
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

IN8BIO, INC.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

45674E109

(CUSIP Number)

**Bios Equity Partners, LP
1751 River Run, Suite 400
Fort Worth, TX, 76107
(817) 984-9197**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

12/22/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 45674E109

Name of reporting person

1

BIOS Fund II, LP

2

Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only
Source of funds (See Instructions)

4 WC
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 DELAWARE

Sole Voting Power

7

0.00

Number of Shares Beneficially

Shared Voting Power

Owned by Each Reporting Person

8

19,147.00

With: Sole Dispositive Power

9

0.00

Shared Dispositive Power

10

19,147.00

Aggregate amount beneficially owned by each reporting person

11 19,147.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
Percent of class represented by amount in Row (11)

13 0.2 %

Type of Reporting Person (See Instructions)

14 PN

Comment for Type of Reporting Person: Percentage based on 9,761,425 outstanding shares as of December 19, 2025, provided by Issuer.

SCHEDULE 13D

CUSIP No. 45674E109

Name of reporting person

1 BIOS Fund II QP, LP

Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
Source of funds (See Instructions)

4 WC
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6

DELAWARE

Sole Voting Power

7

Number of
Shares
Beneficially

0.00

Shared Voting Power

8

Owned by
Each

62,554.00

Sole Dispositive Power

9

Reporting
Person

0.00

With:

Shared Dispositive Power

10

62,554.00

Aggregate amount beneficially owned by each reporting person

11

62,554.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

0.6 %

Type of Reporting Person (See Instructions)

14

PN

**Comment for Type of Reporting
Person:**

Percentage based on 9,761,425 outstanding shares as of December 19, 2025, provided by
Issuer.

SCHEDULE 13D

CUSIP No. 45674E109

Name of reporting person

1

BIOS Fund II NT, LP

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

WC

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

DELAWARE

Number of
Shares

Sole Voting Power

7

Beneficially
Owned by

0.00

Shared Voting Power

8

Each
Reporting
Person

8,373.00

With:

Sole Dispositive Power

9

0.00

10 Shared Dispositive Power

8,373.00

Aggregate amount beneficially owned by each reporting person

11

8,373.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

0.1 %

Type of Reporting Person (See Instructions)

14

PN

Comment for Type of Reporting Person:

Percentage based on 9,761,425 outstanding shares as of December 19, 2025, provided by Issuer.

SCHEDULE 13D

CUSIP No. 45674E109

Name of reporting person

1

BIOS Incysus Co-Invest I, LP

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

WC

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

DELAWARE

Sole Voting Power

7

0.00

Number of Shares

Shared Voting Power

Beneficially Owned by

8

33,247.00

Each Reporting Person

9

Sole Dispositive Power

With:

0.00

Shared Dispositive Power

10

33,247.00

Aggregate amount beneficially owned by each reporting person

11

33,247.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

0.3 %

14 Type of Reporting Person (See Instructions)

PN

Comment for Type of Reporting Person: Percentage based on 9,761,425 outstanding shares as of December 19, 2025, provided by Issuer. As of December 24, 2025, all shares owned by BIOS Incysus Co-Invest I, LP have been sold.

SCHEDULE 13D

CUSIP No. 45674E109

Name of reporting person

1

BIOS Fund III, LP

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

WC

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

DELAWARE

Sole Voting Power

7

0.00

Number of Shares

Shared Voting Power

Beneficially Owned by

8

19,024.00

Each Reporting Person

9

Sole Dispositive Power

With:

0.00

Shared Dispositive Power

10

19,024.00

Aggregate amount beneficially owned by each reporting person

11

19,024.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

0.2 %

Type of Reporting Person (See Instructions)

14

PN

Comment for Type of Reporting Person: Percentage based on 9,761,425 outstanding shares as of December 19, 2025, provided by Issuer.

SCHEDULE 13D

1 Name of reporting person
 BIOS Fund III QP, LP
 Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only

4 Source of funds (See Instructions)
 WC
 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
 Citizenship or place of organization

6 DELAWARE

7 Sole Voting Power
 0.00
 Shared Voting Power

8 Number of Shares Beneficially Owned by Each Reporting Person With:
 124,253.00
 Sole Dispositive Power

9 0.00
 Shared Dispositive Power

10 124,253.00
 Aggregate amount beneficially owned by each reporting person

11 124,253.00
 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
 Percent of class represented by amount in Row (11)

13 1.3 %
 Type of Reporting Person (See Instructions)

14 PN

Comment for Type of Reporting Person: Percentage based on 9,761,425 outstanding shares as of December 19, 2025, provided by Issuer.

