

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 11, 2022

IN8bio, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39692
(Commission
File Number)

82-5462585
(IRS Employer
Identification No.)

350 5th Avenue, Suite 5330
New York, New York
(Address of Principal Executive Offices)

10118
(Zip Code)

Registrant's Telephone Number, Including Area Code: 646 600-6438

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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.

Item 1.01 Entry into a Material Definitive Agreement.

On August 11, 2022, IN8bio, Inc. (the “Company”) entered into an Underwriting Agreement (the “Underwriting Agreement”) with H.C. Wainwright & Co., LLC (the “Underwriter”), relating to the public offering (the “Offering”) of 5,394,737 shares of the Company’s common stock, \$0.0001 par value per share (the “Common Stock”), at a price to the public of \$1.90 per share (the “Offering Price”), less underwriting discounts and commissions. The net proceeds to the Company from the sale of the shares of Common Stock, after deducting the underwriting discounts and commissions and other estimated offering expenses payable by the Company, will be approximately \$9.0 million. The Company also granted the Underwriter a 30-day option to purchase up to an additional 657,894 shares of Common Stock at the Offering Price, less underwriting discounts and commissions.

The Offering was made pursuant to the Company’s effective shelf registration statement (as amended, the “Registration Statement”) on Form S-1 (File No. 333-266620), including the prospectus dated August 11, 2022, filed with the Securities and Exchange Commission on August 15, 2022.

In the Underwriting Agreement, the Company makes customary representations, warranties and covenants and also agrees to indemnify the Underwriter against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments that the Underwriter may be required to make because of such liabilities. The foregoing is only a brief description of the terms of the Underwriting Agreement, does not purport to be a complete description of the rights and obligations of the parties thereunder, and is qualified in its entirety by reference to the Underwriting Agreement, the form of which was previously filed as exhibit 1.1 to the Registration Statement.

Item 7.01 Regulation FD Disclosure.

On August 11, 2022, the Company issued a press release announcing the pricing of the Offering, a copy of which is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. On August 16, 2022, the Company issued a press release announcing the closing of the Offering, a copy of which is furnished as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in this Item 7.01, including Exhibits 99.1 and 99.2 hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated August 11, 2022.
99.2	Press Release, dated August 16, 2022.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

IN8bio, Inc.

Date: August 16, 2022

By:

/s/ Patrick McCall
Patrick McCall
Chief Financial Officer and Secretary
(Principal Financial and Accounting Officer)



**IN8bio Announces Pricing of
\$10.25 Million Underwritten Public Offering of
Common Stock**

NEW YORK, August 11, 2022 — IN8bio, Inc. (Nasdaq: INAB), a clinical-stage biopharmaceutical company focused on the discovery and development of innovative gamma-delta T cell therapies utilizing its DeltEx platform, today announced the pricing of an underwritten public offering of 5,394,737 shares of its common stock at a public offering price of \$1.90 per share. IN8bio also granted the underwriter a 30-day option to purchase up to an additional 657,894 shares of common stock at the public offering price, less underwriting discounts and commissions. The offering is expected to close on or about August 16, 2022, subject to the satisfaction of customary closing conditions.

H.C. Wainwright & Co. is acting as the sole book-running manager for the offering.

The gross proceeds to IN8bio from the offering are expected to be approximately \$10.25 million, before deducting underwriting discounts and commissions and other offering expenses and excluding any exercise of the underwriter's option to purchase additional shares.

A registration statement on Form S-1 (File No. 333-266620) relating to the securities sold in this offering was declared effective by the Securities and Exchange Commission (SEC) on August 11, 2022. The offering is being made only by means of a prospectus that forms a part of the effective registration statement. When available, electronic copies of the final prospectus may be obtained for free on the SEC's website at <http://www.sec.gov> or by contacting H.C. Wainwright & Co., LLC, 430 Park Avenue, 3rd Floor, New York, NY 10022, by telephone at (212) 856-5711 or email at placements@hcwco.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities of IN8bio, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About IN8bio

IN8bio is a clinical-stage biopharmaceutical company focused on the discovery, development and commercialization of gamma-delta T cell product candidates for solid and liquid tumors. Gamma-delta T cells are a specialized population of T cells that possess unique properties, including the ability to differentiate between healthy and diseased tissue. IN8bio's DeltEx platform employs allogeneic, autologous, iPSC and genetically modified approaches to develop cell therapies, designed to effectively identify and eradicate tumor cells.

