
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

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**

**Rick Jordan; Polsinelli PC
2950 N. Harwood St., Suite 2100,
Dallas, TX, 75201
(214) 397-0030**

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

05/02/2025

(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

1 Name of reporting person
 BIOS FUND II, 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

7 Sole Voting Power
 0.00

Number of Shares Beneficially Owned by Each Reporting Person With: 8 Shared Voting Power
 574,432.00

9 Sole Dispositive Power
 0.00

10 Shared Dispositive Power
 574,432.00

11 Aggregate amount beneficially owned by each reporting person
 574,432.00

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

13 Percent of class represented by amount in Row (11)
 0.6 %

14 Type of Reporting Person (See Instructions)
 PN

Comment for Type of Reporting Person: Percentage based on 90,771,944 outstanding shares as of May 2, 2025, provided by Issuer.

SCHEDULE 13D

CUSIP No. 45674E109

1 Name of reporting person
 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

0.00

Number of
Shares

Shared Voting Power

Beneficially

8

Owned by

1,876,624.00

Each

Sole Dispositive Power

Reporting

9

Person

0.00

With:

Shared Dispositive Power

10

1,876,624.00

Aggregate amount beneficially owned by each reporting person

11

1,876,624.00

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

12

Percent of class represented by amount in Row (11)

13

2.1 %

Type of Reporting Person (See Instructions)

14

PN

**Comment for Type of Reporting
Person:**

Percentage based on 90,771,944 outstanding shares as of May 2, 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

Sole Voting Power

7

0.00

Number of
Shares

Beneficially

Owned by Each Reporting Person With: 8 Shared Voting Power
251,211.00
Sole Dispositive Power
9
0.00
Shared Dispositive Power
10
251,211.00

11 Aggregate amount beneficially owned by each reporting person

251,211.00

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

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

0.3 %

14 Type of Reporting Person (See Instructions)

PN

Comment for Type of Reporting Person: Percentage based on 90,771,944 outstanding shares as of May 2, 2025, provided by Issuer.

SCHEDULE 13D

CUSIP No. 45674E109

1 Name of reporting person

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

Number of Shares Beneficially Owned by Each Reporting Person With:

0.00

Shared Voting Power

8

997,433.00

Sole Dispositive Power

9

0.00

Shared Dispositive Power

10

997,433.00

11 Aggregate amount beneficially owned by each reporting person

997,433.00

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:

Percentage based on 90,771,944 outstanding shares as of May 2, 2025, provided by Issuer.

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 8

Owned by

570,724.00

Each

Sole Dispositive Power

Reporting 9

Person

0.00

With:

Shared Dispositive Power

10

570,724.00

Aggregate amount beneficially owned by each reporting person

11

570,724.00

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 90,771,944 outstanding shares as of May 2, 2025, provided by Issuer.

SCHEDULE 13D

CUSIP No. 45674E109

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
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

7 Sole Voting Power
0.00

Number of Shares Beneficially Owned by Each Reporting Person With:

8 Shared Voting Power
3,727,597.00

9 Sole Dispositive Power
0.00

10 Shared Dispositive Power
3,727,597.00

11 Aggregate amount beneficially owned by each reporting person
3,727,597.00
Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

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

13 4.1 %
Type of Reporting Person (See Instructions)

14 PN

Comment for Type of Reporting Person:

Percentage based on 90,771,944 outstanding shares as of May 2, 2025, provided by Issuer.

SCHEDULE 13D

CUSIP No. 45674E109

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

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 8

Owned by

601,980.00

Each

Sole Dispositive Power

Reporting 9

Person

0.00

With:

Shared Dispositive Power

10

601,980.00

Aggregate amount beneficially owned by each reporting person

11

601,980.00

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

12

Percent of class represented by amount in Row (11)

13

0.7 %

Type of Reporting Person (See Instructions)

14

PN

**Comment for Type of Reporting
Person:**

Percentage based on 90,771,944 outstanding shares as of May 2, 2025, provided by
Issuer.

