

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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) <u>03/17/2023</u>	
	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	03/17/2023		J <sup>(1)</sup>		591,276	D	\$0.00	11,824,143	I	See Footnotes <sup>(2)(3)(4)(5)(6)(7)</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:**

- NSV Investments II, LP distributed these shares to its limited partners on a pro rata basis, for no consideration.
- Consists of (i) 5,576,174 shares owned by NSV Investments I, LP, (ii) 1,096,827 shares owned by NSV Investments III, LP, (iii) 965,752 shares owned by NSV Master Limited Partnership II, LP, (iv) 888,440 shares owned by NSV 2019 Opportunities Fund, LP, (v) 768,073 shares owned by NSV 2018 New Horizons Fund, LP, (vi) 661,632 shares owned by Life & Tech, (vii) 516,102 shares owned by NSV Partners III, LP, (viii) 434,423 shares owned by New Science Ventures, LLC, (ix) 309,635 shares owned by NSV Investments II, LP, (x) 186,107 shares owned by NSV Partners II, LLC, (xi) 133,629 shares owned by NSV Growth Opportunities Fund, LP, (xii) 84,232 shares owned by New Science Ventures Fund III, LP, (xiii) 74,032 shares owned by NSV 2017 Opportunities Fund, LP, (xiv) 51,624 shares owned by NSV 2018 Opportunities Fund, LP, (xv) 39,926 shares owned by NSV 2016 Opportunities Fund, LP, (xvi)
- (continued from footnote 2) 26,555 shares owned by New Science Ventures Fund III (Offshore), LP, and (xvii) 10,980 shares owned by NSV 2016 Opportunities Fund (Offshore) (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.
- The share totals in the previous footnote include a distribution of 97,188 shares from NSV Investments II, LP to its general partner, NSV Partners III, LP.
- NSV Partners III, LP, is the general partner of Life & Tech, 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, 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.
- 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 disclaims beneficial ownership over the shares owned by each of the NSV Funds, except to the extent of his pecuniary interest therein. 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.

**Remarks:**

/s/ Christopher Krueger, as 03/21/2023

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.

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