SCHEDULE 13D

1 Name of reporting person
 BIOS Fund III NT, LP
 Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only

4 Source of funds (See Instructions)
 WC
 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
 5
 Citizenship or place of organization
 6 DELAWARE
 Sole Voting Power
 7
 Number of Shares Beneficially Owned by Each Reporting Person With: 8 0.00
 Shared Voting Power
 20,066.00
 Sole Dispositive Power
 9 0.00
 Shared Dispositive Power
 10 20,066.00
 Aggregate amount beneficially owned by each reporting person
 11 20,066.00
 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
 12
 Percent of class represented by amount in Row (11)
 13 0.2 %
 Type of Reporting Person (See Instructions)
 14 PN

Comment for Type of Reporting Person: Percentage based on 9,761,425 outstanding shares as of December 19, 2025, provided by Issuer.

SCHEDULE 13D

CUSIP No. 45674E109

1 Name of reporting person
 Bios Clinical Opportunity Fund, LP
 Check the appropriate box if a member of a Group (See Instructions)
 2 (a)
 (b)
 3 SEC use only
 Source of funds (See Instructions)
 4 WC
 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
 5
 Citizenship or place of organization
 6 DELAWARE
 Number of Shares 7 Sole Voting Power

Beneficially 0.00
Owned by Shared Voting Power
Each 8
Reporting 104,693.00
Person
With: Sole Dispositive Power
9
0.00
Shared Dispositive Power
10
104,693.00

Aggregate amount beneficially owned by each reporting person

11
104,693.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13
1.1 %

Type of Reporting Person (See Instructions)

14
PN

Comment Shared voting and dispositive power includes a total of 104,693 shares of common stock, par value \$0.0001 per share
for Type ("Shares") issuable upon the exercise of warrants directly held by Bios Clinical Opportunity Fund, LP ("Bios COF"),
of consisting of 81,059 pre-funded warrants and 23,634 Series C warrants as of the date hereof (together, the "Bios COF
Reporting Warrants"). All of the Bios COF Warrants are exercisable as of the date hereof. However, each of the Bios COF
Person: Warrants is subject to a restriction on exercise to the extent the beneficial ownership of the Reporting Persons would
exceed 9.99% (the "Beneficial Ownership Limitation").

SCHEDULE 13D

CUSIP No. 45674E109

Name of reporting person

1
BP Directors, LP

Check the appropriate box if a member of a Group (See Instructions)

2
 (a)
 (b)

3
SEC use only
Source of funds (See Instructions)

4
OO
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6
DELAWARE

Number of Sole Voting Power
Shares 7
Beneficially 0.00
Owned by Shared Voting Power
Each 8
Reporting 0.00
Person
With: Sole Dispositive Power
9
0.00

10 Shared Dispositive Power

0.00

Aggregate amount beneficially owned by each reporting person

11

0.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

0.0 %

Type of Reporting Person (See Instructions)

14

PN

Comment Shared voting and dispositive power consists of 0 Shares issuable upon exercise of options granted in consideration for **for Type** Travis Whitfill's services as a director of the Issuer, which are exercisable or will be immediately exercisable within 60 **of** days of the date hereof (the "Bios Directors Options"). Pursuant to an agreement with BP Directors, LP ("Bios **Reporting** Directors"), Mr. Whitfill has agreed that he will hold certain equity-based awards granted to him in connection with his **Person:** services as a director of the Issuer while affiliated with Bios Directors (including the Bios Directors Options) merely as a nominee for Bios Directors. Mr. Whitfill is not currently an affiliate of any of the Reporting Persons. Percentage based on 9,761,425 Shares, consisting of (i) 9,761,425 Shares outstanding as of December 19, 2025, provided by Issuer, and (ii) 0 Shares issuable upon exercise of the Bios Directors Options.

SCHEDULE 13D

CUSIP No. 45674E109

Name of reporting person

1

Bios Equity Partners, LP

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

AF

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

TEXAS

Sole Voting Power

7

0.00

Number of
Shares

Shared Voting Power

Beneficially
Owned by

8

0.00

Each
Reporting

9

Sole Dispositive Power

Person
With:

0.00

Shared Dispositive Power

10

0.00

11

Aggregate amount beneficially owned by each reporting person

0.00
 12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

 13 Percent of class represented by amount in Row (11)
 0.0 %
 14 Type of Reporting Person (See Instructions)
 PN

Comment Percentage based on 9,761,425 outstanding shares as of December 19, 2025, provided by Issuer. Shared voting and
for Type dispositive power consists of 0 Shares issuable upon exercise of the Bios Directors Options. Bios Equity Partners, LP
of ("Bios Equity I") is the general partner of Bios Directors. In its capacity as the general partner of Bios Directors, Bios
Reporting Equity I may be deemed to have shared voting and/or dispositive power with respect to Shares directly or indirectly
Person: held by Bios Directors.

