
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

VENTYX BIOSCIENCES, INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

83-2996852
(I.R.S. Employer
Identification Number)

**12790 El Camino Real, Suite 200
San Diego, CA 92130**
(Address of principal executive offices, including zip code)

**2021 Equity Incentive Plan
2021 Employee Stock Purchase Plan**
(Full title of the plan)

**Raju Mohan, PhD
Chief Executive Officer
Ventyx Biosciences, Inc.
662 Encinitas Blvd, Suite 250
Encinitas, CA 92024**
(Name and address of agent for service)

(760) 593-4832
(Telephone number, including area code, of agent for service)

Copies to:

**Martin J. Waters
Robert L. Wernli, Jr.
Wilson Sonsini Goodrich & Rosati, P.C.
12235 El Camino Real
San Diego, California 92130
(858) 350-2300**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

Ventyx Biosciences, Inc. (the “Registrant”) is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) to register (i) 2,962,617 additional shares of common stock of the Registrant, par value \$0.0001 per share (“Common Stock”) under the Registrant’s 2021 Equity Incentive Plan (the “2021 Plan”), pursuant to the provision of the 2021 Plan providing for such automatic increase in the number of shares reserved for issuance, and (ii) 592,523 additional shares of Common Stock under the Registrant’s 2021 Employee Stock Purchase Plan (the “2021 ESPP”), pursuant to the provision of the 2021 ESPP providing for such automatic increase in the number of shares reserved for issuance.

Accordingly, contents of (i) the previous Registration Statement on Form S-8 filed by the Registrant with the Securities and Exchange Commission (the “Commission”) on January 5, 2023 (File No. 333-269130) and (ii) the previous Registration Statement on Form S-8 filed by the Registrant with the Commission on October 21, 2021 (File No. 333-260416) (together, the “Previous Forms S-8”), including the information incorporated by reference therein and the periodic reports filed after the Previous Forms S-8 to maintain current information about the Registrant, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8 (the “Registration Statement”).

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”) and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Commission:

- (1) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2022, filed with the Commission on March 23, 2023 (the “Annual Report”) pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”);

(2) All other reports filed by the Registrant with the Commission pursuant to Sections 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant's Annual Report (other than the portions of these documents not deemed to be filed); and

(3) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A (File No. 001-40928) filed with the Commission on October 18, 2021, pursuant to Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law authorizes a corporation's board of directors to grant, and authorizes a court to award, indemnity to officers, directors and other corporate agents.

Our certificate of incorporation contains provisions that limit the liability of our directors and certain of our officers for monetary damages to the fullest extent permitted by the Delaware General Corporation Law. Consequently, our directors will not be personally liable to us or our stockholders for monetary damages for any breach of fiduciary duties as directors, except liability for the following:

- any breach of their duty of loyalty to us or our stockholders;
- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the Delaware General Corporation Law; or
- any transaction from which they derived an improper personal benefit.

Similarly, our officers who at the time of an act or omission as to which liability is asserted consented to or are deemed to have consented to certain service of process rules under Delaware law will not be personally liable to us or our stockholders for monetary damages for any breach of fiduciary duties as officers, except for liability in connection with:

- any breach of their duty of loyalty to us or our stockholders;
- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- any transaction from which they derived an improper personal benefit; or
- any action by or in the right of the corporation.

Any amendment, repeal or elimination of these provisions will not eliminate or reduce the effect of these provisions in respect of any act, omission or claim that occurred or arose prior to that amendment, repeal or elimination. If the Delaware General Corporation Law is amended to provide for further limitations on the personal liability of directors or officers of corporations, then the personal liability of our directors and officers will be further limited to the greatest extent permitted by the Delaware General Corporation Law.

In addition, our bylaws provide that we will indemnify our directors and officers, and may indemnify our employees, agents and any other persons, to the fullest extent permitted by the Delaware General Corporation Law. Our bylaws also provide that we must advance expenses incurred by or on behalf of a director or officer in advance of the final disposition of any action or proceeding, subject to limited exceptions.

Further, we have entered into indemnification agreements with each of our directors and executive officers that may be broader than the specific indemnification provisions contained in the Delaware General Corporation Law. These indemnification agreements require us to, among other things, indemnify our directors and executive officers against liabilities that may arise by reason of their status or service. These indemnification agreements also generally require us to advance all expenses reasonably and actually incurred by our directors and executive officers in investigating or defending any such action, suit or proceeding. We believe that these agreements are necessary to attract and retain qualified individuals to serve as directors and executive officers.

The limitation of liability and indemnification provisions in our certificate of incorporation, bylaws and indemnification agreements may discourage stockholders from bringing a lawsuit against our directors and officers for breach of their fiduciary duties. They may also reduce the likelihood of derivative litigation against our directors and officers, even though an action, if successful, might benefit us and other stockholders. Further, a stockholder's investment may be adversely affected to the extent that we pay the costs of settlement and damage awards against our directors and officers as required by these indemnification provisions.

