FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden 0.5

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

C/O BIOS EQUITY PARTNERS 1751 RIVER RUN, SUITE 400

TX

(State)

76107

(Zip)

(Street) FORT WORTH

(City)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

											ent Company								
1. Name and Address of Reporting Person* Fletcher Aaron G.L.				2. Issuer Name and Ticker or Trading Symbol IN8BIO, INC. [INAB]								Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner							
(Last) (First) (Middle) C/O BIOS EQUITY PARTNERS 1751 RIVER RUN, SUITE 400							ate of Earliest Transaction (Month/Day/Year) 03/2021						Officer (give title Other (specify below)						
(Street) FORT WORTH TX 76107			4. 1	4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person							
(City)	((State)	(Zip)																
			Table	I - No	n-Der	ivati	ive S	ecurities	Acqu	ired	, Dispos	ed of, or	Beneficia	ally Owne	d				
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Yea		ear)	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 Following Reported	For Owned (D)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)				
									Code V		Amount	mount (A) or (D) Price		Transaction (Instr. 3 and					
Common	Stock			08/03/2021		1			С		574,43	2 A	(1)	574,432		I S		footnote ⁽²⁾⁽³⁾⁽⁴⁾	
Common	Stock			08/	08/03/2021						1,876,62	24 A	(1)	1,876,624		I		footnote ⁽³⁾⁽⁴⁾⁽⁵⁾	
Common	Stock			08/	03/202	1			С		251,21	I A	(1)	251,2	11	I S		footnote ⁽³⁾⁽⁴⁾⁽⁵⁾	
Common	Stock			08/	03/202	1	1		С		997,43	3 A	(1)	997,433		I Sec. (6)(9		footnote ⁽³⁾⁽⁴⁾⁽⁵⁾	
Common Stock			08/03/2021		1			С		340,71	,712 A (1)		340,712		I Se		e footnote ⁽³⁾⁽⁴⁾⁽⁵⁾		
Common Stock			08/03/2021		1			С		2,225,31	.6 A	(1)	2,225,3	316	1 (6)		e footnote ⁽³⁾⁽⁴⁾⁽⁵⁾		
Common	Stock			08/	03/202	1			С		359,37	4 A	(1)	359,3	74	I	Sec (6)(1	e footnote ⁽³⁾⁽⁴⁾⁽⁵⁾ ₂₎	
			Tab										Beneficiall ecurities)						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Day	Date,	4. Transa Code (8)		Deri Sec Acq or D	umber of vative urities uired (A) isposed of Instr. 3, 4 5)	Expiration Date (Month/Day/Yes d (A) sed of		ite	e Securities Underlying		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	ve Ownersh Form: ially Direct (D) or Indirect (I) (Instr.		11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Title	Amount or Number of Shares		Transaction (Instr. 4)				
Series A Preferred Stock	(1)	08/03/2021			С			522,355	(1)		(1)	Common Stock	574,432	\$0.00	0	I		See footnote ⁽²⁾⁽³⁾⁽⁴⁾ (5)(6)	
Series A Preferred Stock	(1)	08/03/2021			С			1,706,490	(1)		(1)	Common Stock	1,876,624	\$0.00	0	I		See footnote ⁽³⁾⁽⁴⁾⁽⁵⁾ (6)(7)	
Series A Preferred Stock	(1)	08/03/2021			С			228,438	(1)		(1)	Common Stock	251,211	\$0.00	0	I		See footnote ⁽³⁾⁽⁴⁾⁽⁵⁾ (6)(8)	
Series A Preferred Stock	(1)	08/03/2021			С			907,007	(1)		(1)	Common Stock	997,433	\$0.00	0	I		See footnote ⁽³⁾⁽⁴⁾⁽⁵⁾ (6)(9)	
Series A Preferred Stock	(1)	08/03/2021			С			309,823	(1)		(1)	Common Stock	340,712	\$0.00	0	I		See footnote ⁽³⁾⁽⁴⁾⁽⁵⁾ (6)(10)	
Series A Preferred Stock	(1)	08/03/2021			С			2,023,568	(1)		(1)	Common Stock	2,225,316	\$0.00	0	I		See footnote ⁽³⁾⁽⁴⁾⁽⁵⁾ (6)(11)	
Series A Preferred Stock	(1)	08/03/2021			С			326,795	(1)		(1)	Common Stock	359,374	\$0.00	0	I		See footnote ⁽³⁾⁽⁴⁾⁽⁵⁾ (6)(12)	
1. Name a	nd Address of er Aaron (Reporting Person*				1													
(Last)		(Eiret)		Middlo)			-												