SCHEDULE 13D

CUSIP No. 45674E109

1 Name of reporting person
 Bios Equity Partners II, LP
 Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
 4 Source of funds (See Instructions)
 AF
 5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization
 TEXAS
 7 Sole Voting Power
 0.00
 Number of
 Shares
 Beneficially 8 Shared Voting Power
 Owned by 123,321.00
 Each
 Reporting 9 Sole Dispositive Power
 Person 0.00
 With: Shared Dispositive Power
 10 123,321.00
 11 Aggregate amount beneficially owned by each reporting person
 123,321.00
 12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

 13 Percent of class represented by amount in Row (11)
 1.3 %
 14 Type of Reporting Person (See Instructions)

Comment for Type of Reporting Person: Percentage based on 9,761,425 outstanding shares as of December 19, 2025, provided by Issuer. Shared voting and dispositive power consists of of (i) 19,147 Shares directly held by Bios Fund II, LP ("Bios Fund II"), (ii) 62,554 Shares directly held by Bios Fund II QP, LP ("Bios Fund II QP"), (iii) 8,373 Shares directly held by Bios Fund II NT, LP ("Bios Fund II NT") and (iv) 33,247 Shares directly held by BIOS Incysus Co-Invest I, LP ("BIOS Incysus"), in each case, as of the date hereof. Bios Equity Partners II, LP ("Bios Equity II") is the general partner of Bios Fund II, Bios Fund II QP, Bios Fund II NT and BIOS Incysus. In its capacity as the general partner of these entities, Bios Equity II may be deemed to have shared voting and/or dispositive power with respect to Shares directly or indirectly held by these entities.

SCHEDULE 13D

CUSIP No. 45674E109

1 Name of reporting person
 BIOS Equity Partners III, LP
 Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
 Source of funds (See Instructions)

4 AF
 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
 Citizenship or place of organization

6 TEXAS

7 Sole Voting Power
 0.00

Number of Shares Beneficially Owned by Each Reporting Person With: 8 Shared Voting Power
 163,343.00

9 Sole Dispositive Power
 0.00

10 Shared Dispositive Power
 163,343.00

11 Aggregate amount beneficially owned by each reporting person
 163,343.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13 Percent of class represented by amount in Row (11)
 1.7 %

14 Type of Reporting Person (See Instructions)
 PN

Comment for Type of Reporting Person: Percentage based on 9,761,425 outstanding shares as of December 19, 2025, provided by Issuer. Shared voting and dispositive power consists of of (i) 19,024 Shares directly held by Bios Fund III, LP ("Bios Fund III"), (ii) 124,253 Shares directly held by Bios Fund III QP ("Bios Fund III QP"), and (iii) 20,066 Shares directly held by Bios Fund III

Reporting Person: NT ("Bios Fund III NT"), in each case, as of the date hereof. Bios Equity Partners III, LP ("Bios Equity III") is the general partner of Bios Fund III, Bios Fund III QP and Bios Fund III NT. In its capacity as the general partner of these entities, Bios Equity III may be deemed to have shared voting and/or dispositive power with respect to Shares directly or indirectly held by these entities.

SCHEDULE 13D

CUSIP No. 45674E109

1 Name of reporting person
Bios Equity COF, LP
Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
Source of funds (See Instructions)

4 AF
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 TEXAS

7 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person 0.00

8 Shared Voting Power
Sole Dispositive Power
With: 104,693.00

9 0.00
Shared Dispositive Power

10 104,693.00
Aggregate amount beneficially owned by each reporting person

11 104,693.00
Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
Percent of class represented by amount in Row (11)

13 1.1 %
Type of Reporting Person (See Instructions)

14 PN

Comment for Type of Reporting Person: Shared voting and dispositive power includes a total of 104,693 Shares issuable upon the exercise of the Bios COF Warrants that are not currently exercisable due to the Beneficial Ownership Limitation. Bios Equity COF, LP ("Bios Equity COF") is the general partner of Bios COF. In its capacity as the general partner of Bios COF, Bios Equity COF may be deemed to have shared voting and/or dispositive power with respect to Shares directly or indirectly held by Bios COF.

