

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K/A
(Amendment No. 1)**

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2024

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM TO

Commission File Number 001-39692

IN8BIO, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)
350 5th Avenue, Suite 5330
New York, New York
(Address of principal executive offices)

82-5462585
(I.R.S. Employer
Identification No.)
10118
(Zip Code)

Registrant's telephone number, including area code: (646) 600-6438

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	INAB	The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b)

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the Registrant, based on the closing price of \$0.85 per share of the Registrant's common stock as reported on the Nasdaq Stock Market LLC on June 28, 2024, the last business day of the Registrant's most recently completed second quarter was \$29.0 million. This calculation excludes shares of the registrant's common stock held by current executive officers, directors and stockholders that the registrant has concluded are affiliates of the registrant. This determination of affiliate status is not a determination for other purposes.

The number of shares of Registrant's Common Stock outstanding as of May 2, 2025 was 90,771,944.

DOCUMENTS INCORPORATED BY REFERENCE

None.

Auditor Name: CohnReznick LLP

Location: Tysons, Virginia

PCAOB Firm ID: 596

EXPLANATORY NOTE

IN8bio, Inc. (the “Company”) is filing this Amendment No. 1 to its Annual Report on Form 10-K (this “Amendment”), originally filed with the Securities and Exchange Commission (the “SEC”) on March 13, 2025 (the “Initial Filing”). This Amendment is being filed solely to correct the exhibit list contained in Item 15 of Part IV of the Initial Filing.

In connection with the filing of this Amendment, the Company is including new certifications of its principal executive officer and principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Accordingly, Item 15 of Part IV of the Initial Filing has also been amended to reflect the filing of the new certifications. Since no new financial statements have been included in this Amendment and this Amendment does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4, and 5 of the certifications have been omitted. In addition, because no financial statements are contained within this Amendment, the Company is not including certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Except as contained herein, this Amendment does not modify or update disclosures contained in the Initial Filing. This Amendment should be read in conjunction with the Company’s other filings made with the SEC subsequent to the date of the Initial Filing.

In this Amendment, unless the context requires otherwise, all references to “we,” “our,” “us,” “IN8bio” and the “Company” refer to IN8bio, Inc.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

The financial statements schedules and exhibits filed as part of this Annual Report are as follows:

(a)(3) Exhibits

The exhibits required to be filed or furnished as part of this report are listed in the Exhibit List set forth below.

Exhibit Index

<u>Exhibit Number</u>	<u>Description</u>
3.1	<u>Amended and Restated Certificate of Incorporation of the Company (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-39692), filed with the SEC on August 3, 2021).</u>
3.2	<u>Second Amended and Restated Bylaws of the Company (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-39692), filed with the SEC on December 7, 2023).</u>
4.1	<u>Form of Common Stock Certificate (incorporated herein by reference to Exhibit 4.1 to the Company's Amendment No. 1 to Registration Statement on Form S-1 (File No. 333-249530), filed with the SEC on November 5, 2020).</u>
4.2	<u>Description of the Registrant's Securities (incorporated herein by reference to Exhibit 4.3 to the Company's Annual Report on Form 10-K (File No. 001-39692), filed with the SEC on March 13, 2025).</u>
4.3	<u>Form of Pre-funded Warrant (incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K (File No. 001-39692), filed with the SEC on December 11, 2023).</u>
4.4	<u>Form of Pre-Funded Warrant (incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K (File No. 001-39692), filed with the SEC on October 1, 2024).</u>
4.5	<u>Form of Series A Warrant (incorporated herein by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K (File No. 001-39692), filed with the SEC on December 11, 2023).</u>
4.6	<u>Form of Series B Warrant (incorporated herein by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K (File No. 001-39692), filed with the SEC on December 11, 2023).</u>
4.7	<u>Form of Series C Warrant (incorporated herein by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K (File No. 001-39692), filed with the SEC on October 1, 2024).</u>
4.8	<u>Form of Registration Rights Agreement (incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K (File No. 001-39692), filed with the SEC on December 11, 2023).</u>
4.9	<u>Form of Registration Rights Agreement (incorporated herein by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K (File No. 001-39692), filed with the SEC on October 1, 2024).</u>
4.10	<u>Form of Amendment No. 1 to Common Stock Purchase Warrant (Series A) (incorporated herein by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K (File No. 001-39692), filed with the SEC on October 1, 2024).</u>
10.1+	<u>Form of Indemnity Agreement by and between the Registrant and its directors and executive officers (incorporated herein by reference to Exhibit 10.1 to the Company's Registration Statement on Form S-1/A (File No. 333-249530), filed with the Commission on November 5, 2020).</u>
10.2+	<u>2018 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.2 to the Company's Registration Statement on Form S-1 (File No. 333-249530), filed with the Commission on October 16, 2020).</u>
10.3+	<u>Forms of Option Grant Notice and Option Agreement under 2018 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.3 to the Company's Registration Statement on Form S-1 (File No. 333-249530), filed with the Commission on October 16, 2020).</u>
10.4+	<u>2020 Equity Incentive Plan (incorporated herein by reference to Exhibit 4.6 to the Company's Registration Statement on Form S-8 (File No. 333-259458), filed with the SEC on September 10, 2021).</u>

