month), subject to the reporting person continuing to be a Service Provider (as defined in the Plan) through each such date. The RSU Vesting Commencement Date shall mean March 28, 2023.

Remarks:

/s/ Christopher Krueger, as 01/18/2023 Attorney-in-Fact Date

Number of Shares

** Signature of Reporting Person

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.