SCHEDULE 13D

Name of reporting person

1

Cavu Management, LP

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

AF

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

TEXAS

Sole Voting Power

7

0.00

Number of
Shares

Shared Voting Power

Beneficially 8

Owned by

286,664.00

Each

Sole Dispositive Power

Reporting 9

Person

0.00

With:

Shared Dispositive Power

10

286,664.00

Aggregate amount beneficially owned by each reporting person

11

286,664.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

2.9 %

Type of Reporting Person (See Instructions)

14

PN

Comment for Type of Reporting Person: Shared voting and dispositive power consists of (i) 0 Shares issuable upon exercise of the Bios Directors Options, (ii) 19,147 Shares directly held by Bios Fund II, (iii) 62,554 Shares directly held by Bios Fund II QP, (iv) 8,373 Shares directly held by Bios Fund II NT, (v) 33,247 Shares directly held by BIOS Incysus, (vi) 19,024 Shares directly held by Bios Fund III, (vii) 124,253 Shares directly held by Bios Fund III QP and (viii) 20,066 Shares directly held by Bios Fund III NT, in each case, as of the date hereof. Bios Equity Partners I is the general partner of Bios Directors. Bios Equity Partners II is the general partner of Bios Fund II, Bios Fund II QP and Bios Fund II NT (collectively the "Bios Equity II Entities"). Bios Equity Partners III is the general partner of Bios Fund III, Bios Fund III QP and Bios Fund III NT (collectively the "Bios Equity III Entities"). Cavu Management, LP ("Cavu Management") is a general partner of Bios Equity I, Bios Equity II and Bios Equity III. In its capacity as a general partner of Bios Equity I, Bios Equity II and Bios Equity III, Cavu Management may be deemed to have shared voting and/or dispositive power with respect to Shares directly or indirectly held by Bios Directors, the Bios Equity II Entities and the Bios Equity III Entities. Percentage based on 9,761,425 Shares, consisting of (i) 9,761,425 Shares outstanding as of December 19, 2025, provided by Issuer, and (ii) 0 Shares issuable upon exercise of the Bios Directors Options.

CUSIP No.

Name of reporting person

1 BIOS Capital Management, LP

Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only

Source of funds (See Instructions)

4 AF

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6 TEXAS

Sole Voting Power

7

0.00

Number of Shares

Shared Voting Power

Beneficially 8

Owned by 391,357.00

Each

Sole Dispositive Power

Reporting 9

0.00

Person

With:

Shared Dispositive Power

10

391,357.00

Aggregate amount beneficially owned by each reporting person

11 391,357.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13 4.0 %

Type of Reporting Person (See Instructions)

14 PN

Comment for Type of Reporting Person: Shared voting and dispositive power consists of (i) 0 Shares issuable upon exercise of the Bios Directors Options, (ii) 19,147 Shares directly held by Bios Fund II, (iii) 62,554 Shares directly held by Bios Fund II QP, (iv) 8,373 Shares directly held by Bios Fund II NT, (v) 33,247 Shares directly held by BIOS Incysus, (vi)) 19,024 Shares directly held by Bios Fund III, (vii) 124,253 Shares directly held by Bios Fund III QP, (viii) 20,066 Shares directly held by Bios Fund III NT, and (ix) 104,693 Shares issuable upon exercise of the Bios COF Warrants, in each case, as of the date hereof. Excludes a total of 2,742,506 Shares issuable upon the exercise of the Bios COF Warrants that are not currently exercisable due to the Beneficial Ownership Limitation. Bios Equity Partners I is the general partner of Bios Directors. Bios Equity Partners II is the general partner of the Bios II Entities. Bios Equity Partners III is the general partner of the Bios III Entities. Bios Equity COF is the general partner of Bios COF. Bios Capital Management, LP ("Bios Management") is a general partner of Bios Equity I, Bios Equity II, Bios Equity III, and is the general partner of Bios Equity COF. In its capacity as a general partner of Bios Equity I, Bios Equity II and Bios Equity III and the general partner of Bios Equity COF, Bios Management may be deemed to have shared voting and/or dispositive power with respect to Shares directly or indirectly held by Bios Directors, the Bios Equity II Entities, the Bios Equity III Entities and Bios COF. Percentage based on 9,866,118 Shares, consisting of (i) 9,761,425 Shares outstanding as of December 19, 2025, provided by Issuer, (ii) 0 Shares issuable upon exercise of the Bios Directors Options, and (iii) 104,693 Shares issuable upon exercise of the Bios COF Warrants.