SCHEDULE 13D

CUSIP No. 45674E109

Name of reporting person

1

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

5

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

Citizenship or place of organization
6 DELAWARE
Sole Voting Power
7 3,140,803.00
Number of Shares Beneficially Owned by Each Reporting Person With: 8 Shared Voting Power
0.00
9 Sole Dispositive Power
3,140,803.00
10 Shared Dispositive Power
0.00
11 Aggregate amount beneficially owned by each reporting person
3,140,803.00
12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13 Percent of class represented by amount in Row (11)
3.3 %
14 Type of Reporting Person (See Instructions)
PN

Comment for Type of Reporting Person: Shared voting and dispositive power includes a total of 3,140,803 shares of common stock, par value \$0.0001 per share ("Shares") issuable upon the exercise of warrants directly held by Bios Clinical Opportunity Fund, LP ("Bios COF"), consisting of 2,431,763 pre-funded warrants and 709,040 Series C warrants as of the date hereof (together, the "Bios COF Warrants"). All of the Bios COF Warrants are exercisable as of the date hereof. However, each of the Bios COF 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

1 Name of reporting person
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
5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization
DELAWARE
Number of Shares 7 Sole Voting Power

Beneficially 0.00
Owned by Shared Voting Power
Each 8
Reporting 121,775.00
Person
With: Sole Dispositive Power
9
0.00
Shared Dispositive Power
10
121,775.00

Aggregate amount beneficially owned by each reporting person

11 121,775.00
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 Shared voting and dispositive power consists of 121,775 Shares issuable upon exercise of options granted in
for Type consideration for Travis Whitfill's services as a director of the Issuer, which are exercisable or will be immediately
of exercisable within 60 days of the date hereof (the "Bios Directors Options"). Pursuant to an agreement with BP
Reporting Directors, LP ("Bios Directors"), Mr. Whitfill has agreed that he will hold certain equity-based awards granted to him
Person: in connection with his 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 90,893,719 Shares, consisting of (i) 90,771,944 Shares outstanding as of May
2, 2025, provided by Issuer, and (ii) 121,775 Shares issuable upon exercise of the Bios Directors Options.

SCHEDULE 13D

CUSIP No. 45674E109

1 Name of reporting person
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

Number of Sole Voting Power
Shares 7
Beneficially 0.00
Owned by Shared Voting Power
Each 8
Reporting 121,775.00
Person
With: 9 Sole Dispositive Power

0.00
 Shared Dispositive Power
 10
 121,775.00
 11 Aggregate amount beneficially owned by each reporting person
 121,775.00
 12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

 13 Percent of class represented by amount in Row (11)
 0.1 %
 14 Type of Reporting Person (See Instructions)
 PN

Comment for Type of Reporting Person: Percentage based on 90,771,944 outstanding shares as of May 2, 2025, provided by Issuer. Shared voting and dispositive power consists of 121,775 Shares issuable upon exercise of the Bios Directors Options. Bios Equity Partners, LP ("Bios Equity I") is the general partner of Bios Directors. In its capacity as the general partner of Bios Directors, Bios Equity I may be deemed to have shared voting and/or dispositive power with respect to Shares directly or indirectly held by Bios Directors. Percentage based on 90,893,719 Shares, consisting of (i) 90,771,944 Shares outstanding as of May 2, 2025, provided by Issuer, and (ii) 121,775 Shares issuable upon exercise of the Bios Directors Options.

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
 Source of funds (See Instructions)
 4 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 Owned by Each Reporting Person With:
 8 Shared Voting Power
 3,699,700.00
 9 Sole Dispositive Power
 0.00
 10 Shared Dispositive Power
 3,699,700.00
 11 Aggregate amount beneficially owned by each reporting person

3,699,700.00

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

12

Percent of class represented by amount in Row (11)

13

4.1 %

Type of Reporting Person (See Instructions)

14

PN

Comment for Type of Reporting Person: Percentage based on 90,771,944 outstanding shares as of May 2, 2025, provided by Issuer. Shared voting and dispositive power consists of of (i) 574,432 Shares directly held by Bios Fund II, LP ("Bios Fund II"), (ii) 1,876,624 Shares directly held by Bios Fund II QP, LP ("Bios Fund II QP"), (iii) 251,211 Shares directly held by Bios Fund II NT, LP ("Bios Fund II NT") and (iv) 997,433 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

Name of reporting person

1

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

Sole Voting Power

7

0.00

Number of Shares Beneficially

Shared Voting Power

Owned by

8

4,900,301.00

Each Reporting Person

9

Sole Dispositive Power

With:

0.00

Shared Dispositive Power

10

4,900,301.00

Aggregate amount beneficially owned by each reporting person

11

4,900,301.00

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

12

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

5.4 %

Type of Reporting Person (See Instructions)

14

PN

Comment for Type of Reporting Person: Percentage based on 90,771,944 outstanding shares as of May 2, 2025, provided by Issuer. Shared voting and dispositive power consists of of (i) 570,724 Shares directly held by Bios Fund III, LP ("Bios Fund III"), (ii) 3,727,597 Shares directly held by Bios Fund III QP ("Bios Fund III QP"), and (iii) 601,980 Shares directly held by Bios Fund III 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