We have obtained insurance policies under which, subject to the limitations of the policies, coverage is provided to our directors and officers against loss arising from claims made by reason of breach of fiduciary duty or other wrongful acts as a director or officer, including claims relating to public securities matters, and to us with respect to payments that may be made by us to our directors and officers pursuant to our indemnification obligations or otherwise as a matter of law.

Certain of our non-employee directors may, through their relationships with their employers, be insured or indemnified against certain liabilities incurred in their capacity as members of our board of directors.

Item 8. Exhibits.

Exhibit Number	Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
4.2	Specimen common stock certificate of the Registrant	S-1/A	333-259891	4.2	October 15, 2021
5.1*	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation				
23.1*	Consent of Independent Registered Public Accounting Firm				
23.2*	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (contained in Exhibit 5.1 hereto)				
24.1*	Power of Attorney				
99.1	2021 Equity Incentive Plan, as amended, and forms of agreement thereunder	10-K	001-40928	10.3	March 23, 2023
99.2	2021 Employee Stock Purchase Plan	S-1/A	333-259891	10.4	October 15, 2021
107.1*	Filing Fee Table				

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on January 2, 2024.

VENTYX BIOSCIENCES, INC.

By: /s/ Raju Mohan
Raju Mohan, Ph.D.
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Raju Mohan</u> Raju Mohan, Ph.D.	Chief Executive Officer and Director (Principal Executive Officer)	January 2, 2024
<u>/s/ Martin Auster</u> Martin Auster, M.D.	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	January 2, 2024
<u>*</u> Sheila Gujrathi, M.D.	Executive Chairperson	January 2, 2024
<u>*</u> Onaiza Cadoret-Manier	Director	January 2, 2024
<u>*</u> Allison J. Hulme, Ph.D.	Director	January 2, 2024
<u>*</u> Somasundaram Subramaniam, M.B.A.	Director	January 2, 2024
<u>*</u> William White, J.D., M.P.P.	Director	January 2, 2024

*By: /s/ Raju Mohan
Raju Mohan
Attorney-in-Fact



Wilson Sonsini Goodrich & Rosati
Professional Corporation

650 Page Mill Road
Palo Alto, California 94304-1050

O: 650.493.9300

F: 650.493.6811

January 2, 2024

Ventyx Biosciences, Inc.
12790 El Camino Real, Suite 200
San Diego, CA 92130

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by Ventyx Biosciences, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission, on or about the date hereof, relating to the registration under the Securities Act of 1933, as amended, of shares of your common stock, par value \$0.0001 per share (the "Shares"), consisting of: (i) 2,962,617 shares of common stock to be issued under the Company's 2021 Equity Incentive Plan (the "2021 Plan"), and (ii) 592,523 shares of common stock to be issued under the Company's 2021 Employee Stock Purchase Plan (the "2021 ESPP" and, together with the 2021 Plan, the "Plans"). As your legal counsel, we have reviewed the actions proposed to be taken by you in connection with the issuance and sale of the Shares to be issued under the Plans.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when issued and sold in the manner described in the Plans and pursuant to the agreements that accompany the Plans, will be legally and validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the above-referenced Registration Statement and to the use of our name wherever it appears in the Registration Statement and in any amendments thereto. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Wilson Sonsini Goodrich & Rosati, P.C.

 WILSON SONSINI GOODRICH & ROSATI,
 Professional Corporation

AUSTIN BEIJING BOSTON BOULDER BRUSSELS HONG KONG LONDON LOS ANGELES NEW YORK PALO ALTO
 SALT LAKE CITY SAN DIEGO SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, DC WILMINGTON, DE

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2021 Equity Incentive Plan and the 2021 Employee Stock Purchase Plan of Ventyx Biosciences, Inc. of our report dated March 23, 2023, with respect to the financial statements of Ventyx Biosciences, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California
January 2, 2024

POWER OF ATTORNEY – VENTYX BIOSCIENCES, INC. DIRECTORS

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned directors of VENTYX BIOSCIENCES, INC., a Delaware corporation (the “Company”), hereby nominates and appoints RAJU MOHAN, MARTIN AUSTER and CHRISTOPHER KRUEGER, and each of them acting or signing singly, as such director’s agents and attorneys-in-fact, in his respective name and in the capacity or capacities indicated below, to execute and/or file, with all exhibits thereto, and other documents filed in connection therewith or constituting a part thereof:

(1) a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “Securities Act”), in connection with the registration under the Securities Act of additional shares of common stock of the Company (“Common Stock”) that may be issued, effective as of January 1, 2024, pursuant to (i) Section 3.2 of the Ventyx Biosciences, Inc. 2021 Equity Incentive Plan (the “2021 Plan”), and (ii) Section 3.2 of the Ventyx Biosciences, Inc. 2021 Employee Stock Purchase Plan (the “2021 ESPP”); and

(2) any one or more amendments to any part of the foregoing registration statement, including any post-effective amendments, or appendices or supplements that may be required to be filed under the Securities Act to keep such registration statement effective or to terminate its effectiveness.

