

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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).

Check this box to indicate that a
transaction was made pursuant to a
contract, instruction or written plan for
the purchase or sale of equity
securities of the issuer that is intended
to satisfy the affirmative defense
conditions of Rule 10b5-1(c). See
Instruction 10.

1. Name and Address of Reporting Person* <u>Rochlin Kate</u> (Last) (First) (Middle) <u>C/O IN8BIO, INC.</u> <u>350 5TH AVE. SUITE 5330</u> (Street) <u>NEW YORK</u> <u>NY</u> <u>10118</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>IN8BIO, INC. [INAB]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>04/27/2025</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>Chief Operating Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	04/30/2025		M		12,295	A	\$0.1844	55,169	D	

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				
Series A Warrants (right to buy)	\$0.45	04/27/2025		D ⁽¹⁾			12,295	(2)	10/04/2025	Common Stock	12,295	(1)(3)	0	D	
Series A Warrants (right to buy)	\$0.1844	04/27/2025		A ⁽¹⁾		12,295		(2)	05/02/2025	Common Stock	12,295	(1)	12,295	D	
Series A Warrants (right to buy)	\$0.1844	04/30/2025		M			12,295	(2)	05/02/2025	Common Stock	12,295	\$0	0	D	
Series B Warrants (right to buy)	\$1.5	04/27/2025		D ⁽⁴⁾			12,295	(2)	12/13/2028	Common Stock	12,295	(3)(4)	0	D	
Series B Warrants (right to buy)	\$0.45	04/27/2025		A ⁽⁴⁾		12,295		(2)	12/13/2028	Common Stock	12,295	(4)	12,295	D	

Explanation of Responses:

1. The reported transaction involved an amendment of an outstanding warrant, resulting in the deemed cancellation of the "old" warrant and the grant of a "replacement" warrant. The warrant was originally granted on December 13, 2023 and later amended on October 4, 2024 with an exercise price of \$0.45 per share and expiration date of October 4, 2025. On April 27, 2025, the warrant's exercise price was reduced to \$0.1844 per share and the warrant expiration date was amended to May 2, 2025.
2. Fully vested and exercisable.
3. The reported securities are included within 12,295 units purchased by the Reporting Person on December 13, 2023 for \$1.22 per unit. Each unit consists of one share of common stock, one Series A warrant and one Series B warrant, each warrant represents the right to purchase 12,295 shares of common stock.
4. The reported transaction involved an amendment of an outstanding warrant, resulting in the deemed cancellation of the "old" warrant and the grant of a "replacement" warrant. The warrant was originally granted on December 13, 2023 with an exercise price of \$1.50 per share. The exercise price was reduced to \$0.45 per share.

/s/ Jason Minio, Attorney-in-Fact

05/07/2025

** 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.