SCHEDULE 13D

CUSIP No. 45674E109

1 Name of reporting person
Cavu Advisors, LLC
Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
Source of funds (See Instructions)

4 AF
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 TEXAS
Sole Voting Power

7 0.00
Number of Shares Beneficially Owned by Each Reporting Person

8 Shared Voting Power
286,664.00
Sole Dispositive Power

9 0.00
With: Shared Dispositive Power

10 286,664.00
Aggregate amount beneficially owned by each reporting person

11 286,664.00
Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
Percent of class represented by amount in Row (11)

13 2.9 %
Type of Reporting Person (See Instructions)

14 PN

Comment for Type of Reporting Person: Shared voting and dispositive power consists of (i) 0 Shares issuable upon exercise of the Bios Directors Options, (ii) 19,147 Shares directly held by Bios Fund II, (iii) 62,554 Shares directly held by Bios Fund II QP, (iv) 8,373 Shares directly held by Bios Fund II NT, (v) 33,247 Shares directly held by BIOS Incysus, (vi)) 19,024 Shares directly held by Bios Fund III, (vii) 124,253 Shares directly held by Bios Fund III QP and (viii) 20,066 Shares directly held by Bios Fund III NT, in each case, as of the date hereof. Bios Equity Partners I is the general partner of Bios Directors. Bios Equity Partners II is the general partner of Bios Fund II, Bios Fund II QP and Bios Fund II NT (collectively the "Bios Equity II Entities"). Bios Equity Partners III is the general partner of Bios Fund III, Bios Fund III QP and Bios Fund III NT (collectively the "Bios Equity III Entities"). Cavu Management, LP ("Cavu Management") is a general partner of Bios Equity I, Bios Equity II and Bios Equity III. In its capacity as a general partner of Bios Equity I, Bios Equity II and Bios Equity III, Cavu Management may be deemed to have shared voting and/or dispositive power with respect to Shares directly or indirectly held by Bios Directors, the Bios Equity II Entities and the Bios Equity III Entities. Percentage based on 9,761,425 Shares, consisting of (i) 9,761,425 Shares outstanding as of December 19, 2025, provided by Issuer, and (ii) 0 Shares issuable upon exercise of the Bios Directors Options.

Name of reporting person

1

BIOS Advisors GP, LLC

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

AF

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

TEXAS

Sole Voting Power

7

0.00

Number of
Shares

Shared Voting Power

Beneficially 8

391,357.00

Owned by

Each

Sole Dispositive Power

Reporting 9

0.00

Person

With:

Shared Dispositive Power

10

391,357.00

Aggregate amount beneficially owned by each reporting person

11

391,357.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

4.0 %

Type of Reporting Person (See Instructions)

14

PN

Comment for Type of Reporting Person: Shared voting and dispositive power consists of (i) 0 Shares issuable upon exercise of the Bios Directors Options, (ii) 19,147 Shares directly held by Bios Fund II, (iii) 62,554 Shares directly held by Bios Fund II QP, (iv) 8,373 Shares directly held by Bios Fund II NT, (v) 33,247 Shares directly held by BIOS Incysus, (vi) 19,024 Shares directly held by Bios Fund III, (vii) 124,253 Shares directly held by Bios Fund III QP (viii) 20,066 Shares directly held by Bios Fund III NT, and (ix) 104,693 Shares issuable upon exercise of the Bios COF Warrants, in each case, as of the date hereof. Bios Equity Partners I is the general partner of Bios Directors. Bios Equity Partners II is the general partner of the Bios II Entities. Bios Equity Partners III is the general partner of the Bios III Entities. Bios Equity COF is the general partner of Bios COF. Bios Management is a general partner of Bios Equity I, Bios Equity II and Bios Equity III, and is the general partner of Bios Equity COF. Bios Advisors GP, LLC ("Bios Advisors") is the general partner of Bios Management, and therefore, may be deemed to have shared voting and/or dispositive power with respect to Shares directly or indirectly held by Bios Directors, the Bios Equity II Entities, the Bios Equity III Entities and Bios COF. Percentage based on 9,866,118 Shares, consisting of (i) 9,761,425 Shares outstanding as of December 19, 2025, provided by Issuer, (ii) 0 Shares issuable upon exercise of the Bios Directors Options, and (iii) 104,693 Shares issuable upon exercise of the Bios COF Warrants.