- 10.5+ [Forms of Option Grant Notice and Option Agreement under 2020 Equity Incentive Plan \(incorporated herein by reference to Exhibit 10.5 to the Company's Registration Statement on Form S-1/A \(File No. 333-249530\), filed with the Commission on November 5, 2020\).](#)
- 10.6+ [Amended and Restated 2023 Equity Incentive Plan \(incorporated herein by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q \(File No. 001-39692\), filed with the SEC on August 10, 2023\).](#)
- 10.7+ [Forms of Option Grant Notice and Option Agreement under the Amended and Restated 2023 Equity Incentive Plan \(incorporated herein by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q \(File No. 001-39692\), filed with the SEC on August 10, 2023\).](#)
- 10.8+ [2020 Employee Stock Purchase Plan \(incorporated herein by reference to Exhibit 4.6 to the Company's Registration Statement on Form S-8 \(File No. 333-259458\), filed with the SEC on September 10, 2021\).](#)
- 10.09+ [Non-Employee Director Compensation Policy \(as amended February 5, 2024\) \(incorporated herein by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q \(File No. 001-39692\), filed with the SEC on May 9, 2024\).](#)
- 10.10+ [Non-Employee Director Compensation Policy \(as amended August 30, 2024\) \(incorporated herein by reference to Exhibit 10.9 to the Company's Quarterly Report on Form 10-Q \(File No. 001-39692\), filed with the SEC on November 12, 2024\).](#)
- 10.11† [Exclusive License Agreement, dated March 10, 2016, between the Registrant and The UAB Research Foundation, as amended \(incorporated herein by reference to Exhibit 10.8 to the Registrant's Registration Statement on Form S-1 \(File No. 333-249530\), filed with the Commission on October 16, 2020\).](#)
- 10.12† [First Amendment to Exclusive License Agreement, dated December 14, 2016, between the UAB Research Foundation and the Registrant \(incorporated herein by reference to Exhibit 10.9 to the Registrant's Registration Statement on Form S-1 \(File No. 333-249530\), filed with the Commission on October 16, 2020\).](#)
- 10.13† [Second Amendment to Exclusive License Agreement, dated December 14, 2016, between the UAB Research Foundation and the Registrant \(incorporated herein by reference to Exhibit 10.10 to the Registrant's Registration Statement on Form S-1 \(File No. 333-249530\), filed with the Commission on October 16, 2020\).](#)
- 10.14† [Third Amendment to Exclusive License Agreement, dated December 14, 2016, between the UAB Research Foundation and the Registrant \(incorporated herein by reference to Exhibit 10.11 to the Registrant's Registration Statement on Form S-1 \(File No. 333-249530\), filed with the Commission on October 16, 2020\).](#)
- 10.15† [Fourth Amendment to Exclusive License Agreement, dated December 14, 2016, between the UAB Research Foundation and the Registrant \(incorporated herein by reference to Exhibit 10.12 to the Registrant's Registration Statement on Form S-1 \(File No. 333-249530\), filed with the Commission on October 16, 2020\).](#)
- 10.16† [Exclusive License Agreement, dated June 10, 2016, between Emory University, Children's Healthcare of Atlanta, Inc., and UAB Research Foundation and the Registrant \(incorporated herein by reference to Exhibit 10.13 to the Registrant's Registration Statement on Form S-1 \(File No. 333-249530\), filed with the Commission on October 16, 2020\).](#)
- 10.17† [First Amendment to Exclusive License Agreement between Emory University, Children's Healthcare of Atlanta, Inc., The UAB Research Foundation and the Registrant \(incorporated herein by reference to Exhibit 10.14 to the Registrant's Registration Statement on Form S-1 \(File No. 333-249530\), filed with the Commission on October 16, 2020\).](#)
- 10.18† [Second Amendment to Exclusive License Agreement between Emory University, Children's Healthcare of Atlanta, Inc., The UAB Research Foundation and the Registrant \(incorporated herein by reference to Exhibit 10.15 to the Registrant's Registration Statement on Form S-1 \(File No. 333-249530\), filed with the Commission on October 16, 2020\).](#)
- 10.19+ [Amended and Restated Employment Agreement, between Registrant and William Ho, dated December 1, 2020 \(incorporated herein by reference to Exhibit 10.16 to the Registrant's Registration Statement on Form S-1/A \(File No. 333-249530\), filed with the Commission on July 22, 2021\).](#)
- 10.20+ [Amended and Restated Employment Agreement, between Registrant and William Ho, dated as of August 30, 2024 \(incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K \(File No. 001-39692\), filed with the SEC on September 6, 2024\).](#)

- 10.21+ [Amended and Restated Employment Agreement between Registrant and Lawrence Lamb, dated December 31, 2020 \(incorporated herein by reference to Exhibit 10.17 to the Registrant's Registration Statement on Form S-1/A \(File No. 333-249530\), filed with the Commission on July 22, 2021\).](#)
- 10.22+ [Amendment to Employment Agreement, by and between the Company and Lawrence Lamb, dated as of August 30, 2024 \(incorporated herein by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K \(File No. 001-39692\), filed with the SEC on September 6, 2024\).](#)
- 10.23+ [Employment Agreement between Registrant and Patrick McCall, dated January 20, 2021 \(incorporated herein by reference to Exhibit 10.20 to the Company's Annual Report on Form 10-K \(File No. 001-39692\), filed with the SEC on March 17, 2022\).](#)
- 10.24+ [Amendment to Employment Agreement, by and between the Company and Patrick McCall, dated as of August 30, 2024 \(incorporated herein by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K \(File No. 001-39692\), filed with the SEC on September 6, 2024\).](#)
- 10.25+ [Employment Agreement between Registrant and Kate Rochlin, dated March 14, 2024 \(incorporated herein by reference to Exhibit 10.23 to the Company's Annual Report on Form 10-K \(File No. 001-39692\), filed with the SEC on March 14, 2024\).](#)
- 10.26+ [Amendment to Employment Agreement, by and between the Company and Kate Rochlin, dated as of August 30, 2024 \(incorporated herein by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K \(File No. 001-39692\), filed with the SEC on September 6, 2024\).](#)
- 10.27 [Securities Purchase Agreement, dated as of December 11, 2023, by and among the Registrant and the Investors named therein \(incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K \(File No. 001-39692\), filed with the SEC on December 11, 2023\).](#)
- 10.28 [Form of Securities Purchase Agreement \(incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K \(File No. 001-39692\), filed with the SEC on October 1, 2024\).](#)
- 10.29 [Second Amendment to Lease Agreement between the Company \(Suite 230\) and Sloss Martin Biscuit, Ltd., dated March 16, 2024 \(incorporated herein by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q \(File No. 001-39692\), filed with the SEC on May 9, 2024\).](#)
- 10.30 [Second Amendment to Lease Agreement between the Company \(Suite 270\) and Sloss Martin Biscuit, Ltd., dated March 16, 2024 \(incorporated herein by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q \(File No. 001-39692\), filed with the SEC on May 9, 2024\).](#)
- 19.1 [Insider Trading Policy \(incorporated herein by reference to Exhibit 19.1 to the Company's Annual Report on Form 10-K \(File No. 001-39692\), filed with the SEC on March 13, 2025\).](#)
- 23.1 [Consent of Independent Registered Public Accounting Firm \(incorporated herein by reference to Exhibit 23.1 to the Company's Annual Report on Form 10-K \(File No. 001-39692\), filed with the SEC on March 13, 2025\).](#)
- 24.1 [Power of Attorney \(included on the signature page to the Initial Filing\).](#)
- 31.1 [Certification of Principal Executive Officer Pursuant to Rules 13a-14\(a\) and 15d-14\(a\) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 \(incorporated herein by reference to Exhibit 31.1 to the Company's Annual Report on Form 10-K \(File No. 001-39692\), filed with the SEC on March 13, 2025\).](#)
- 31.2 [Certification of Principal Financial Officer Pursuant to Rules 13a-14\(a\) and 15d-14\(a\) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 \(incorporated herein by reference to Exhibit 31.2 to the Company's Annual Report on Form 10-K \(File No. 001-39692\), filed with the SEC on March 13, 2025\).](#)
- 31.3 [Certification of Principal Executive Officer Pursuant to Rules 13a-14\(a\) and 15d-14\(a\) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 31.4 [Certification of Principal Financial Officer Pursuant to Rules 13a-14\(a\) and 15d-14\(a\) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 32.1* [Certification of Principal Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 \(incorporated herein by reference to Exhibit 32.1 to the Company's Annual Report on Form 10-K \(File No. 001-39692\), filed with the SEC on March 13, 2025\).](#)
- 97 [Incentive Compensation Recoupment Policy, dated October 23, 2023 \(incorporated herein by reference to Exhibit 97 to the Company's Annual Report on Form 10-K \(File No. 001-39692\), filed with the SEC on March 14, 2024\).](#)

