

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>NSV Partners III LP</u>  (Last) (First) (Middle) 500 WEST PUTNAM AVENUE, SUITE 400  (Street) GREENWICH CT 06830  (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) 04/06/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	04/06/2023		J <sup>(1)</sup>		1,747,098 <sup>(2)(3)</sup>	D	\$0.00	10,077,045	I	See Footnotes <sup>(4)(5)</sup> (6)(7)(8)

**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:**

- 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.
- The share distribution total consists of (i) 482,877 shares owned by NSV Master Limited Partnership II, LP, (ii) 441,790 shares owned by NSV 2019 Opportunities Fund, LP, (iii) 379,939 shares owned by NSV 2018 New Horizons Fund, LP, (iv) 66,563 shares owned by NSV Growth Opportunities Fund, LP, (v) 38,241 shares owned by New Science Ventures Fund III, LP, (vi) 33,610 shares owned by NSV 2017 Opportunities Fund, LP, (vii) 23,438 shares owned by NSV 2018 Opportunities Fund, LP, (viii) 18,126 shares owned by NSV 2016 Opportunities Fund, LP, (ix) 12,056 shares owned by New Science Ventures Fund III (Offshore), LP, (x) 4,985 shares owned by NSV 2016 Opportunities Fund (Offshore), LP (collectively, the "NSV Distributing Funds") and (xi) 330,816 shares owned by Life & Tech.
- The distributed shares in the previous footnote includes the distribution of 66,163 shares from Life & Tech to NSV Partners III, LP, and 19,180 shares distributed on a pro rata basis to the general partners of the NSV Distributing Funds.
- 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) 599,312 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)

5. (continued from footnote 4) 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.

6. 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.

7. NSV Partners II, LLC, is the general partner of New Science Ventures Fund III, LP, 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.

8. 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 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.

**Remarks:**

/s/ NSV Partners III, LP, By:  
Brenda Marex, Chief 04/10/2023  
Financial Officer

/s/ NSV Partners III GP, LLC,  
By: Brenda Marex, Chief 04/10/2023  
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.**