1 Name of reporting person
 Kreis Leslie W.
 Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
 Source of funds (See Instructions)

4 AF, OO
 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
 Citizenship or place of organization

6 UNITED STATES
 Sole Voting Power
 7 0.00
 Number of Shares Beneficially Owned by Each Reporting Person With:
 Shared Voting Power
 8 286,664.00
 Sole Dispositive Power
 9 0.00
 Shared Dispositive Power
 10 286,664.00
 Aggregate amount beneficially owned by each reporting person
 11 286,664.00
 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
 Percent of class represented by amount in Row (11)

13 2.9 %
 Type of Reporting Person (See Instructions)

14 IN

Comment for Type of Reporting Person: Shared voting and dispositive power consists of (i) 0 Shares issuable upon exercise of the Bios Directors Options, (ii) 19,147 Shares directly held by Bios Fund II, (iii) 62,554 Shares directly held by Bios Fund II QP, (iv) 8,373 Shares directly held by Bios Fund II NT, (v) 33,247 Shares directly held by BIOS Incysus, (vi)) 19,024 Shares directly held by Bios Fund III, (vii) 124,253 Shares directly held by Bios Fund III QP and (viii) 20,066 Shares directly held by Bios Fund III NT, in each case, as of the date hereof. Bios Equity Partners I is the general partner of Bios Directors. Bios Equity Partners II is the general partner of the Bios II Entities. Bios Equity Partners III is the general partner the Bios III Entities. Cavu Management, LP is a general partner of Bios Equity I, Bios Equity II, and Bios Equity III. Cavu Advisors, an entity controlled by Mr. Kreis, is the general partner of Cavu Management. As the manager of Cavu Advisors, Mr. Kreis may be deemed to have shared voting and/or dispositive power with respect to Shares directly or indirectly held by Bios Directors, the Bios Equity II Entities and the Bios Equity III Entities. Percentage based on 9,761,425 Shares, consisting of (i) 9,761,425 Shares outstanding as of December 19, 2025, provided by Issuer, and (ii) 0 Shares issuable upon exercise of the Bios Directors Options.

Name of reporting person

Fletcher Aaron G.L.

Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

SEC use only

Source of funds (See Instructions)

AF, OO

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

Citizenship or place of organization

UNITED STATES

Sole Voting Power

7

0.00

Number of
Shares

Shared Voting Power

Beneficially 8

Owned by

391,357.00

Each

Sole Dispositive Power

Reporting 9

Person

0.00

With:

Shared Dispositive Power

10

391,357.00

Aggregate amount beneficially owned by each reporting person

391,357.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

Percent of class represented by amount in Row (11)

4.0 %

Type of Reporting Person (See Instructions)

PN

Comment for Type of Reporting Person: Shared voting and dispositive power consists of (i) 0 Shares issuable upon exercise of the Bios Directors Options, (ii) 19,147 Shares directly held by Bios Fund II, (iii) 62,554 Shares directly held by Bios Fund II QP, (iv) 8,373 Shares directly held by Bios Fund II NT, (v) 33,247 Shares directly held by BIOS Incysus, (vi) 19,024 Shares directly held by Bios Fund III, (vii) 124,253 Shares directly held by Bios Fund III QP (viii) 20,066 Shares directly held by Bios Fund III NT, and (ix) 398,297 Shares issuable upon exercise of the Bios COF Warrants, in each case, as of the date hereof. Excludes a total of 2,742,506 Shares issuable upon the exercise of the Bios COF Warrants that are not currently exercisable due to the Beneficial Ownership Limitation. Bios Equity Partners I is the general partner of Bios Directors. Bios Equity Partners II is the general partner of the Bios II Entities. Bios Equity Partners III is the general partner of the Bios III Entities. Bios Equity COF is the general partner of Bios COF. Bios Management is a general partner of Bios Equity I, Bios Equity II and Bios Equity III, and is the general partner of Bios Equity COF. Bios Advisors, an entity controlled by Dr. Fletcher, is the general partner of Bios Management. As the manager of Bios Advisors, Dr. Fletcher may be deemed to have shared voting and/or dispositive power with respect to Shares directly or indirectly held by Bios Directors, the Bios Equity II Entities, the Bios Equity III Entities and Bios COF. Percentage based on 9,866,118 Shares, consisting of (i) 9,761,425 Shares outstanding as of December 19, 2025, provided by Issuer, (ii) 0 Shares issuable upon exercise of the Bios Directors Options and (iii) 104,693 Shares issuable upon exercise of Bios COF Warrants.