Name and Address of Reporting Person* BIOS Fund III, LP								
(Last) 1751 RIVER RUN SUITE 400	(First)	(Middle)						
(Street) FORT WORTH	TX	76107						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person* BIOS Fund III NT, LP								
(Last) 1751 RIVER RUN SUITE 400	(First)	(Middle)						
(Street) FORT WORTH	TX	76107						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person* BIOS Fund III QP, LP								
(Last) 1751 RIVER RUN SUITE 400	(First)	(Middle)						
(Street) FORT WORTH	TX	76107						
(City)	(State)	(Zip)						
Name and Address of Reporting Person* BIOS Capital Management, LP								
(Last) 1751 RIVER RUN SUITE 400	(First)	(Middle)						
(Street) FORT WORTH	TX	76107						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person* BIOS Advisors GP, LLC								
(Last) 1751 RIVER RUN SUITE 400	(First)	(Middle)						
(Street) FORT WORTH	TX	76107						
(City)	(State)	(Zip)						

Explanation of Responses:

- 1. Each share of Series A Preferred Stock was convertible at any time at the option of the holder, without payment of additional consideration, into Common Stock, on a 1.0997 for 1 basis, had no expiration date and automatically converted into shares of Common Stock upon the closing of the Issuer's initial public offering.
- 2. The securities are directly held by Bios Fund II, LP ("Bios Fund II").
- 3. Bios Equity Partners II, LP ("Bios Equity II") is the general partner of the following entities: Bios Fund II, Bios Fund II QP, LP ("Bios Fund II NT, LP ("Bios Fund II NT, DE ("Bios Fund II NT, D 5. DISS EQUILY PARTICLES IN, LF (BIOS EQUILY II) IS the general partner or the following entities: BIOS Fund II QF"), BIOS Fund II NT, LP ("BIOS Fund II NT, LP ("BIOS Fund II NT") and BIOS Incysus Co-Invest IP ("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 QP, LP ("BIOS Fund III QP, LP ("BIOS Fund III QP") and BIOS Fund III NT"). BIOS Capital Management, LP ("BIOS Management") and Cavu Management") are the general partners of BIOS Equity II and BIOS Equity III. BIOS Advisors GP, LLC ("BIOS Advisors") is the general partner of BIOS Management. Cavu Advisors LLC ("Cavu Advisors") is the general partner of 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.
- 4. Mr. Fletcher, Bios Management and Bios Advisors each share voting and investment control with respect to the shares held by 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"). Because of the relationship between Mr. Fletcher, Bios Management, Bios Advisors and the Bios Equity Entities, Mr. Fletcher, Bios Management and Bios Advisors each may be deemed to beneficially own the shares held directly by the Bios Equity Entities.
- 5. 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.
- 6. Mr. Kreis, Cavu Management and Cavu Advisors each share voting and investment control with respect to the shares held by the Bios Equity Entities. Because of the relationship between Mr. Kreis, Cavu Management, Cavu Advisors and the Bios Equity Entities, Mr. Kreis, Cavu Management and Cavu Advisors each may be deemed to beneficially own the shares held directly by the Bios Equity Entities.
- 7. The securities are directly held by Bios Fund II QP.
- 8. The securities are directly held by Bios Fund II NT.
- 9. The securities are directly held by BIOS Incysus.
- 10. The securities are directly held by Bios Fund III.
- 11. The securities are directly held by Bios Fund III OP.
- 12. The securities are directly held by Bios Fund III NT.
- Remarks:

/s/ Aaron Glenn Louis Fletcher 08/03/2021 Bios Fund III, LP, By: Bios Equity Partners III, LP, its general partner, By: Bios Capital Management, LP, its general 08/03/2021 partner, By: Bios Advisors GP, LLC, its general partner, By: /s/ Aaron Glenn Louis Fletcher, <u>Manager</u> Bios Fund III NT, LP, By: Bios Equity Partners III, LP, its general partner, By: Bios Capital Management, LP, its general 08/03/2021 partner, By: Bios Advisors GP, LLC, its general partner, By: /s/ Aaron Glenn Louis Fletcher, <u>Manager</u> Bios Fund III QP, LP, By: Bios Equity Partners III, LP, its general partner, By: Bios Capital Management, LP, its general 08/03/2021 partner, By: Bios Advisors GP, LLC, its general partner, By: /s/ Aaron Glenn Louis Fletcher, <u>Manager</u> Bios Capital Management, LP, By: Bios Advisors GP, LLC, its 08/03/2021 general partner By: /s/ Aaron Glenn Louis Fletcher, its Manager Bios Advisors GP, LLC, By: /s/ 08/03/2021 Aaron Glenn Louis Fletcher, its Manager

** Signature of Reporting Person

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.