

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).

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>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) 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								601,980	I	By Bios Fund III, NT, LP <sup>(3)(4)</sup> <sub>(5)(6)(7)</sub>
Common Stock								3,727,597	I	By Bios Fund III QP, LP <sup>(3)(4)</sup> <sub>(5)(6)(7)</sub>
Common Stock								570,724	I	By Bios Fund III, LP <sup>(3)(4)(5)(6)(7)</sup>
Common Stock								574,432	I	By Bios Fund II, LP <sup>(3)(4)(5)(6)(7)</sup>
Common Stock								1,876,624	I	By Bios Fund II QP, LP <sup>(3)(4)(5)(6)(7)</sup>
Common Stock								251,211	I	By Bios Fund II NT, LP <sup>(3)(4)(5)(6)(7)</sup>
Common Stock								997,433	I	By BIOS Incysus Co-Invest I, LP <sup>(3)(4)(5)(6)(7)</sup>

**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				
Pre-Funded Warrants	\$0.0001	10/04/2024		P		709,040		(1)	(1)	Common Stock	574,241	(1)	1,283,281	I	By Bios Clinical Opportunity Fund, LP <sup>(6)(7)</sup>
Series C Warrant	\$0.27	10/04/2024		P		709,040		10/04/2024	10/04/2027	Common Stock	709,040	(1)	709,040	I	By Bios Clinical Opportunity Fund, LP <sup>(6)(7)</sup>
Series A Warrant	\$1.25	10/04/2024		D <sup>(2)</sup>		574,241		12/13/2023	06/13/2025	Common Stock	574,241	(2)	0	I	By Bios Clinical Opportunity Fund, LP <sup>(6)(7)</sup>
Series A Warrant	\$0.45	10/04/2024		A <sup>(2)</sup>		574,241		12/13/2023	10/04/2025	Common Stock	574,241	(2)	574,241	I	By Bios Clinical Opportunity Fund, LP <sup>(6)(7)</sup>
Series B Warrant	\$1.5							12/13/2023	12/13/2028	Common Stock	574,241		574,241	I	By Bios Clinical Opportunity Fund, LP <sup>(6)(7)</sup>

**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				
Stock Option	\$1.0685							(9)	03/11/2029	Common Stock	12,775		12,775	I	See Footnotes <sup>(3)(4)(5)(6)(7)(8)</sup>
Stock Option	\$10							(9)	07/29/2031	Common Stock	10,500		10,500	I	See Footnotes <sup>(3)(4)(5)(6)(7)(8)</sup>
Stock Option	\$2.24							(9)	06/01/2032	Common Stock	13,500		13,500	I	See Footnotes <sup>(3)(4)(5)(6)(7)(8)</sup>
Stock Option	\$2.12							(10)	06/15/2033	Common Stock	85,000		85,000	I	See Footnotes <sup>(3)(4)(5)(6)(7)(8)</sup>

1. Name and Address of Reporting Person\*  
[Fletcher Aaron G.L.](#)

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(Last) (First) (Middle)  
C/O BIOS EQUITY PARTNERS  
1751 RIVER RUN SUITE 400

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(Street)  
FORT WORTH TX 76107

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[BIOS Fund II, LP](#)

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(Last) (First) (Middle)  
C/O BIOS EQUITY PARTNERS  
1751 RIVER RUN SUITE 400

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(Street)  
FORT WORTH TX 76107

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[BIOS Fund II QP, LP](#)

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1751 RIVER RUN SUITE 400

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FORT WORTH TX 76107

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[BIOS Fund II NT, LP](#)

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FORT WORTH TX 76107

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[BIOS Incysus Co-Invest I, LP](#)

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C/O BIOS EQUITY PARTNERS  
1751 RIVER RUN SUITE 400

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(Street)  
FORT WORTH TX 76107

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(City) (State) (Zip)

