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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>Fletcher Aaron G.L.</u> (Last) (First) (Middle) C/O BIOS EQUITY PARTNERS 1751 RIVER RUN, SUITE 400 (Street) FORT WORTH TX 76107 (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/03/2021	
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	08/03/2021		C		574,432	A	(1)	574,432	I	See footnote(2)(3)(4)(5)(6)	
Common Stock	08/03/2021		C		1,876,624	A	(1)	1,876,624	I	See footnote(3)(4)(5)(6)(7)	
Common Stock	08/03/2021		C		251,211	A	(1)	251,211	I	See footnote(3)(4)(5)(6)(8)	
Common Stock	08/03/2021		C		997,433	A	(1)	997,433	I	See footnote(3)(4)(5)(6)(9)	
Common Stock	08/03/2021		C		340,712	A	(1)	340,712	I	See footnote(3)(4)(5)(6)(10)	
Common Stock	08/03/2021		C		2,225,316	A	(1)	2,225,316	I	See footnote(3)(4)(5)(6)(11)	
Common Stock	08/03/2021		C		359,374	A	(1)	359,374	I	See footnote(3)(4)(5)(6)(12)	

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			522,355	(1)	(1)	Common Stock	574,432	\$0.00	0	I	See footnote(2)(3)(4)(5)(6)
Series A Preferred Stock	(1)	08/03/2021		C			1,706,490	(1)	(1)	Common Stock	1,876,624	\$0.00	0	I	See footnote(3)(4)(5)(6)(7)
Series A Preferred Stock	(1)	08/03/2021		C			228,438	(1)	(1)	Common Stock	251,211	\$0.00	0	I	See footnote(3)(4)(5)(6)(8)
Series A Preferred Stock	(1)	08/03/2021		C			907,007	(1)	(1)	Common Stock	997,433	\$0.00	0	I	See footnote(3)(4)(5)(6)(9)
Series A Preferred Stock	(1)	08/03/2021		C			309,823	(1)	(1)	Common Stock	340,712	\$0.00	0	I	See footnote(3)(4)(5)(6)(10)
Series A Preferred Stock	(1)	08/03/2021		C			2,023,568	(1)	(1)	Common Stock	2,225,316	\$0.00	0	I	See footnote(3)(4)(5)(6)(11)
Series A Preferred Stock	(1)	08/03/2021		C			326,795	(1)	(1)	Common Stock	359,374	\$0.00	0	I	See footnote(3)(4)(5)(6)(12)

1. Name and Address of Reporting Person* <u>Fletcher Aaron G.L.</u> (Last) (First) (Middle) C/O BIOS EQUITY PARTNERS 1751 RIVER RUN, SUITE 400 (Street) FORT WORTH TX 76107 (City) (State) (Zip)

1. Name and Address of Reporting Person*		
BIOS Fund III, LP		
(Last)	(First)	(Middle)
1751 RIVER RUN SUITE 400		
(Street)		
FORT WORTH	TX	76107
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
BIOS Fund III NT, LP		
(Last)	(First)	(Middle)
1751 RIVER RUN SUITE 400		
(Street)		
FORT WORTH	TX	76107
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
BIOS Fund III QP, LP		
(Last)	(First)	(Middle)
1751 RIVER RUN SUITE 400		
(Street)		
FORT WORTH	TX	76107
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
BIOS Capital Management, LP		
(Last)	(First)	(Middle)
1751 RIVER RUN SUITE 400		
(Street)		
FORT WORTH	TX	76107
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
BIOS Advisors GP, LLC		
(Last)	(First)	(Middle)
1751 RIVER RUN SUITE 400		
(Street)		
FORT WORTH	TX	76107
(City)	(State)	(Zip)

Explanation of Responses:

- 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.
- The securities are directly held by Bios Fund II, LP ("Bios Fund II").
- Bios Equity Partners II, LP ("Bios Equity II") is the general partner of the following entities: Bios Fund II, Bios Fund II QP, LP ("Bios Fund II QP"), Bios Fund II NT, LP ("Bios Fund II NT") and BIOS Incysus Co-Invest I, LP ("BIOS Incysus"). Bios Equity Partners III, LP ("Bios Equity III") is the general partner of the following entities: Bios Fund III, LP ("Bios Fund III"), Bios Fund III QP, LP ("Bios Fund III QP") and Bios Fund III NT, LP ("Bios Fund III NT"). Bios Capital Management, LP ("Bios Management") and Cavu Management, LP ("Cavu Management") are the general partners of Bios Equity II and Bios Equity III. Bios Advisors GP, LLC ("Bios Advisors") is the general partner of Bios Management. Cavu Advisors LLC ("Cavu Advisors") is the general partner of Cavu Management. Bios Management and Bios Advisors are entities managed and controlled by Aaron G.L. Fletcher. Cavu Management and Cavu Advisors are entities managed and controlled by Leslie W. Kreis, Jr.
- Mr. Fletcher, Bios Management and Bios Advisors each share voting and investment control with respect to the shares held by Bios Fund II, Bios Fund II QP, Bios Fund II NT, BIOS Incysus, Bios Fund III, Bios Fund III QP and Bios Fund III NT (collectively, the "Bios Equity Entities"). Because of the relationship between Mr. Fletcher, Bios Management, Bios Advisors and the Bios Equity Entities, Mr. Fletcher, Bios Management and Bios Advisors each may be deemed to beneficially own the shares held directly by the Bios Equity Entities.
- For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, each Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his/its pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.
- Mr. Kreis, Cavu Management and Cavu Advisors each share voting and investment control with respect to the shares held by the Bios Equity Entities. Because of the relationship between Mr. Kreis, Cavu Management, Cavu Advisors and the Bios Equity Entities, Mr. Kreis, Cavu Management and Cavu Advisors each may be deemed to beneficially own the shares held directly by the Bios Equity Entities.
- The securities are directly held by Bios Fund II QP.
- The securities are directly held by Bios Fund II NT.
- The securities are directly held by BIOS Incysus.
- The securities are directly held by Bios Fund III.
- The securities are directly held by Bios Fund III QP.
- The securities are directly held by Bios Fund III NT.

Remarks:

