

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person <sup>†</sup> <u>Fletcher Aaron G.L.</u>  (Last) (First) (Middle) C/O BIOS EQUITY PARTNERS 1751 RIVER RUN SUITE 400  (Street) FORT WORTH TX 76107  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>IN8BIO, INC. [ NGE C ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>	
	3. Date of Earliest Transaction (Month/Day/Year) 12/13/2023		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>
	4. If Amendment, Date of Original Filed (Month/Day/Year)	Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								601,980	I	By Bios Fund III, NT, LP <sup>(2)</sup> <small>(3)(4)(6)</small>
Common Stock								3,727,597	I	By Bios Fund III QP, LP <sup>(2)</sup> <small>(3)(4)(6)</small>
Common Stock								570,724	I	By Bios Fund III, LP <sup>(2)(3)(4)(6)</sup>
Common Stock								574,432	I	By Bios Fund II, LP <sup>(2)(3)(4)(6)</sup>
Common Stock								1,876,624	I	By Bios Fund II QP, LP <sup>(2)</sup> <small>(3)(4)(6)</small>
Common Stock								251,211	I	By Bios Fund II NT, LP <sup>(2)</sup> <small>(3)(4)(6)</small>
Common Stock								997,433	I	By BIOS Incysus Co-Invest I, LP <sup>(2)(3)</sup> <small>(4)(6)</small>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Pre-Funded Warrants	\$0.0001	12/13/2023		P		574,241		12/13/2023	(1)	Common Stock	574,241	(1)	574,241	I	By Bios Clinical Opportunity Fund, LP <sup>(5)(6)</sup>
Series A Warrant	\$1.25	12/13/2023		P		574,241		12/13/2023	06/13/2025	Common Stock	574,241	(1)	574,241	I	By Bios Clinical Opportunity Fund, LP <sup>(5)(6)</sup>
Series B Warrant	\$1.5	12/13/2023		P		574,241		12/13/2023	12/13/2028	Common Stock	574,241	(1)	574,241	I	By Bios Clinical Opportunity Fund, LP <sup>(5)(6)</sup>
Stock Option	\$1.0685							(8)	03/11/2029	Common Stock	12,775		12,775	I	See Footnotes <sup>(2)(3)(4)(6)(7)</sup>
Stock Option	\$10							(8)	07/29/2031	Common Stock	10,500		10,500	I	See Footnotes <sup>(2)(3)(4)(6)(7)</sup>
Stock Option	\$2.24							(8)	06/01/2032	Common Stock	13,500		13,500	I	See Footnotes <sup>(2)(3)(4)(6)(7)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	\$2.12							(9)	06/15/2033	Common Stock	85,000		85,000	I	See Footnotes <sup>(2)(3)(4)(6)(7)</sup>

1. Name and Address of Reporting Person<sup>\*</sup>  
[Fletcher Aaron G.L.](#)  


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(Last) (First) (Middle)  
C/O BIOS EQUITY PARTNERS  
1751 RIVER RUN SUITE 400  


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(Street)  
FORT WORTH TX 76107  


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(City) (State) (Zip)

1. Name and Address of Reporting Person<sup>\*</sup>  
[BIOS Fund II, LP](#)  


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1. Name and Address of Reporting Person<sup>\*</sup>  
[BIOS Fund II QP, LP](#)  


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[BIOS Fund II NT, LP](#)  


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[BIOS Incysus Co-Invest I, LP](#)  


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1. Name and Address of Reporting Person<sup>\*</sup>  
[BIOS Fund III, LP](#)  


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1. Name and Address of Reporting Person\*

[BIOS Fund III QP, LP](#)

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[BIOS Fund III NT, LP](#)

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1. Name and Address of Reporting Person\*

[BIOS Capital Management, LP](#)

(Last) (First) (Middle)

C/O BIOS EQUITY PARTNERS  
1751 RIVER RUN SUITE 400

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[BIOS Advisors GP, LLC](#)

(Last) (First) (Middle)

C/O BIOS EQUITY PARTNERS  
1751 RIVER RUN SUITE 400

(Street)

FORT WORTH TX 76107

(City) (State) (Zip)