Section 3.2 of the 2021 Plan provides that the maximum aggregate number of shares of Common Stock that may be issued under the 2021 Plan will be increased on the first day of each fiscal year beginning with the 2023 fiscal year, by a number of shares of Common Stock equal to the lesser of (i) 5,102,000 shares of Common Stock, (ii) five percent (5%) of the total number of shares of all classes of Common Stock of the Company outstanding on the last day of the immediately preceding fiscal year, and (iii) a lesser number of shares of Common Stock determined by the Company’s board of directors (the “Board”).

Section 3.2 of the 2021 ESPP provides that that the total number of shares of Common Stock reserved and available for issuance under the 2021 ESPP will be increased on the first day of each fiscal year beginning with the 2023 fiscal year, by a number of shares of Common Stock equal to the lesser of (i) 1,020,000 shares of Common Stock, (ii) one percent (1.0%) of the outstanding shares of Common Stock on the last day of the immediately preceding fiscal year, or (iii) an amount determined by the Board.

Further, the undersigned do hereby authorize and direct such agents and attorneys-in-fact to take any and all actions and execute and file any and all documents with the Securities and Exchange Commission (the “SEC”) or state regulatory agencies, necessary, proper or convenient in their opinion to comply with the Securities Act and the rules and regulations or orders of the SEC, or state regulatory agencies, adopted or issued pursuant thereto, to the end that the registration statement of the Company shall become effective under the Securities Act and any other applicable law.

Finally, each of the undersigned does hereby ratify, confirm and approve each and every act and document which the said appointment agents and attorneys-in-fact may take, execute or file pursuant thereto with the same force and effect as though such action had been taken or such documents had been executed or filed by the undersigned respectively.

This Power of Attorney shall remain in full force and effect until revoked or superseded by written notice filed with the SEC.

/s/ Onaiza Cadoret-Manier
Onaiza Cadoret-Manier

Date: December 21, 2023

/s/ Sheila Gujrathi
Sheila Gujrathi

Date: December 21, 2023

/s/ Allison Hulme
Allison Hulme

Date: December 21, 2023

/s/ Somu Subramaniam
Somu Subramaniam

Date: December 21, 2023

/s/ William White
William White

Date: December 20, 2023

Calculation of Filing Fee Tables

Form S-8
(Form Type)Ventyx Biosciences, Inc.
(Exact name of registrant as specified in its charter)

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.0001 per share, reserved for issuance under the Registrant's 2021 Equity Incentive Plan	Rule 457(c) and Rule 457(h)	2,962,617(2)	\$2.48(4)	\$7,347,291	0.00014760	\$1,085.00
Equity	Common Stock, par value \$0.0001 per share, reserved for issuance under the Registrant's 2021 Employee Stock Purchase Plan	Rule 457(c) and Rule 457(h)	592,523(3)	\$2.11(5)	\$1,250,224	0.00014760	\$185.00
Total Offering Amounts			3,555,140		\$8,597,515		\$1,270.00
Total Fee Offsets(6)							—
Net Fee Due							\$1,270.00

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 (the "Registration Statement") shall also cover any additional shares of the Registrant's common stock, par value \$0.0001 per share (the "Common Stock") that become issuable under the Registrant's 2021 Equity Incentive Plan (the "2021 Plan") or the Registrant's 2021 Employee Stock Purchase Plan (the "2021 ESPP") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration or conversion of the Registrant's Common Stock that increases the number of outstanding shares of Common Stock.
- (2) Represents an automatic increase in the number of shares of Common Stock reserved for issuance pursuant to future awards under the 2021 Plan as a result of the annual evergreen increase under the 2021 Plan.

- (3) Represents an automatic increase in the number of shares of Common Stock reserved for issuance pursuant to future awards under the 2021 ESPP as a result of the annual evergreen increase under the 2021 ESPP.
- (4) Pursuant to Rule 457(c) and 457(h) under the Securities Act, and solely for the purpose of calculating the registration fee, the proposed maximum offering price per share is \$2.48, which is the average of the high and low prices of shares of Common Stock on The Nasdaq Global Select Market ("Nasdaq") on December 27, 2023 (such date being within five business days of the date that this Registration Statement was filed with the U.S. Securities and Exchange Commission (the "SEC")).
- (5) Pursuant to Rule 457(c) and 457(h) under the Securities Act, and solely for the purpose of calculating the registration fee, the proposed maximum offering price per share is \$2.11, which is 85% of the average of the high and low prices of shares of Common Stock on Nasdaq on December 27, 2023 (such date being within five business days of the date that this Registration Statement was filed with the SEC). Pursuant to the 2021 ESPP, the purchase price of the shares of common stock reserved for issuance thereunder will be 85% of the lower of the fair market value of the common stock on (i) the first trading day of the offering period or (ii) the exercise date.
- (6) The Registrant does not have any fee offsets.