

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
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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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Ho William Tai-Wei</u> <hr/> (Last) (First) (Middle) C/O IN8BIO, INC. 350 5TH AVE. SUITE 5330 <hr/> (Street) NEW YORK NY 10118 <hr/> (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 <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <p style="text-align: center;">PRESIDENT AND CEO</p>		
			3. Date of Earliest Transaction (Month/Day/Year) 10/04/2024					
			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	10/04/2024		A		126,582	A	(1)	2,548,094	D	
Common Stock								72,999	I	By child
Common Stock								73,000	I	By child
Common Stock								36,500	I	See footnote(2)
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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 Warrants (right to buy)	\$1.25	10/04/2024		D(3)			81,967	(4)	06/13/2025	Common Stock	81,967	(3)(5)	0	D	
Series A Warrants (right to buy)	\$0.45	10/04/2024		A(3)		81,967		(4)	10/04/2025	Common Stock	81,967	(3)(5)	81,967	D	
Series C Warrants (right to buy)	\$0.27	10/04/2024		A		126,582		(4)	10/04/2027	Common Stock	126,582	(1)	126,582	D	

Explanation of Responses:

- The reported securities are included within 126,582 Issuer Units purchased by the Reporting Person for \$0.395 per Unit. Each Unit consists of one share of common stock and one Series C warrant representing the right to purchase 126,582 shares of common stock.
- The shares are held by a relative of the Reporting Person. The Reporting Person has voting power pursuant to a voting proxy.
- The reported transaction involved an amendment of an outstanding warrant, resulting in the deemed cancellation of the "old" warrant and the grant of a "replacement" warrant. The warrant was originally granted on December 13, 2023 with an exercise price of \$1.25 and expiration date of June 13, 2025. The exercise price was reduced to \$0.45 and the warrant expiration date was extended to October 4, 2025.
- Fully vested and exercisable.
- The reported securities are included within 81,967 Issuer Units purchased by the Reporting Person for \$1.22 per Unit. Each Unit consists of one share of common stock, one Series A warrant and one Series B warrant, each warrant represents the right to purchase 81,967 shares of common stock.

/s/ Jason Minio, Attorney-in-Fact

10/08/2024

** 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.

