

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).

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> <hr/> (Last) (First) (Middle) <u>500 WEST PUTNAM AVENUE, SUITE 400</u> <hr/> (Street) <u>GREENWICH CT 06830</u> <hr/> (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>07/07/2023</u>	
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.		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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			
Stock	07/07/2023		S <sup>(1)(2)</sup>		75,686	D	\$34.9879 <sup>(3)</sup>	9,577,279	I	See Footnotes <sup>(4)</sup> (5)(6)(7)
Common Stock	07/07/2023		S <sup>(1)(2)</sup>		20,718	D	\$35.8225 <sup>(8)</sup>	9,556,561	I	See Footnotes <sup>(4)</sup> (5)(6)(7)
Common Stock	07/07/2023		S <sup>(1)(2)</sup>		3,596	D	\$36.9277 <sup>(9)</sup>	9,552,965	I	See Footnotes <sup>(4)</sup> (5)(6)(7)(10)(11)
Common Stock	07/07/2023		J <sup>(1)(2)</sup>		964,178 <sup>(13)</sup> <sub>(14)</sub>	D	\$0.00	8,588,787	I	See Footnotes <sup>(4)</sup> (5)(6)(7)(15)(16)(17)

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)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
NSV Partners III LP  


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 (Last) (First) (Middle)  
500 WEST PUTNAM AVENUE, SUITE 400  


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 (Street)  
GREENWICH CT 06830  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
NSV Partners III GP LLC  


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 (Last) (First) (Middle)

500 WEST PUTNAM AVENUE, SUITE 400

(Street)

GREENWICH CT 06830

(City)

(State)

(Zip)

**Explanation of Responses:**

1. On July 11, 2023, the reporting persons filed a Form 4 which omitted a statement disclosing that the sales reported in the original Form 4 were effected pursuant to a Rule 10b5-1 trading plan. The original Form 4 also misreported the number of shares distributed by certain of the NSV Distributing Funds (as defined below), with the correct amounts set forth below. The original Form 4 also omitted the receipt of certain shares by NSV Partners III, L.P. and NSV Partners II, LLC, with the correct amounts set forth below.
2. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by NSV Partners III, L.P. on February 24, 2023.
3. Represents the weighted average share price of an aggregate total of 75,686 shares sold in the price range of \$34.52 to \$35.515. 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.
4. NSV Partners III, L.P. is the general partner of NSV 2018 New Horizons Fund, L.P., NSV Investments I, L.P., NSV 2018 Opportunities Fund, L.P., NSV 2019 Opportunities Fund, L.P., NSV Growth Opportunities Fund, L.P., NSV Investments III, L.P., and NSV Investments II, L.P. (collectively, the "NSV Partners III Funds").
5. NSV Partners II, LLC is the general partner of New Science Ventures Fund III, L.P., New Science Ventures Fund III (Offshore), L.P., NSV 2016 Opportunities Fund, L.P., NSV 2016 Opportunities Fund (Offshore), L.P., NSV 2017 Opportunities Fund, L.P., and NSV Master Limited Partnership II, L.P. (collectively, the "NSV Partners II Funds").
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, L.P. is general partner. Mr. Subramaniam 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. 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 owned by Life & Tech, for which NSV Management, LLC is the investment advisor.
7. (Continued from Footnote 6) Mr. Subramaniam is the majority member and managing member of New Science Ventures, LLC. Mr. Subramaniam disclaims beneficial ownership over the shares owned by each of the NSV Funds, the NSV Distributing Funds (each as defined below) and Life & Tech, except to the extent of his pecuniary interest therein. Mr. Subramaniam is a director of the issuer and files separate reports under Section 16 of the Securities Exchange Act of 1934, as amended.
8. Represents the weighted average share price of an aggregate total of 20,718 shares sold in the price range of \$35.52 to \$36.465. 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. Represents the weighted average share price of an aggregate total of 3,596 shares sold in the price range of \$36.525 to \$37.22. 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.
10. Consists of: (i) 5,286,971 shares owned by NSV Investments I, L.P., (ii) 1,037,831 shares owned by NSV Investments III, L.P., (iii) 374,756 shares owned by NSV Master Limited Partnership II, L.P., (iv) 248,532 shares owned by NSV 2019 Opportunities Fund, L.P., (v) 212,001 shares owned by NSV 2018 New Horizons Fund, L.P., (vi) 330,816 shares owned by Life & Tech, (vii) 434,423 shares owned by New Science Ventures, LLC, (viii) 867,609 shares owned by NSV Partners III, L.P., (ix) 279,748 shares owned by NSV Investments II, L.P., (x) 296,359 shares owned by NSV Partners II, LLC, (xi) 53,466 shares owned by NSV Growth Opportunities Fund, L.P., (xii) 38,240 shares owned by New Science Ventures Fund III, L.P.,
11. (Continued from Footnote 10) (xiii) 33,610 shares owned by NSV 2017 Opportunities Fund, L.P., (xiv) 23,436 shares owned by NSV 2018 Opportunities Fund, L.P., (xv) 18,126 shares owned by NSV 2016 Opportunities Fund, L.P., (xvi) 12,056 shares owned by New Science Ventures Fund III (Offshore), L.P., and (xvii) 4,985 shares owned by NSV 2016 Opportunities Fund (Offshore), L.P.
12. The NSV Distributing Funds (as defined below) distributed shares to their limited partners on a pro rata basis, for no consideration, and Life & Tech transferred shares to its members, for no consideration.
13. The share distribution total consists of (i) 12,056 shares owned by New Science Ventures Fund III (Offshore), L.P., (ii) 38,240 shares owned by New Science Ventures Fund III, L.P., (iii) 4,985 shares owned by NSV 2016 Opportunities Fund (Offshore), L.P., (iv) 18,126 shares owned by NSV 2016 Opportunities Fund, L.P., (v) 33,610 shares owned by NSV 2017 Opportunities Fund, L.P., (vi) 23,436 shares owned by NSV 2018 Opportunities Fund, L.P., (vii) 53,466 shares owned by NSV Growth Opportunities Fund, L.P., (viii) 374,756 shares owned by NSV Master Limited Partnership II, L.P., (ix) 212,001 shares owned by NSV 2018 New Horizons Fund, L.P., (x) 248,532 shares owned by NSV 2019 Opportunities Fund, L.P. (collectively, the "NSV Distributing Funds"),
14. (Continued from Footnote 13) and (xi) 330,816 shares owned by Life & Tech. As a result of the distribution, none of New Science Ventures Fund III, L.P., New Science Ventures Fund III (Offshore), L.P., NSV 2016 Opportunities Fund, L.P., NSV 2016 Opportunities Fund (Offshore), L.P., NSV 2017 Opportunities Fund, L.P., NSV 2018 Opportunities Fund, L.P., NSV 2018 New Horizons Fund, L.P., NSV 2019 Opportunities Fund, L.P., NSV Growth Opportunities Fund, L.P., NSV Master Limited Partnership II, L.P., or Life & Tech own any shares of the issuer's common stock.
15. NSV Partners III, L.P. received an aggregate of 663,149 shares from the NSV Partners III Funds, and from Life & Tech pursuant to that certain Amended and Restated Investment Management Agreement by and between Life & Tech, NSV Partners III, L.P., and NSV Management LLC.
16. NSV Partners II, LLC received an aggregate of 112,161 shares from the NSV Partners II Funds.
17. The shares beneficially owned by the Reporting Persons consist of: (i) 5,004,071 shares owned by NSV Investments I, L.P., (ii) 978,835 shares owned by NSV Investments III, L.P., (iii) 1,530,758 shares owned by NSV Partners III, L.P., (iv) 434,423 shares owned by New Science Ventures, LLC, (v) 408,250 shares owned by NSV Partners II, LLC, and (vi) 232,180 shares owned by NSV Investments II, L.P. (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.

/s/ NSV Partners III, L.P., By:  
Brenda Marex, Chief 07/19/2023  
Financial Officer

/s/ NSV Partners III GP, LLC,  
By: Brenda Marex, Chief 07/19/2023  
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.