Name of reporting person

1

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

Sole Voting Power

7

3,140,803.00

Number of Shares

Shared Voting Power

Beneficially 8

0.00

Owned by

Sole Dispositive Power

Each Reporting 9

3,140,803.00

Person

With:

Shared Dispositive Power

10

0.00

Aggregate amount beneficially owned by each reporting person

11

3,140,803.00

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

12

Percent of class represented by amount in Row (11)

13

3.3 %

Type of Reporting Person (See Instructions)

14

PN

Comment Shared voting and dispositive power includes a total of 3,140,803 Shares issuable upon the exercise of the Bios COF
for Type Warrants that are not currently exercisable due to the Beneficial Ownership Limitation. Bios Equity COF, LP ("Bios
of Equity COF") is the general partner of Bios COF. In its capacity as the general partner of Bios COF, Bios Equity COF
Reporting may be deemed to have shared voting and/or dispositive power with respect to Shares directly or indirectly held by
Person: Bios COF.

SCHEDULE 13D

CUSIP No. 45674E109

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

8,721,776.00

Each

Sole Dispositive Power

Reporting 9

Person

0.00

With:

Shared Dispositive Power

10

8,721,776.00

Aggregate amount beneficially owned by each reporting person

11

8,721,776.00

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

12

Percent of class represented by amount in Row (11)

13

9.6 %

Type of Reporting Person (See Instructions)

14

PN

Comment Shared voting and dispositive power consists of (i) 121,775 Shares issuable upon exercise of the Bios Directors
for Type Options, (ii) 574,432 Shares directly held by Bios Fund II, (iii) 1,876,624 Shares directly held by Bios Fund II QP, (iv)
of 251,211 Shares directly held by Bios Fund II NT, (v) 997,433 Shares directly held by BIOS Incysus, (vi)) 570,724
Reporting Shares directly held by Bios Fund III, (vii) 3,727,597 Shares directly held by Bios Fund III QP and (viii) 601,980
Person: 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 90,893,719 Shares, consisting of (i) 90,771,944 Shares outstanding as of May 2, 2025, provided by Issuer, and (ii) 121,775 Shares issuable upon exercise of the Bios Directors Options.

SCHEDULE 13D

CUSIP No. 45674E109

1 Name of reporting person
 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

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

8 Shared Voting Power
 9,120,073.00

9 Sole Dispositive Power
 0.00

10 Shared Dispositive Power
 9,120,073.00

11 Aggregate amount beneficially owned by each reporting person
 9,120,073.00

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

13 Percent of class represented by amount in Row (11)
 9.99 %

14 Type of Reporting Person (See Instructions)
 PN

Comment for Type of Reporting Person: Shared voting and dispositive power consists of (i) 121,775 Shares issuable upon exercise of the Bios Directors Options, (ii) 574,432 Shares directly held by Bios Fund II, (iii) 1,876,624 Shares directly held by Bios Fund II QP, (iv) 251,211 Shares directly held by Bios Fund II NT, (v) 997,433 Shares directly held by BIOS Incysus, (vi) 570,724 Shares directly held by Bios Fund III, (vii) 3,727,597 Shares directly held by Bios Fund III QP, (viii) 601,980 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 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 91,292,016 Shares, consisting of (i) 90,771,944 Shares outstanding as of May 2, 2025, provided by Issuer, (ii) 121,775 Shares issuable upon exercise of the Bios Directors Options, and (iii) 398,297 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
Number of Shares Beneficially Owned by Each Reporting Person 0.00
With: Shared Voting Power 8,721,776.00
Sole Dispositive Power 0.00
Shared Dispositive Power 10, 8,721,776.00

11 Aggregate amount beneficially owned by each reporting person
8,721,776.00
Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

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

13 9.6 %
Type of Reporting Person (See Instructions)

14 PN

Comment for Type of Reporting Person: Shared voting and dispositive power consists of (i) 121,775 Shares issuable upon exercise of the Bios Directors Options, (ii) 574,432 Shares directly held by Bios Fund II, (iii) 1,876,624 Shares directly held by Bios Fund II QP, (iv) 251,211 Shares directly held by Bios Fund II NT, (v) 997,433 Shares directly held by BIOS Incysus, (vi)) 570,724 Shares directly held by Bios Fund III, (vii) 3,727,597 Shares directly held by Bios Fund III QP and (viii) 601,980 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, LLC ("Cavu Advisors") is the general partner of Cavu Management, and therefore may be deemed to have shared voting and/or dispositive power with respect to Shares directly or indirectly held by the Bios Directors, the Bios Equity II Entities and the Bios Equity III Entities. Percentage based on 90,893,719 Shares, consisting of (i) 90,771,944 Shares outstanding as of May 2, 2025, provided by Issuer, and (ii) 121,775 Shares issuable upon exercise of the Bios Directors Options.

