

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
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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>Kreis Leslie W.</u> <hr/> (Last) (First) (Middle) C/O BIOS EQUITY PARTNERS 1751 RIVER RUN, SUITE 400 <hr/> (Street) FORT WORTH TX 76107 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/29/2021	3. Issuer Name and Ticker or Trading Symbol <u>IN8BIO, INC. [INAB]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(1)	(1)	Common Stock	574,432	(1)	I	See footnote ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾
Series A Preferred Stock	(1)	(1)	Common Stock	1,876,624	(1)	I	See footnote ⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾
Series A Preferred Stock	(1)	(1)	Common Stock	251,211	(1)	I	See footnote ⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁸⁾
Series A Preferred Stock	(1)	(1)	Common Stock	997,433	(1)	I	See footnote ⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁹⁾
Series A Preferred Stock	(1)	(1)	Common Stock	340,712	(1)	I	See footnote ⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽¹⁰⁾
Series A Preferred Stock	(1)	(1)	Common Stock	2,225,316	(1)	I	See footnote ⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽¹¹⁾
Series A Preferred Stock	(1)	(1)	Common Stock	359,374	(1)	I	See footnote ⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽¹²⁾

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

1. Name and Address of Reporting Person*

BIOS Fund II 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 II, 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 II 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 Incysus Co-Invest I, 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 Equity Partners II, 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 Equity Partners III, LP

(Last)	(First)	(Middle)
1751 RIVER RUN		
SUITE 400		
<hr/>		
(Street)		
FORT WORTH TX		76107
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

[Cavu Management, LP](#)

(Last)	(First)	(Middle)
1751 RIVER RUN		
SUITE 400		
<hr/>		
(Street)		
FORT WORTH TX		76107
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

[Cavu Advisors, LLC](#)

(Last)	(First)	(Middle)
1751 RIVER RUN		
SUITE 400		
<hr/>		
(Street)		
FORT WORTH TX		76107
<hr/>		
(City)	(State)	(Zip)

Explanation of Responses:

- Each share of Series A Preferred Stock is 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, has no expiration date and is expected to automatically convert 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:

This Form 3 is the first of two Forms 3 filed relating to the same event. The Form 3 has been split into two filings because there are more than 10 reporting persons in total, and the SEC's EDGAR filing system limits a single Form 3 to a maximum of 10 reporting person. The second Form 3 will be filed by Aaron Glenn Louis Fletcher as the designated filer.

[/s/ Leslie W. Kreis, Jr.](#) [07/29/2021](#)
[Bios Fund II NT, LP, By:](#) [07/29/2021](#)
[Bios Equity Partners II,](#)
[LP, its general partner, By:](#)
[Cavu Management, LP, its](#)
[general partner, By: Cavu](#)
[Advisors, LLC, its general](#)

partner, By: /s/ Leslie W. Kreis, Jr., Manager
Bios Fund II, LP, By: Bios Equity Partners II, LP, its general partner, By: Cavu Management, LP, its general partner, By: Cavu Advisors, LLC, its general partner, By: /s/ Leslie W. Kreis, Jr., Manager 07/29/2021

Bios Fund II QP, LP, By: Bios Equity Partners II, LP, its general partner, By: Cavu Management, LP, its general partner, By: Cavu Advisors, LLC, its general partner, By: /s/ Leslie W. Kreis, Jr., Manager 07/29/2021

BIOS Incysus Co-Invest I, LP, By: Bios Equity Partners II, LP, its general partner, By: Cavu Management, LP, its general partner, By: Cavu Advisors, LLC, its general partner, By: /s/ Leslie W. Kreis, Jr., Manager 07/29/2021

Bios Equity Partners II, LP, By: Cavu Management, LP, its general partner, By: Cavu Advisors, LLC, its general partner, By: /s/ Leslie W. Kreis, Jr., Manager 07/29/2021

Bios Equity Partners III, LP, By: Cavu Management, LP, its general partner, By: Cavu Advisors, LLC, its general partner, By: /s/ Leslie W. Kreis, Jr., Manager 07/29/2021

Cavu Management, LP, By: Cavu Advisors, LLC, its general partner, By: /s/ Leslie W. Kreis, Jr., Manager 07/29/2021

Cavu Advisors, LLC, By: /s/ Leslie W. Kreis, Jr., Manager 07/29/2021

** 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 5 (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.