

**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): September 6, 2024**

**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)

**646 600-6438**  
(Registrant's Telephone Number, Including Area Code)

**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 (see General Instructions A.2. below):

- 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.

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**Item 5.02 Costs Associated with Exit or Disposal Activities.**

On September 8, 2024, IN8bio, Inc. (the “Company”) and Trishna Goswami, M.D., the Company’s Chief Medical Officer, reached the mutual decision to have Dr. Goswami step down as Chief Medical Officer, effective September 6, 2024. The Company and Dr. Goswami entered into a separation agreement (the “Agreement”), pursuant to which Dr. Goswami will receive a cash severance benefit equal to the sum of two months of her annual base salary. Dr. Goswami also agreed to a general release of claims and to other customary non-disparagement, confidentiality and cooperation covenants.

The foregoing summary of the Agreement is not complete and is qualified in its entirety by the terms and conditions of the Agreement, a copy of which will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2024.

**SIGNATURES**

Pursuant to the requirements 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 hereunto duly authorized.

**IN8bio, Inc.**

Dated: September 11, 2024

By: /s/ Patrick McCall

Patrick McCall

Chief Financial Officer and Secretary

*(Principal Financial and Accounting Officer)*