

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
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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).

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

1. Name and Address of Reporting Person* <u>NSV Partners III LP</u> (Last) (First) (Middle) <u>500 WEST PUTNAM AVENUE, SUITE 400</u> (Street) <u>GREENWICH CT 06830</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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/06/2023</u>	
	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	06/06/2023		S		4,128	D	\$35.0003 ⁽¹⁾	9,872,917	I	See Footnotes ⁽²⁾ (3)(4)(5)(6)
Common Stock	06/07/2023		S		25,801	D	\$35.4846 ⁽⁷⁾	9,847,116	I	See Footnotes ⁽⁴⁾ (5)(6)(9)(10)
Common Stock	06/07/2023		S		10,071	D	\$36.1007 ⁽⁸⁾	9,837,045	I	See Footnotes ⁽⁴⁾ (5)(6)(9)(10)

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					

1. Name and Address of Reporting Person*
NSV Partners III LP
 (Last) (First) (Middle)
500 WEST PUTNAM AVENUE, SUITE 400
 (Street)
GREENWICH CT 06830
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
NSV Partners III GP LLC
 (Last) (First) (Middle)
500 WEST PUTNAM AVENUE, SUITE 400
 (Street)

GREENWICH CT 06830

(City) (State) (Zip)

Explanation of Responses:

1. Represents the weighted average share price of an aggregate total of 4,128 shares sold in the price range of \$35.00 to \$35.02. 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.
2. Consists of: (i) 5,286,971 shares held by NSV Investments I, LP, (ii) 1,037,831 shares held by NSV Investments III, LP, (iii) 374,756 shares held by NSV Master Limited Partnership II, LP, (iv) 352,151 shares held by NSV 2019 Opportunities Fund, LP, (v) 304,170 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) 967,609 shares held by NSV Partners III, LP, (ix) 279,748 shares held by NSV Investments II, LP, (x) 296,359 shares held by NSV Partners II, LLC, (xi) 53,918 shares held by NSV Growth Opportunities Fund, LP, (xii) 45,191 shares held by New Science Ventures Fund III, LP, (xiii) 39,719 shares held by NSV 2017 Opportunities Fund, LP, (xiv) 27,696 shares held by NSV 2018 Opportunities Fund, LP,
3. (Continued from footnote 2) (xv) 21,421 shares held by NSV 2016 Opportunities Fund, LP, (xvi) 14,247 shares held by New Science Ventures Fund III (Offshore), LP, and (xvii) 5,891 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.
4. 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.
5. NSV Partners II, LLC is the general partner of New Science Ventures Fund III (Offshore), LP, NSV 2016 Opportunities Fund, LP, NSV 2016 Opportunities Fund (Offshore), LP, NSV 2017 Opportunities Fund, LP, and NSV Master Limited Partnership II, LP.
6. Somasundaram Subramaniam 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. Mr. Subramaniam is the majority member and managing member of 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. Mr. Subramaniam 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. Mr. Subramaniam disclaims beneficial ownership over the shares owned by each of the NSV Funds, except to the extent of his pecuniary interest therein. Mr. Subramaniam is a director of the Issuer and files separate Section 16 reports.
7. Represents the weighted average share price of an aggregate total of 25,801 shares sold in the price range of \$35.00 to \$35.99. 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.
8. Represents the weighted average share price of an aggregate total of 10,071 shares sold in the price range of \$36.00 to \$36.125. 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.
9. Consists of: (i) 5,286,971 shares held by NSV Investments I, LP, (ii) 1,037,831 shares held by NSV Investments III, LP, (iii) 374,756 shares held by NSV Master Limited Partnership II, LP, (iv) 347,792 shares held by NSV 2019 Opportunities Fund, LP, (v) 296,821 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) 967,609 shares held by NSV Partners III, LP, (ix) 279,748 shares held by NSV Investments II, LP, (x) 296,359 shares held by NSV Partners II, LLC, (xi) 53,466 shares held by NSV Growth Opportunities Fund, LP, (xii) 38,240 shares held by New Science Ventures Fund III, LP, (xiii) 33,610 shares held by NSV 2017 Opportunities Fund, LP, (xiv) 23,436 shares held by NSV 2018 Opportunities Fund, LP,
10. (Continued from footnote 9) (xv) 18,126 shares held by NSV 2016 Opportunities Fund, LP, (xvi) 12,056 shares held by New Science Ventures Fund III (Offshore), LP, and (xvii) 4,985 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/ NSV Partners III, LP, By:
Brenda Marex, Chief 06/08/2023
Financial Officer

/s/ NSV Partners III GP, LLC,
By: Brenda Marex, Chief 06/08/2023
Financial Officer

** 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.