1. Name and Address of Reporting Person*		
<a href="#">Bios Clinical Opportunity Fund, LP</a>		
(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*		
<a href="#">Bios Equity COF, LP</a>		
(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*		
<a href="#">BIOS Capital Management, LP</a>		
(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*		
<a href="#">BIOS Advisors GP, LLC</a>		
(Last)	(First)	(Middle)
C/O BIOS EQUITY PARTNERS		
1751 RIVER RUN SUITE 400		
(Street)		
FORT WORTH	TX	76107
(City) (State) (Zip)		

**Explanation of Responses:**

- Pursuant to a Securities Purchase Agreement (the "Purchase Agreement"), dated as of September 30, 2024, between In8bio, Inc. (the "Issuer"), Bios Clinical Opportunity Fund, LP ("Bios COF Fund") and the Issuer, Bios COF purchased from the Issuer in a private placement 709,040 units at a price of \$0.3949 per unit, each unit consisting of (i) one pre-funded warrant (the "Pre-Funded Warrants") to purchase one share of Common Stock and (ii) one Series C warrant (the "Series C Warrants") to purchase one share of Common Stock. The Pre-Funded Warrants have an exercise price of \$0.0001 per share, will be exercisable immediately and will be exercisable until the Pre-Funded Warrant is exercised in full.
- In connection with the entry into the Purchase Agreement, the Series A warrants initially issued to Bios COF on December 13, 2023 were amended to reduce the exercise price of such warrants, which constitutes a cancellation of the old warrants and a grant of the new Series A warrants. In connection with such amendment, the termination date of such warrants was extended to October 4, 2024.
- Bios Equity Partners, LP ("Bios Equity I") is the general partner of BP Directors, LP ("Bios Directors"). Bios Equity Partners II, LP ("Bios Equity II") is the general partner of the following entities: Bios Fund II, LP ("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, Bios Advisors, Mr. Kreis, Cavu Management and Cavu Advisors each share voting and investment control with respect to the shares held by Bios Directors, 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, Mr. Kreis, Cavu Management, Cavu Advisors and the Bios Equity Entities, Mr. Fletcher, Bios Management, Bios Advisors, Mr. Kreis, Cavu Management and Cavu Advisors each may be deemed to beneficially own the shares held directly by the Bios Equity Entities.
- Bios Equity COF, LP ("Bios Equity COF") is the general partner of Bios COF. Bios Management is the general partner of Bios Equity COF. Bios Advisors is the general partner of Bios Management. Bios Management and are entities managed and controlled by Mr. Fletcher. Mr. Fletcher, Bios Management and Bios Advisors each share voting and investment control with respect to the shares held by Bios COF. Because of the relationship between Mr. Fletcher, Bios Management, Bios Advisors and Bios Equity COF, Mr. Fletcher, Bios Management and Bios Advisors may be deemed to beneficially own the securities held directly by Bios COF.
- 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.
- Consists of options granted in consideration for Travis Whitfill's services as director of the Issuer. Mr. Whitfill has agreed that he will hold any equity based awards granted to Mr. Whitfill in connection with his services as a director of the Issuer merely as a nominee for Bios Directors. Mr. Whitfill is not currently an affiliate of any of the Reporting Persons.
- All of the shares subject to the reported options have fully vested.
- One twelfth (1/12th) of the shares subject to the reported options shall vest in equal monthly installments commencing on July 15, 2023 and will be fully vested on the date of the next annual meeting of the Issuer's stockholders, subject to the Mr. Whitfill continuing to provide service as a director of the Issuer through each such date.

**Remarks:**

This Form 4 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 4 to a maximum of 10 reporting persons. The other Form 4 relating to the same event is being filed by Mr. Kreis as the designated filer.

[Aaron G.L. Fletcher By: /s/ Daniel Schwarz, as attorney-in-fact](#) 10/11/2024  
[Bios Fund II, LP By: Bios Equity Partners II, LP, its general partner](#) 10/11/2024  
[By: Bios Capital Management, LP, its general partner](#)  
[By: Bios Advisors GP, LLC, its general](#)

