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

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**FORM 8-A**

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FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

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**IN8bio, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State of Incorporation or Organization)

**82-5462585**  
(I.R.S. Employer Identification No.)

**79 Madison Avenue**  
**New York, New York**  
(Address of principal executive offices)

**10016**  
(Zip Code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Common Stock, \$0.0001 par value per share</b>	<b>The Nasdaq Stock Market LLC</b>

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates: **333-249530**

Securities to be registered pursuant to Section 12(g) of the Act: **None.**

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**Item 1. Description of Registrant's Securities to be Registered.**

The description of the common stock, par value \$0.0001 per share (the "Common Stock"), of IN8bio, Inc. (the "Company"), to be registered hereunder is contained in the section entitled "Description of Capital Stock" in the prospectus forming a part of the Company's Registration Statement on [Form S-1 \(Registration No. 333-249530\), initially filed with the Securities and Exchange Commission \(the "Commission"\) on October 16, 2020](#), as subsequently amended from time to time, [most recently on November 5, 2020](#) (the "Registration Statement"), and is incorporated herein by reference. The prospectus to be filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which will constitute part of the Registration Statement, shall be deemed to be incorporated herein by reference.

**Item 2. Exhibits.**

Pursuant to the instructions as to exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Company are registered on The Nasdaq Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

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**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: November 10, 2020

**IN8bio, Inc.**

By: /s/ William Ho

William Ho

President and Chief Executive Officer

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