101.INS Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL Document.

101.SCH Inline XBRL Taxonomy Extension Schema with Embedded Linkbase Document.

104 Cover Page formatted as inline XBRL with applicable taxonomy extension information contained in Exhibit 101.

* Furnished herewith and not deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act (whether made before or after the date of the Form 10-K), irrespective of any general incorporation language contained in such filing.

+ Indicates a management contract or compensatory plan.

† Pursuant to Item 601(b)(10)(iv) of Regulation S-K promulgated by the Securities and Exchange Commission, certain portions of this exhibit have been redacted. The Registrant hereby agrees to furnish supplementally to the Securities and Exchange Commission, upon its request, an unredacted copy of this exhibit.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

May 7, 2025

IN8bio, Inc.

By: /s/ William Ho

William Ho

Chief Executive Officer

(Principal Executive Officer)

CERTIFICATIONS

I, William Ho, certify that:

1. I have reviewed this Amendment No. 1 to Annual Report on Form 10-K of IN8bio, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

Date: May 7, 2025

By: /s/ William Ho

William Ho
Chief Executive Officer
(Principal Executive Officer)

CERTIFICATIONS

I, Patrick McCall, certify that:

1. I have reviewed this Amendment No. 1 to Annual Report on Form 10-K of IN8bio, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

Date: May 7, 2025

By: /s/ Patrick McCall

Patrick McCall
Chief Financial Officer & Secretary
(Principal Financial Officer)