

---

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 2)\*

**IN8BIO, INC.**

---

(Name of Issuer)

**Common Stock, \$0.0001 Par Value Per Share**

---

(Title of Class of Securities)

**45674E109**

---

(CUSIP Number)

**12/31/2024**

---

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

---

SCHEDULE 13G

CUSIP No. 45674E109

Names of Reporting Persons

1

William Tai-Wei Ho

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

UNITED STATES

	Sole Voting Power
5	3,843,301.00
Number of Shares Beneficially Owned by Each Reporting Person With:	Shared Voting Power
6	255,499.00
	Sole Dispositive Power
7	3,843,301.00
	Shared Dispositive Power
8	145,999.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	4,098,800.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
	<input type="checkbox"/>
11	Percent of class represented by amount in row (9)
	5.6 %
12	Type of Reporting Person (See Instructions)
	IN

## SCHEDULE 13G

### Item 1.

Name of issuer:

(a) IN8BIO, INC.

Address of issuer's principal executive offices:

(b) EMPIRE STATE BUILDING, 350 5TH AVENUE, SUITE 5330, NEW YORK, NY, 10118.

### Item 2.

Name of person filing:

(a) This Schedule 13G is filed by William Tai-Wei Ho (the "Reporting Person").

Address or principal business office or, if none, residence:

(b) c/o IN8bio, Inc. Empire State Building 350 5th Avenue, Suite 5330 New York, NY 10118

Citizenship:

(c) United States of America

Title of class of securities:

(d) Common Stock, \$0.0001 Par Value Per Share

CUSIP No.:

(e) 45674E109

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k)  Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Amount beneficially owned:

- (a) Row 9 of the Reporting Person's cover page to this Schedule 13G/A sets forth the aggregate number of shares of Common Stock beneficially owned by the Reporting Person and is incorporated by reference. Consists of (i) 2,548,144 shares of Common Stock held of record by the Reporting Person, (ii) 145,999 shares of Common Stock held of record by the Reporting Person's two minor children, (iii) 109,500 shares of Common Stock held of record by certain other relatives of the Reporting Person, over which, under all but certain limited circumstances, the Reporting Person holds an irrevocable proxy, pursuant to voting agreements between the Reporting Person, the Issuer, and such stockholders, and 1,295,157 shares of Common Stock underlying outstanding options held by the Reporting Person that are immediately exercisable or will be immediately exercisable within 60 days of December 31, 2024.

Percent of class:

- (b) Row 11 of the Reporting Person's cover page to this Schedule 13G/A sets forth the percentages of the shares of Common Stock beneficially owned by the Reporting Person and is incorporated by reference. The percentage set forth in each row 11 is based on dividing (a) the aggregate number of shares of Common Stock beneficially owned by the Reporting Person as set forth in Row 9 by (b) the sum of (i) 72,483,253 shares of Common Stock outstanding as of as of November 11, 2024 as reported by the Issuer on its Form 10-Q, dated and filed with the Securities and Exchange Commission on November 12, 2024, and (ii) 1,295,157 shares of Common Stock underlying outstanding options held by the Reporting Person that are immediately exercisable or will be immediately exercisable within 60 days of December 31, 2024. %

- (c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

Row 5 of the Reporting Person's cover page to this Schedule 13G/A sets forth the sole power to vote or to direct the vote of Common Stock beneficially owned by such Reporting Person and is incorporated by reference.

(ii) Shared power to vote or to direct the vote:

Row 6 of the Reporting Person's cover page to this Schedule 13G/A sets forth the shared power to vote or to direct the vote of Common Stock beneficially owned by such Reporting Person and is incorporated by reference.

(iii) Sole power to dispose or to direct the disposition of:

Row 7 of the Reporting Person's cover page to this Schedule 13G/A sets forth the sole power to dispose or to direct the disposition of Common Stock beneficially owned by such Reporting Person and is incorporated by reference.

(iv) Shared power to dispose or to direct the disposition of:

Row 8 of the Reporting Person's cover page to this Schedule 13G/A sets forth the shared power to dispose or to direct the disposition of Common Stock beneficially owned by such Reporting Person and is incorporated by reference.

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:  
Not Applicable

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.

William Tai-Wei Ho

Signature: /s/ William Tai-Wei Ho

Name/Title: William Tai-Wei Ho

Date: 02/14/2025