

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>Bios Clinical Opportunity Fund, LP</u> (Last) (First) (Middle) C/O BIOS EQUITY PARTNERS 1751 RIVER RUN, SUITE 400 (Street) FORT WORTH TX 76107 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/13/2023	3. Issuer Name and Ticker or Trading Symbol <u>IN8BIO, INC.</u> [INAB]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Pre-Funded Warrants	12/13/2023	(1)	Common Stock 574,241	0.0001	D ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	
Series A Warrant	12/13/2023	06/13/2025	Common Stock 574,241	1.25	D ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	
Series B Warrant	12/13/2023	12/13/2028	Common Stock 574,241	1.5	D ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	

1. Name and Address of Reporting Person*
Bios Clinical Opportunity Fund, LP
 (Last) (First) (Middle)
 C/O BIOS EQUITY PARTNERS
 1751 RIVER RUN, SUITE 400
 (Street)
 FORT WORTH TX 76107
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Bios Equity COF, LP
 (Last) (First) (Middle)
 C/O BIOS EQUITY PARTNERS
 1751 RIVER RUN, SUITE 400
 (Street)

(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 (the "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. The Private Placement closed on December 13, 2023.

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 Bios Management. Cavu Advisors LLC ("Cavu 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.

Remarks:

This Form 3 is the third of three Section 16 filings relating to the same event, including one Form 3 and two Forms 4. This 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 the Forms 4 relating to the same event filed by each of Mr. Fletcher and 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.

Bios Clinical Opportunity
Fund, LP By: Bios Equity
COF, LP, its general
partner By: Bios Capital
Management, LP, its
general partner By: Bios 12/15/2023

Advisors GP, LLC, its
general partner By: /s/
Aaron Glenn Louis
Fletcher, Manager

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

** 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 5 (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.

POWER OF ATTORNEY

The undersigned hereby constitute and appoint Daniel Schwarz, the lawful attorney-in-fact and agent with full power and authority to execute and file on the undersigned's behalf, any and all instruments including Forms 3, 4 and 5, and Schedules 13D and 13G (collectively, the "Filings"), and any amendments, supplements or successor forms thereto pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any rules or regulations or requirements of the Securities and Exchange Commission in connection with the undersigned's reporting obligations with respect to securities of IN8bio, Inc., a Delaware corporation, pursuant to Section 13(d) of the Exchange Act and Section 16(b) of the Exchange Act.

The authority of such attorney-in-fact shall continue until the undersigned is no longer required to file any of the Filings, unless earlier revoked in writing. The undersigned hereby ratifies, confirms and approves in all respects all Filings (including amendments thereto) and actions taken by any of the attorney-in-fact relating to such Filings.

The undersigned acknowledges that the attorneys-in-fact are not assuming any of the undersigned's responsibilities to comply with Section 13 or Section 16 of the Exchange Act.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated.

