

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>FAIRBAIRN EMILY</u> (Last) (First) (Middle) <u>10 ORINDA VIEW ROAD</u> (Street) <u>ORINDA CA 94563</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>IN8BIO, INC. [INAB]</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>08/03/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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				
Common Stock	08/03/2021		C		83,124	A	(1)	91,336	I	See footnote ⁽²⁾	
Common Stock	08/03/2021		C		27,706	A	(1)	27,706	I	See footnote ⁽³⁾	
Common Stock	08/03/2021		C		3,222,485	A	(1)	3,222,485	I	See footnote ⁽⁴⁾	
Common Stock	08/03/2021		P		100,000	A	\$10	3,322,485	I	See footnote ⁽⁴⁾	

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Preferred Stock	(1)	08/03/2021		C		75,588	(1)	(1)	Common Stock	83,124	\$0.00	0	I	See footnote ⁽²⁾	
Series A Preferred Stock	(1)	08/03/2021		C		25,195	(1)	(1)	Common Stock	27,706	\$0.00	0	I	See footnote ⁽³⁾	
Series A Preferred Stock	(1)	08/03/2021		C		2,930,332	(1)	(1)	Common Stock	3,222,485	\$0.00	0	I	See footnote ⁽⁴⁾	

1. Name and Address of Reporting Person* <u>FAIRBAIRN EMILY</u> (Last) (First) (Middle) <u>10 ORINDA VIEW ROAD</u> (Street) <u>ORINDA CA 94563</u> (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>Transcend Partners Opportunity Fund LLC</u> (Last) (First) (Middle) <u>10 ORINDA VIEW ROAD</u> (Street) <u>ORINDA CA 94563</u> (City) (State) (Zip)

Explanation of Responses:

1. Each share of Series A Preferred Stock was convertible at any time at the option of the holder, without payment of additional consideration, into Common Stock, on a 1.0997 for 1 basis, had no expiration date and

automatically converted into shares of Common Stock upon the closing of the Issuer's initial public offering.

2. The securities are held by Valley High Limited Partnership ("Valley High"). Emily Fairbairn is the sole managing partner of Valley High and has voting and investment power over the shares held by Valley High.

3. The securities are held by Emily T. Fairbairn Roth IRA ("Roth IRA"). Emily Fairbairn exercises control over the Roth IRA, and as such, has voting and investment power over the shares held by the Roth IRA.

4. The securities are held by Transcend Partners Opportunity Fund LLC ("Transcend"). Emily Fairbairn is the sole managing member of Transcend and has voting and investment power over the shares held by Transcend.

Remarks:

[/s/ Jason Minio, Attorney-in-Fact](#) [08/03/2021](#)

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** 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.