

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>Subramaniam Somu</u>  (Last) (First) (Middle) C/O VENTYX BIOSCIENCES, INC. ENCINITAS BLVD, SUITE 250  (Street) ENCINITAS CA 92024  (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) 04/21/2023	
	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	04/21/2023		s <sup>(1)</sup>		8,642	D	\$37.5119 <sup>(2)</sup>	9,968,403	I	See Footnotes <sup>(3)(4)(5)(6)(7)</sup>
Common Stock	04/24/2023		s <sup>(1)</sup>		25,139	D	\$37.9533 <sup>(8)</sup>	9,943,264	I	See Footnotes <sup>(5)(6)(7)(8)(9)(10)</sup>
Common Stock	04/24/2023		s <sup>(1)</sup>		65,426	D	\$38.897 <sup>(11)</sup>	9,877,838	I	See Footnotes <sup>(5)(6)(7)(12)(13)</sup>
Common Stock	04/25/2023		s <sup>(1)</sup>		793	D	\$38.88	9,877,045	I	See Footnotes <sup>(5)(6)(7)(14)(15)</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)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by NSV Partners III, LP on February 24, 2023.
- Represents the weighted average share price of an aggregate total of 8,642 shares sold in the price range of \$37.50 to \$37.555. The reporting owner undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- Consists of: (i) 5,576,174 shares held by NSV Investments I, LP, (ii) 1,096,827 shares held by NSV Investments III, LP, (iii) 482,875 shares held by NSV Master Limited Partnership II, LP, (iv) 446,650 shares held by NSV 2019 Opportunities Fund, LP, (v) 388,134 shares held by NSV 2018 New Horizons Fund, LP, (vi) 330,816 shares held by Life & Tech, (vii) 490,670 shares held by NSV Partners III, LP, (viii) 434,423 shares held by New Science Ventures, LLC, (ix) 309,635 shares held by NSV Investments II, LP, (x) 188,240 shares held by NSV Partners II, LLC, (xi) 67,066 shares held by NSV Growth Opportunities Fund, LP, (xii) 45,991 shares held by New Science Ventures Fund III, LP, (xiii) 40,422 shares held by NSV 2017 Opportunities Fund, LP, (xiv) 28,186 shares held by NSV 2018 Opportunities Fund, LP.
- (Continued from Footnote 3) (xv) 21,800 shares held by NSV 2016 Opportunities Fund, LP, (xvi) 14,499 shares held by New Science Ventures Fund III (Offshore), LP, and (xvii) 5,995 shares held 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.
- NSV Partners III, LP is the general partner of 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.
- NSV Partners II, LLC is the general partner of New Science Ventures Fund III (Offshore), LP, New Science Ventures Fund III (Offshore), LP, NSV 2016 Opportunities Fund (Offshore), LP, NSV 2017 Opportunities Fund, LP, and NSV Master Limited Partnership II, LP.
- The Reporting Person 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. The Reporting Person 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. The Reporting Person is the majority member and managing member of NSV Management, LLC, and may be deemed to share voting and dispositive power over the shares held by Life & Tech, for which NSV Management, LLC is the investment advisor. The Reporting Person disclaims beneficial ownership over the shares owned by each of the NSV Funds, except to the extent of his pecuniary interest therein.
- Represents the weighted average share price of an aggregate total of 25,139 shares sold in the price range of \$37.50 to \$38.50. The reporting owner undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- Consists of: (i) 5,576,174 shares held by NSV Investments I, LP, (ii) 1,096,827 shares held by NSV Investments III, LP, (iii) 482,875 shares held by NSV Master Limited Partnership II, LP, (iv) 446,650 shares held by NSV 2019 Opportunities Fund, LP, (v) 388,134 shares held by NSV 2018 New Horizons Fund, LP, (vi) 330,816 shares held by Life & Tech, (vii) 490,670 shares held by NSV Partners III, LP, (viii) 434,423 shares held by New Science Ventures, LLC, (ix) 309,635 shares held by NSV Investments II, LP, (x) 188,240 shares held by NSV Partners II, LLC, (xi) 67,066 shares held by NSV Growth Opportunities Fund, LP, (xii) 45,991 shares held by New Science Ventures Fund III, LP, (xiii) 40,422 shares held by NSV 2017 Opportunities Fund, LP, (xiv) 28,186 shares held by NSV 2018 Opportunities Fund, LP, (xv) 21,800 shares held by NSV 2016 Opportunities Fund, LP, (xvi) 14,499 shares held by New Science Ventures Fund III (Offshore), LP, and
- (Continued from Footnote 9) (xvii) 5,995 shares held by NSV 2016 Opportunities Fund (Offshore), LP. The NSV Funds disclaim beneficial ownership over the shares owned by them, except to the extent of their pecuniary interest therein.
- Represents the weighted average share price of an aggregate total of 65,426 shares sold in the price range of \$38.5004 to \$39.17. The reporting owner undertakes to provide upon request by the

Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

12. Consists of: (i) 5,576,174 shares held by NSV Investments I, LP, (ii) 1,096,827 shares held by NSV Investments III, LP, (iii) 482,875 shares held by NSV Master Limited Partnership II, LP, (iv) 446,650 shares held by NSV 2019 Opportunities Fund, LP, (v) 388,134 shares held by NSV 2018 New Horizons Fund, LP, (vi) 330,816 shares held by Life & Tech, (vii) 434,423 shares held by New Science Ventures, LLC, (viii) 400,105 shares held by NSV Partners III, LP, (ix) 309,635 shares held by NSV Investments II, LP, (x) 188,240 shares held by NSV Partners II, LLC, (xi) 67,066 shares held by NSV Growth Opportunities Fund, LP, (xii) 45,991 shares held by New Science Ventures Fund III, LP, (xiii) 40,422 shares held by NSV 2017 Opportunities Fund, LP, (xiv) 28,186 shares held by NSV 2018 Opportunities Fund, LP, (xv) 21,800 shares held by NSV 2016 Opportunities Fund, LP, (xvi) 14,499 shares held by New Science Ventures Fund III (Offshore), LP, and

13. (Continued from Footnote 12) (xvii) 5,995 shares held by NSV 2016 Opportunities Fund (Offshore), LP. The NSV Funds disclaim beneficial ownership over the shares owned by them, except to the extent of their pecuniary interest therein.

14. Consists of: (i) 5,576,174 shares held by NSV Investments I, LP, (ii) 1,096,827 shares held by NSV Investments III, LP, (iii) 482,875 shares held by NSV Master Limited Partnership II, LP, (iv) 446,650 shares held by NSV 2019 Opportunities Fund, LP, (v) 388,134 shares held by NSV 2018 New Horizons Fund, LP, (vi) 330,816 shares held by Life & Tech, (vii) 434,423 shares held by New Science Ventures, LLC, (viii) 399,312 shares held by NSV Partners III, LP, (ix) 309,635 shares held by NSV Investments II, LP, (x) 188,240 shares held by NSV Partners II, LLC, (xi) 67,066 shares held by NSV Growth Opportunities Fund, LP, (xii) 45,991 shares held by New Science Ventures Fund III, LP, (xiii) 40,422 shares held by NSV 2017 Opportunities Fund, LP, (xiv) 28,186 shares held by NSV 2018 Opportunities Fund, LP, (xv) 21,800 shares held by NSV 2016 Opportunities Fund, LP, (xvi) 14,499 shares held by New Science Ventures Fund III (Offshore), LP, and

15. (Continued from Footnote 14) (xvii) 5,995 shares held by NSV 2016 Opportunities Fund (Offshore), LP. The NSV Funds disclaim beneficial ownership over the shares owned by them, except to the extent of their pecuniary interest therein.

**Remarks:**

[/s/ Christopher Krueger, as](#)      [04/25/2023](#)  
[Attorney-in-Fact](#)

\*\* 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.**