Dated: December 15, 2023

BIOS FUND II, LP

By: Bios Equity Partners II, LP,
its general partner

By: Cavu Management, LP,
its general partner

By: Cavu Advisors, LLC,
its general partner

By: /s/ Leslie Wayne Kreis, Jr.
Leslie Wayne Kreis, Jr.
Manager

By: Bios Capital Management, LP,
its general partner

By: Bios Advisors GP, LLC,
its general partner

By: /s/ Aaron Glenn Louis Fletcher
Aaron Glenn Louis Fletcher
Manager

BIOS FUND II QP, LP

By: Bios Equity Partners II, LP,
its general partner

By: Cavu Management, LP,
its general partner

By: Cavu Advisors, LLC,
its general partner

By: /s/ Leslie Wayne Kreis, Jr.
Leslie Wayne Kreis, Jr.,
Manager

By: Bios Capital Management, LP,
its general partner

By: Bios Advisors GP, LLC,
its general partner

By: /s/ Aaron Glenn Louis Fletcher
Aaron Glenn Louis Fletcher,
Manager

BIOS FUND II NT, LP

By: Bios Equity Partners II, LP,
its general partner

By: Cavu Management, LP,
its general partner

By: Cavu Advisors, LLC,
its general partner

By: /s/ Leslie Wayne Kreis, Jr.
Leslie Wayne Kreis, Jr.,
Manager

By: Bios Capital Management, LP,
its general partner

By: Bios Advisors GP, LLC,
its general partner

By: /s/ Aaron Glenn Louis Fletcher
Aaron Glenn Louis Fletcher,
Manager

BIOS INCYSUS CO-INVEST I, LP

By: Bios Equity Partners II, LP,
its general partner

By: Cavu Management, LP,
its general partner

By: Cavu Advisors, LLC,
its general partner

By: /s/ Leslie Wayne Kreis, Jr.
Leslie Wayne Kreis, Jr.,
Manager

By: Bios Capital Management, LP,
its general partner

By: Bios Advisors GP, LLC,
its general partner

By: /s/ Aaron Glenn Louis Fletcher
Aaron Glenn Louis Fletcher,
Manager

BIOS FUND III, LP

By: Bios Equity Partners III, LP,
its general partner

By: Cavu Management, LP,
its general partner

By: Cavu Advisors, LLC,
its general partner

By: /s/ Leslie Wayne Kreis, Jr.
Leslie Wayne Kreis, Jr.,
Manager

By: Bios Capital Management, LP,
its general partner

By: Bios Advisors GP, LLC,
its general partner

By: /s/ Aaron Glenn Louis Fletcher
Aaron Glenn Louis Fletcher,
Manager

BIOS FUND III QP, LP

By: Bios Equity Partners III, LP,
its general partner

By: Cavu Management, LP,
its general partner

By: Cavu Advisors, LLC,
its general partner

By: /s/ Leslie Wayne Kreis, Jr.
Leslie Wayne Kreis, Jr.,
Manager

By: Bios Capital Management, LP,
its general partner

By: Bios Advisors GP, LLC,
its general partner

By: /s/ Aaron Glenn Louis Fletcher
Aaron Glenn Louis Fletcher,
Manager

BIOS FUND III NT, LP

By: Bios Equity Partners III, LP,
its general partner

By: Cavu Management, LP,
its general partner

By: Cavu Advisors, LLC,
its general partner

By: /s/ Leslie Wayne Kreis, Jr.
Leslie Wayne Kreis, Jr.,
Manager

By: Bios Capital Management, LP,
its general partner

By: Bios Advisors GP, LLC,
its general partner

By: /s/ Aaron Glenn Louis Fletcher
Aaron Glenn Louis Fletcher,
Manager

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

By: /s/ Aaron Glenn Louis Fletcher
Aaron Glenn Louis Fletcher,
Manager

BP Directors, LP

By: Bios Equity Partners, LP,
its general partner

By: Cavu Management, LP,
its general partner

By: Cavu Advisors, LLC,
its general partner

By: /s/ Leslie Wayne Kreis, Jr.
Leslie Wayne Kreis, Jr.,
Manager

By: Bios Capital Management, LP,
its general partner

By: Bios Advisors GP, LLC,
its general partner

By: /s/ Aaron Glenn Louis Fletcher
Aaron Glenn Louis Fletcher,
Manager

BIOS EQUITY PARTNERS, LP

By: Cavu Management, LP,
its general partner

By: Cavu Advisors, LLC,
its general partner

By: /s/ Leslie Wayne Kreis, Jr.
Leslie Wayne Kreis, Jr.,
Manager

By: Bios Capital Management, LP,
its general partner

By: Bios Advisors GP, LLC,
its general partner

By: /s/ Aaron Glenn Louis Fletcher
Aaron Glenn Louis Fletcher,
Manager

BIOS EQUITY PARTNERS II, LP

By: Cavu Management, LP,
its general partner

By: Cavu Advisors, LLC,
its general partner

By: /s/ Leslie Wayne Kreis, Jr.
Leslie Wayne Kreis, Jr.,
Manager

By: Bios Capital Management, LP,
its general partner

By: Bios Advisors GP, LLC,
its general partner

By: /s/ Aaron Glenn Louis Fletcher
Aaron Glenn Louis Fletcher,
Manager

BIOS EQUITY PARTNERS III, LP

By: Cavu Management, LP,
its general partner

By: Cavu Advisors, LLC,
its general partner

By: /s/ Leslie Wayne Kreis, Jr.
Leslie Wayne Kreis, Jr.,
Manager

By: Bios Capital Management, LP,
its general partner

By: Bios Advisors GP, LLC,
its general partner

By: /s/ Aaron Glenn Louis Fletcher
Aaron Glenn Louis Fletcher,
Manager

BIOS EQUITY COF, LP

By: Bios Capital Management, LP,
its general partner

By: Bios Advisors GP, LLC,
its general partner

By: /s/ Aaron Glenn Louis Fletcher
Aaron Glenn Louis Fletcher,
Manager

CAVU MANAGEMENT, LP

By: Cavu Advisors, LLC,
its general partner

By: /s/ Leslie Wayne Kreis, Jr.
Leslie Wayne Kreis, Jr.,
Manager

BIOS CAPITAL MANAGEMENT, LP

By: Bios Advisors GP, LLC
its general partner

By: /s/ Aaron Glenn Louis Fletcher
Aaron Glenn Louis Fletcher
Manager

CAVU ADVISORS, LLC

By: /s/ Leslie Wayne Kreis, Jr.
Leslie Wayne Kreis, Jr.,
Manager

BIOS ADVISORS GP, LLC

By: /s/ Aaron Glenn Louis Fletcher
Aaron Glenn Louis Fletcher,
Manager

/s/ Leslie Wayne Kreis, Jr.

LESLIE WAYNE KREIS, JR., in his individual capacity

/s/ Aaron Glenn Louis Fletcher

AARON GLENN LOUIS FLETCHER, in his individual capacity