SCHEDULE 13D

CUSIP No. 45674E109

1 Name of reporting person
 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

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

8 Shared Voting Power
 Sole Dispositive Power 9,120,073.00

9 0.00
 With: Shared Dispositive Power

10 9,120,073.00
 Aggregate amount beneficially owned by each reporting person

11 9,120,073.00
 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

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

13 9.9 %
 Type of Reporting Person (See Instructions)

14 PN

Comment for Type of Reporting Person: Shared voting and dispositive power consists of (i) 121,775 Shares issuable upon exercise of the Bios Directors Options, (ii) 574,432 Shares directly held by Bios Fund II, (iii) 1,876,624 Shares directly held by Bios Fund II QP, (iv) 570,724 Shares directly held by Bios Fund II NT, (v) 997,433 Shares directly held by BIOS Incysus, (vi) 570,724 Shares directly held by Bios Fund III, (vii) 2,742,506 Shares directly held by Bios Fund III QP (viii) 601,980 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 3,140,803 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 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 91,292,016 Shares, consisting of (i) 90,771,944 Shares outstanding as of May 2, 2025, provided by Issuer, (ii) 121,775 Shares issuable upon exercise of the Bios Directors Options, and (iii) 398,297 Shares issuable upon exercise of the Bios COF Warrants.

SCHEDULE 13D

CUSIP No. 45674E109

1 Name of reporting person
 LESLIE W. KREIS
 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
 Number of Shares Beneficially Owned by Each Reporting Person 0.00
 Shared Voting Power 8
 Sole Dispositive Power 9
 With: 0.00
 Shared Dispositive Power 10
 8,721,776.00

11 Aggregate amount beneficially owned by each reporting person
 8,721,776.00

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

13
 Percent of class represented by amount in Row (11)
 9.6 %

14 Type of Reporting Person (See Instructions)
 IN

Comment for Type of Reporting Person: Shared voting and dispositive power consists of (i) 121,775 Shares issuable upon exercise of the Bios Directors Options, (ii) 574,432 Shares directly held by Bios Fund II, (iii) 1,876,624 Shares directly held by Bios Fund II QP, (iv) 251,211 Shares directly held by Bios Fund II NT, (v) 997,433 Shares directly held by BIOS Incysus, (vi) 570,724 Shares directly held by Bios Fund III, (vii) 3,727,597 Shares directly held by Bios Fund III QP and (viii) 601,980 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 90,893,719 Shares, consisting of (i) 90,771,944 Shares outstanding as of May 2, 2025, provided by Issuer, and (ii) 121,775 Shares issuable upon exercise of the Bios Directors Options.

SCHEDULE 13D

CUSIP No. 45674E109

1 Name of reporting person
AARON G.L. FLETCHER
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

8 Shared Voting Power
9,120,073.00
Sole Dispositive Power

9 0.00
With: Shared Dispositive Power

10 9,120,073.00
Aggregate amount beneficially owned by each reporting person

11 9,120,073.00
Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

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

13 9.99 %
Type of Reporting Person (See Instructions)

14 PN

Comment for Type of Reporting Person: Shared voting and dispositive power consists of (i) 121,775 Shares issuable upon exercise of the Bios Directors Options, (ii) 574,432 Shares directly held by Bios Fund II, (iii) 1,876,624 Shares directly held by Bios Fund II QP, (iv) 251,211 Shares directly held by Bios Fund II NT, (v) 997,433 Shares directly held by BIOS Incysus, (vi) 570,724 Shares directly held by Bios Fund III, (vii) 3,727,597 Shares directly held by Bios Fund III QP (viii) 601,980 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 91,292,016 Shares, consisting of (i) 90,771,944 Shares outstanding as of May 2, 2025, provided by Issuer, (ii) 121,775 Shares issuable upon exercise of the Bios Directors Options and (iii) 389,297 Shares issuable upon exercise of Bios COF Warrants.

