SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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 Addres Bios Equity F	Requirin (Month/I	2. Date of Event Requiring Statement (Month/Day/Year) 08/13/2021		3. Issuer Name and Ticker or Trading Symbol <u>IN8BIO, INC.</u> [INAB]									
(Last) (First) (Middle) 1751 RIVER RUN, SUITE 400					4. Relationship of Reporting Perso Issuer (Check all applicable) Director X 10			son(s) to L0% Owner		5. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street) FORT TX 76107 WORTH				_	Officer (give title below)	Other (s below)		ecify (Check Appl Form Persc		iled by One Reporting			
(City) (Sta	ite)	(Zip)											
Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security (Instr. 4) 2. Amount of Securities 3. Ownership 4. Nature of Indirect Beneficial													
1. Title of Security				2. Amount of Securities Beneficially Owned (Instr. 4) (D) or Ir (I) (Instr		irect direct	rect Ownership (Instr. 5) irect						
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)													
			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		5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr.	
		Date Exercisable			Title	Nur	ount or mber of ares	Deriva	tive	or Indirect (I) (Instr. 5)	5)		
Stock Option (right to buy) ⁽¹⁾			(2)	(2) 03/11/		Common Stock	12,775 ⁽¹⁾⁽²⁾		1.0685		Ι	By BP Directors, LP ⁽¹⁾ (5)(6)	
Stock Option (right to buy) ⁽³⁾		(4)	(4) 07/29/2031		Common Stock	10,	500 ⁽³⁾⁽⁴⁾ 10		0	Ι	By BP Directors, LP ⁽³⁾ ⁽⁵⁾⁽⁶⁾		
1. Name and Address of Reporting Person* Bios Equity Partners, LP													
(Last) (First) 1751 RIVER RUN, SUITE 400		(Middle)	1iddle)										
(Street) FORT WORTH TX 76			76107										
(City)	(Zip)												
1. Name and Address of Reporting Person [*] BP Directors, LP													
(Last) (First) (Mid 1751 RIVER RUN, SUITE 400			(Middle)										
(Street) FORT WORTH TX 761			76107										
(City) (State)			(Zip)										

Explanation of Responses:

1. Consists of options to purchase 12,775 shares of common stock of the Issuer, par value \$0.0001 per share, granted in consideration for Travis Whitfill's services as a director of the Issuer.

2. Twenty-five percent (25%) of the shares subject to the option vested on March 15, 2020, and the remaining shares subject to the options vested or shall vest in thirty-six (36) equal monthly installments thereafter, subject to Mr. Whitfill continuing to provide services through each such date.

3. Consists of options to purchase 10,500 shares of common stock of the Issuer, par value \$0.0001 per share, granted in consideration for Mr. Whitfill's services as a director of the Issuer.

4. One twelfth (1/12th) of the shares subject to the option shall vest in equal monthly installments commencing on August 29, 2021 and will be fully vested on the date of the next annual meeting of the Issuer's stockholders, subject to Mr. Whitfill continuing to provide services through each such date.

5. Bios Equity Partners, LP ("Bios Equity I") is the general partner of BP Directors, LP ("Bios Directors").

6. Pursuant to a preexisting agreement, Mr. Whitfill is deemed to hold the reported options for the benefit of Bios Directors. Bios Directors may be deemed the direct or indirect beneficial owner of the options, and Bios Equity I may be deemed the indirect beneficial owner of the options through its indirect interest in Bios Directors. Bios Directors and Bios Equity I each disclaim beneficial ownership of any of the reported securities except to the extent of their pecuniary interest therein.

> **Bios Equity Partners**, LP By: Cavu Management, LP, its general partner By: Cavu Advisors, LLC, its 08/17/2021 general Partner By:/s/ Leslie W. Kreis, Jr., Manager **BP Directors**, LP By: Bios Equity Partners, LP, its general partner By: Cavu Management, LP, its 08/17/2021 general partner By: Cavu Advisors, LLC, its general Partner By:/s/ Leslie W. Kreis, Jr., Manager

** Signature of Reporting Date

Person

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.