Forward Looking Statements

This press release may contain forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements may be identified by words such as “aims,” “anticipates,” “believes,” “could,” “estimates,” “expects,” “forecasts,” “goal,” “intends,” “may,” “plans,” “possible,” “potential,” “seeks,” “will” and variations of these words or similar expressions that are intended to identify forward-looking statements, although not all forward-looking statements contain these words. Forward-looking statements in this press release include, but are not limited to, statements regarding the completion of the offering, the satisfaction of customary closing conditions relating to the offering and the use of the net proceeds in this offering. IN8bio may not actually achieve the plans, intentions or expectations disclosed in these forward-looking statements, and you should not place undue reliance on these forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in these forward-looking statements as a result of various factors, including: the uncertainties related to market and other conditions and the completion of the public offering ; and other important factors, any of which could cause our actual results to differ from those contained in the forward-looking statements, are described in greater detail in the section entitled “Risk Factors” in our Registration Statement on Form S-1 filed with the SEC on August 8, 2022 and amended on August 9, 2022, our Annual Report on Form 10-K filed with the SEC on March 17, 2022 and our Quarterly Report on Form 10-Q filed with the SEC on May 12, 2022, as well as in other filings IN8bio may make with the SEC in the future. Any forward-looking statements contained in this press release speak only as of the date hereof, and IN8bio expressly disclaims any obligation to update any forward-looking statements contained herein, whether because of any new information, future events, changed circumstances or otherwise, except as otherwise required by law.

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IN8bio Announces Closing of \$10.25 Million Underwritten Public Offering of Common Stock

NEW YORK, Aug. 16, 2022 — IN8bio, Inc. (Nasdaq: INAB), a clinical-stage biopharmaceutical company focused on the discovery and development of innovative gamma-delta T cell therapies utilizing its DeltEx platform, today announced the closing of its previously announced underwritten public offering of 5,394,737 shares of its common stock at a public offering price of \$1.90 per share. The aggregate gross proceeds from the offering, before deducting underwriting discounts and commissions and offering expenses, were approximately \$10.25 million.

H.C. Wainwright & Co. acted as the sole book-running manager for the offering.

H.C. Wainwright & Co. has a 30-day option to purchase up to 657,894 additional shares of common stock from IN8bio at the same price per share as the shares sold by IN8bio in the initial closing.

The shares were offered by IN8bio pursuant to a registration statement on Form S-1 (File No. 333-266620) that was previously filed with, and subsequently declared effective on August 11, 2022, by the U.S. Securities and Exchange Commission (SEC). The offering was made only by means of a prospectus that formed a part of the effective registration statement. The final prospectus relating to and describing the terms of the offering was filed with the SEC on August 12, 2022. Electronic copies of the final prospectus may be obtained by contacting H.C. Wainwright & Co., LLC, 430 Park Avenue, 3rd Floor, New York, NY 10022, by telephone at (212) 856-5711 or email at placements@hcwco.com. The final prospectus is also available on the SEC's website at <http://www.sec.gov>.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities of IN8bio, nor shall there be any sale of these shares of common stock in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About IN8bio

IN8bio is a clinical-stage biopharmaceutical company focused on the discovery, development and commercialization of gamma-delta T cell product candidates for solid and liquid tumors. Gamma-delta T cells are a specialized population of T cells that possess unique properties, including the ability to differentiate between healthy and diseased tissue. IN8bio's DeltEx platform employs allogeneic, autologous, iPSC and genetically modified approaches to develop cell therapies, designed to effectively identify and eradicate tumor cells.

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