SCHEDULE 13D

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/ Daniel Schwarz
Name/Title: Daniel Schwarz/Attorney-in-Fact
Date: 05/07/2025

BIOS FUND II QP, LP

Signature: /s/ Daniel Schwarz
Name/Title: Daniel Schwarz/Attorney-in-Fact
Date: 05/07/2025

BIOS FUND II NT, LP

Signature: /s/ Daniel Schwarz
Name/Title: Daniel Schwarz/Attorney-in-Fact
Date: 05/07/2025

BIOS INCYSUS CO-INVEST I, LP

Signature: /s/ Daniel Schwarz
Name/Title: Daniel Schwarz/Attorney-in-Fact
Date: 05/07/2025

BIOS FUND III, LP

Signature: /s/ Daniel Schwarz
Name/Title: Daniel Schwarz/Attorney-in-Fact
Date: 05/07/2025

BIOS FUND III QP, LP

Signature: /s/ Daniel Schwarz
Name/Title: Daniel Schwarz/Attorney-in-Fact
Date: 05/07/2025

BIOS FUND III NT, LP

Signature: /s/ Daniel Schwarz
Name/Title: Daniel Schwarz/Attorney-in-Fact
Date: 05/07/2025

BIOS CLINICAL OPPORTUNITY FUND, LP

Signature: /s/ Daniel Schwarz
Name/Title: Daniel Schwarz/Attorney-in-Fact
Date: 05/07/2025

BP DIRECTORS, LP

Signature: /s/ Daniel Schwarz
Name/Title: Daniel Schwarz/Attorney-in-Fact
Date: 05/07/2025

BIOS EQUITY PARTNERS, LP

Signature: /s/ Daniel Schwarz
Name/Title: Daniel Schwarz/Attorney-in-Fact
Date: 05/07/2025

BIOS EQUITY PARTNERS II, LP

Signature: /s/ Daniel Schwarz
Name/Title: Daniel Schwarz/Attorney-in-Fact
Date: 05/07/2025

BIOS EQUITY PARTNERS III, LP

Signature: /s/ Daniel Schwarz
Name/Title: Daniel Schwarz/Attorney-in-Fact

Date: 05/07/2025

BIOS EQUITY COF, LP

Signature: /s/ Daniel Schwarz

Name/Title: Daniel Schwarz/Attorney-in-Fact

Date: 05/07/2025

CAVU MANAGEMENT, LP

Signature: /s/ Daniel Schwarz

Name/Title: Daniel Schwarz/Attorney-in-Fact

Date: 05/07/2025

BIOS CAPITAL MANAGEMENT, LP

Signature: /s/ Daniel Schwarz

Name/Title: Daniel Schwarz/Attorney-in-Fact

Date: 05/07/2025

CAVU ADVISORS, LLC

Signature: /s/ Daniel Schwarz

Name/Title: Daniel Schwarz/Attorney-in-Fact

Date: 05/07/2025

BIOS ADVISORS GP, LLC

Signature: /s/ Daniel Schwarz

Name/Title: Daniel Schwarz/Attorney-in-Fact

Date: 05/07/2025

LESLIE W. KREIS

Signature: /s/ Daniel Schwarz

Name/Title: DANIEL SCHWARZ, as Attorney-in-Fact for
Leslie W. Kreis, Jr.

Date: 05/07/2025

AARON G.L. FLETCHER

Signature: /s/ Daniel Schwarz

Name/Title: DANIEL SCHWARZ, as Attorney-in-Fact for
Aaron G.L. Fletcher

Date: 05/07/2025

**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/ Daniel Schwarz Daniel Schwarz 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/ Daniel Schwarz Daniel Schwarz 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/ Daniel Schwarz Daniel Schwarz 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/ Daniel Schwarz Daniel Schwarz 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/ Daniel Schwarz Daniel Schwarz 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/ Daniel Schwarz Daniel Schwarz 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/ Daniel Schwarz Daniel Schwarz 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/ Daniel Schwarz Daniel Schwarz 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/ Daniel Schwarz Daniel Schwarz Attorney-in-Fact BIOS EQUITY PARTNERS II, LP By: Bios Capital Management, LP, its general partner By: Bios Advisors GP, LLC, its general partner By: /s/ Daniel Schwarz Daniel Schwarz Attorney-in-Fact BIOS EQUITY PARTNERS III, LP By: Bios Capital Management, LP, its general partner By: Bios Advisors GP, LLC, its general partner By: /s/ Daniel Schwarz Daniel Schwarz Attorney-in-Fact BIOS

EQUITY COF, LP By: Bios Capital Management, LP, its general partner By: Bios Advisors GP, LLC, its general partner CAVU MANAGEMENT, LP By: Cavu Advisors, LLC, its general partner By: /s/ Daniel Schwarz Attorney-in-Fact BIOS CAPITAL MANAGEMENT, LP By: Bios Advisors GP, LLC its general partner By: /s/ Daniel Schwarz Attorney-in-Fact