**Explanation of Responses:**

1. Pursuant to a Securities Purchase Agreement, dated as of December 11, 2023, between In8bio, Inc. (the "Issuer"), Bios Clinical Opportunity Fund, LP ("Bios COF Fund") and the other purchasers signatory thereto, Bios COF Fund purchased from the Issuer in a private placement 574,241 units at a price of \$1.22 per unit, each unit consisting of (i) one pre-funded warrant (the "Pre-Funded Warrants") to purchase one share of Common Stock, (ii) one Series A warrant to purchase one share of Common Stock and (iii) one Series B warrant to purchase one share of Common Stock. 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 Warrant is exercised in full.
2. Bios Equity Partners, LP ("Bios Equity I") is the general partner of BP Directors, LP ("Bios Directors"). Bios Equity Partners II, LP ("Bios Equity II") is the general partner of the following entities: Bios Fund II, LP ("Bios Fund II"), Bios Fund II QP, LP ("Bios Fund II QP"), Bios Fund II NT, LP ("Bios Fund II NT") and BIOS Incysus Co-Invest I, LP ("BIOS Incysus"). Bios Equity Partners III, LP ("Bios Equity III") is the general partner of the following entities: Bios Fund III, LP ("Bios Fund III"), Bios Fund III QP, LP ("Bios Fund III QP") and Bios Fund III NT, LP ("Bios Fund III NT"). Bios Capital Management, LP ("Bios Management") and Cavu Management, LP ("Cavu Management") are the general partners of Bios Equity II and Bios Equity III.
3. Bios Advisors GP, LLC ("Bios Advisors") is the general partner of Cavu Management. Bios Management and Bios Advisors are entities managed and controlled by Aaron G.L. Fletcher. Cavu Management and Cavu Advisors are entities managed and controlled by Leslie W. Kreis, Jr. Mr. Fletcher, Bios Management, Bios Advisors, Mr. Kreis, Cavu Management and Cavu Advisors each share voting and investment control with respect to the shares held by Bios Directors, Bios Fund II, Bios Fund II QP, Bios Fund II NT, BIOS Incysus, Bios Fund III, Bios Fund III QP and Bios Fund III NT (collectively, the "Bios Equity Entities").
4. Because of the relationship between Mr. Fletcher, Bios Management, Bios Advisors, Mr. Kreis, Cavu Management, Cavu Advisors and the Bios Equity Entities, Mr. Fletcher, Bios Management, Bios Advisors, Mr. Kreis, Cavu Management and Cavu Advisors each may be deemed to beneficially own the shares held directly by the Bios Equity Entities.
5. Bios Equity COF, LP ("Bios Equity COF") is the general partner of Bios COF Fund. Bios Management is the general partner of Bios Equity COF. Bios Advisors is the general partner of Bios Management. Bios Management and are entities managed and controlled by Mr. Fletcher. Mr. Fletcher, Bios Management and Bios Advisors each share voting and investment control with respect to the shares held by Bios COF Fund. Because of the relationship between Mr. Fletcher, Bios Management, Bios Advisors and Bios Equity COF, Mr. Fletcher, Bios Management and Bios Advisors may be deemed to beneficially own the securities held directly by Bios COF Fund.
6. For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, each Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his/its pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.
7. Consists of options granted in consideration for Travis Whitfill's services as director of the Issuer. Mr. Whitfill has agreed that he will hold any equity based awards granted to Mr. Whitfill in connection with his services as a director of the Issuer merely as a nominee for Bios Directors. Mr. Whitfill is not currently an affiliate of any of the Reporting Persons.
8. All of the shares subject to the reported options have fully vested.
9. One twelfth (1/12th) of the shares subject to the reported options shall vest in equal monthly installments commencing on July 15, 2023 and will be fully vested on the date of the next annual meeting of the Issuer's stockholders, subject to the Mr. Whitfill continuing to provide service as a director of the Issuer through each such date.

**Remarks:**

This Form 4 is the first of three Section 16 filings relating to the same event, including one Form 3 and two Forms 4. The Form 3 is being filed by Bios COF Fund and Bios Equity COF to reflect their admission as members into the "group" (for Section 13 and Section 16 purposes) previously composed of each of the reporting persons included on this Form 4 and other Form 4 relating to the same event filed by Mr. Kreis as the designated filer. The Form 4 has been split into two filings because there are more than 10 reporting persons in total, and the SEC's EDGAR filing system limits a single Form 4 to a maximum of 10 reporting persons.

[/s/ Aaron G.L. Fletcher](#)

[12/14/2023](#)

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/ Aaron Glenn Louis Fletcher, Manager 12/14/2023  
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/ Aaron Glenn Louis Fletcher, Manager 12/14/2023  
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/ Aaron Glenn Louis Fletcher, Manager 12/14/2023  
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/ Aaron Glenn Louis Fletcher, Manager 12/14/2023  
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/ Aaron Glenn Louis Fletcher, Manager 12/14/2023  
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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/ Aaron Glenn Louis Fletcher, Manager 12/14/2023  
Bios Capital Management, LP By: Bios Advisors GP, LLC, its general partner By: /s/ Aaron Glenn Louis Fletcher, Manager 12/14/2023  
Bios Advisors GP, LLC By: /s/ Aaron Glenn Louis Fletcher, Manager 12/14/2023

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.