- Item 1. Security and Issuer
Title of Class of Securities:
- (a) Common Stock, par value \$0.0001 per share
Name of Issuer:
- (b) IN8BIO, INC.
Address of Issuer's Principal Executive Offices:
- (c) EMPIRE STATE BUILDING, 350 5TH AVENUE, SUITE 5330, NEW YORK, NEW YORK , 10118.
- Item 3. Source and Amount of Funds or Other Consideration
The information contained in Item 6 is incorporated herein by reference. The closing of the transactions contemplated by the Warrant Exchange Agreement took place on May 2, 2025. Bios COF acquired the Pre-Funded Warrants (i) using cash from working capital from capital contributions and funds from lines of credit entered into in the ordinary course of business and (ii) through the surrender for cancellation of the Series A Warrants and Series B Warrants.
- Item 5. Interest in Securities of the Issuer
- (a) The information contained on the cover pages of this Schedule 13D is incorporated herein by reference
- (b) The information contained on the cover pages of this Schedule 13D is incorporated herein by reference
- (c) Except as otherwise disclosed in Item 6 below, none of the Reporting Persons, nor, to the best of the Reporting Persons' knowledge, any of their respective executive officers or directors, as applicable, has acquired or disposed of, any securities of the Issuer during the 60 days prior to the date hereof.
- Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer
Pursuant to a Warrant Exchange Agreement (the "Warrant Exchange Agreement"), dated as of April 26, 2025, between the Issuer and Bios COF, Bios COF purchased from the Issuer in a private placement 1,148,482 pre-funded warrants (the "Pre-Funded Warrants") to purchase one share of Common Stock in exchange for the surrender by Bios COF for cancellation of (i) 574,241 Series A Warrants to purchase one share of Common Stock (the "Series A Warrants"), (ii) 574,241 Series B Warrants to purchase one share of Common Stock (the "Series B Warrants") and (iii) payment to the Issuer of \$204,774.34 in cash. The closing of the transactions contemplated by the Warrant Exchange Agreement occurred on May 2, 2025 . 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 Warrants are exercised in full.; provided, however, that the exercise of such Pre-Funded Warrants is subject to a 9.99% beneficial ownership limitation. The summary of the Warrant Exchange Agreement contained herein is qualified in its entirety by reference to the full text of such agreement, a copy of which is filed as an exhibit hereto.
- Item 7. Material to be Filed as Exhibits.
Exhibit 99.1: Joint Filing Agreement (incorporated by reference to Exhibit 99.1 of Amendment No. 1, filed December 15, 2023) Exhibit 99.2: Form of Pre-Funded Warrant (incorporated by reference to Exhibit 4.1 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 1, 2024) Exhibit 99.3: Form of Series C Warrant (incorporated by reference to Exhibit 4.2 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 1, 2024) Exhibit 99.4: 2024 Securities Purchase Agreement (incorporated by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 1, 2024) Exhibit 99.5: Form of Pre-Funded Warrant (incorporated by reference to Exhibit 4.1 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 28, 2025) Exhibit 99.6: Amendment No. 1 to 2024 Stock Purchase Agreement (incorporated by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 28, 2025) Exhibit 99.7: Warrant Exchange Agreement (incorporated by reference to Exhibit 10.3 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 28, 2025)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

BIOS Fund II, LP

Signature: /s/ John Fucci
Name/Title: John Fucci/Attorney-in-Fact
Date: 12/24/2025

BIOS Fund II QP, LP

Signature: /s/ John Fucci
Name/Title: John Fucci/Attorney-in-Fact
Date: 12/24/2025

BIOS Fund II NT, LP

Signature: /s/ John Fucci
Name/Title: John Fucci/Attorney-in-Fact
Date: 12/24/2025

BIOS Incysus Co-Invest I, LP

Signature: /s/ John Fucci
Name/Title: John Fucci/Attorney-in-Fact
Date: 12/24/2025

BIOS Fund III, LP

Signature: /s/ John Fucci
Name/Title: John Fucci/Attorney-in-Fact
Date: 12/24/2025

BIOS Fund III QP, LP

Signature: /s/ John Fucci
Name/Title: John Fucci/Attorney-in-Fact
Date: 12/24/2025

BIOS Fund III NT, LP

Signature: /s/ John Fucci
Name/Title: John Fucci/Attorney-in-Fact
Date: 12/24/2025

Bios Clinical Opportunity Fund, LP

Signature: /s/ John Fucci
Name/Title: John Fucci/Attorney-in-Fact
Date: 12/24/2025

BP Directors, LP

Signature: /s/ John Fucci
Name/Title: John Fucci/Attorney-in-Fact
Date: 12/24/2025

Bios Equity Partners, LP

Signature: /s/ John Fucci
Name/Title: John Fucci/Attorney-in-Fact
Date: 12/24/2025

Bios Equity Partners II, LP

Signature: /s/ John Fucci
Name/Title: John Fucci/Attorney-in-Fact
Date: 12/24/2025

BIOS Equity Partners III, LP

Signature: /s/ John Fucci
Name/Title: John Fucci/Attorney-in-Fact
Date: 12/24/2025

Bios Equity COF, LP

Signature: /s/ John Fucci
Name/Title: John Fucci/Attorney-in-Fact
Date: 12/24/2025

Cavu Management, LP

Signature: /s/ John Fucci
Name/Title: John Fucci/Attorney-in-Fact
Date: 12/24/2025

BIOS Capital Management, LP

Signature: /s/ John Fucci
Name/Title: John Fucci/Attorney-in-Fact
Date: 12/24/2025

Cavu Advisors, LLC

Signature: /s/ John Fucci
Name/Title: John Fucci/Attorney-in-Fact
Date: 12/24/2025

BIOS Advisors GP, LLC

Signature: /s/ John Fucci
Name/Title: John Fucci/Attorney-in-Fact
Date: 12/24/2025

Kreis Leslie W.

Signature: /s/ John Fucci
Name/Title: John Fucci, as Attorney-in-Fact for Leslie W. Kreis, Jr.
Date: 12/24/2025

Fletcher Aaron G.L.

Signature: /s/ John Fucci
Name/Title: John Fucci, as Attorney-in-Fact for Aaron G.L. Fletcher
Date: 12/24/2025

Comments accompanying signature: BIOS FUND II, LP By: Bios Equity Partners II, LP, its general partner By: Bios Capital Management, LP, its general partner By: Bios Advisors GP, LLC, its general partner By: /s/ John Fucci John Fucci Attorney-in-Fact
BIOS FUND II QP, LP By: Bios Equity Partners II, LP, its general partner By: Bios Capital Management, LP, its general partner By: Bios Advisors GP, LLC, its general partner By: /s/ John Fucci John Fucci Attorney-in-Fact
BIOS FUND II NT, LP By: Bios Equity Partners II, LP, its general partner By: Bios Capital Management, LP, its general partner By: Bios Advisors GP, LLC, its general partner By: /s/ John Fucci John Fucci Attorney-in-Fact
BIOS INCYSUS CO-INVEST I, LP By: Bios Equity Partners II, LP, its general partner By: Bios Capital Management, LP, its general partner By: Bios Advisors GP, LLC, its general partner By: /s/ John Fucci John Fucci Attorney-in-Fact
BIOS FUND III, LP By: Bios Equity Partners III, LP, its general partner By: Bios Capital Management, LP, its general partner By: Bios Advisors GP, LLC, its general partner By: /s/ John Fucci John Fucci Attorney-in-Fact
BIOS FUND III QP, LP By: Bios Equity Partners III, LP, its general partner By: Bios Capital Management, LP, its general partner By: Bios Advisors GP, LLC, its general partner By: /s/ John Fucci John Fucci Attorney-in-Fact
BIOS FUND III NT, LP By: Bios Equity Partners III, LP, its general partner By: Bios Capital Management, LP, its general partner By: Bios Advisors GP, LLC, its general partner By: /s/ John Fucci John Fucci Attorney-in-Fact
BIOS CLINICAL OPPORTUNITY FUND, LP By: Bios Equity COF, LP, its general partner By: Bios Capital Management, LP, its general partner By: Bios Advisors GP, LLC, its general partner
BP DIRECTORS, LP By: Bios Equity Partners, LP, its general partner By: Bios Capital Management, LP, its general partner By: Bios Advisors GP, LLC, its general partner By: /s/ John Fucci John Fucci Attorney-in-Fact
BIOS EQUITY PARTNERS, LP By: Bios Capital Management, LP, its general partner By: Bios Advisors GP, LLC, its general partner By: /s/ John Fucci John Fucci Attorney-in-Fact
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CAVU MANAGEMENT, LP By: Cavu Advisors, LLC, its general partner By: /s/ John Fucci Attorney-in-Fact
BIOS CAPITAL MANAGEMENT, LP By: Bios Advisors GP, LLC its general partner By: /s/ John Fucci Attorney-in-Fact