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

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**FORM S-1  
REGISTRATION STATEMENT**  
*UNDER  
THE SECURITIES ACT OF 1933*

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**IN8BIO, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**2836**  
(Primary Standard Industrial  
Classification Code Number)

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

**350 5th Avenue, Suite 5330  
New York, New York 10118  
(646) 600-6438**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**William Ho**  
**President and Chief Executive Officer**  
**IN8bio, Inc.**  
**350 5th Avenue, Suite 5330**  
**New York, New York 10118**  
**(646) 600-6438**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies to:*

**Joshua A. Kaufman**  
**Jaime L. Chase**  
**Sarah Curry**  
**Cooley LLP**  
**55 Hudson Yards**  
**New York, NY 10001**  
**(212) 479-6000**

**Patrick McCall**  
**Chief Financial Officer**  
**IN8bio, Inc.**  
**350 5th Avenue, Suite 5330**  
**New York, New York 10118**  
**(646) 600-6438**

**Robert F. Charron**  
**John J. Hart**  
**Ellenoff Grossman & Schole LLP**  
**1345 Avenue of Americas**  
**New York, New York 10105**  
**(212) 370-1300**

Approximate date of commencement of proposed sale to the public: **As soon as practicable after this registration statement is declared effective.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-266620

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
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 7(a)(2)(B) of the Securities Act.

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**The registration statement shall become effective upon filing in accordance with Rule 462(d) promulgated under the Securities Act of 1933, as amended.**

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## EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Post-Effective Amendment No. 1 (this “Amendment”) relates to IN8bio, Inc.’s (the “Registrant”) Registration Statement on Form S-1 (File No. 333-266620), declared effective on August 11, 2022 by the Securities and Exchange Commission (the “Registration Statement”). The Registrant is filing this Amendment for the sole purpose of replacing Exhibit 5.1 to the Registration Statement. This Amendment does not modify any provision of Part I or Part II of the Registration Statement other than Item 16(a) of Part II as set forth below.

## EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
5.1	<a href="#"><u>Opinion of Cooley LLP.</u></a>
23.2	<a href="#"><u>Consent of Cooley LLP (included in Exhibit 5.1).</u></a>
24.1	<a href="#"><u>Powers of Attorney (included on the signature page of Amendment No. 1 to the Initial Registration Statement (File No. 333-266620), filed with the Securities and Exchange Commission on August 9, 2022 and incorporated by reference).</u></a>

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in New York, New York, on August 12, 2022.

IN8bio, Inc.

By: /s/ William Ho

William Ho

*President and Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ William Ho</u> William Ho	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	August 12, 2022
<u>/s/ Patrick McCall</u> Patrick McCall	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	August 12, 2022
<u>*</u> Alan S. Roemer	Chairman	August 12, 2022
<u>*</u> Peter Brandt	Director	August 12, 2022
<u>*</u> Emily T. Fairbairn	Director	August 12, 2022
<u>*</u> Luba Greenwood	Director	August 12, 2022
<u>*</u> Travis Whitfill	Director	August 12, 2022

\*By: /s/ William Ho  
William Ho  
*Attorney-in-fact*



Joshua A. Kaufman  
T: +1 212 479 6495  
josh.kaufman@cooley.com

August 12, 2022

IN8bio, Inc.  
350 5th Avenue, Suite 5330  
New York, New York 10118

Ladies and Gentlemen:

We have acted as counsel to IN8bio, Inc. a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-1 (No. 333-266620) (the "**Registration Statement**") with the Securities and Exchange Commission, including a prospectus included in the Registration Statement (the "**Prospectus**"), covering an underwritten public offering of up to 6,052,631 shares (the "**Shares**") of the Company's common stock, par value \$0.0001 ("**Common Stock**"), including up to 657,894 Shares that may be sold by the Company upon exercise of an option to purchase additional shares of Common Stock granted to the underwriters.

In connection with this opinion, we have examined and relied upon (a) the Registration Statements and the Prospectus, (b) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect and (c) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda, opinions and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below.

We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued against payment therefor as described in the Registration Statements and the Prospectus, will be validly issued, fully paid and non-assessable.

Cooley LLP 55 Hudson Yards New York, NY 10001  
t: (212) 479-6000 f: (212) 479-6275 cooley.com



IN8bio, Inc.  
August 12, 2022  
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We consent to the reference to our firm under the caption “Legal Matters” in the Prospectus included in the Registration Statements and to the filing of this opinion as an exhibit to an amendment to the Registration Statement filed pursuant to Rule 462(d) under the Securities Act of 1933, as amended.

Sincerely,

Cooley LLP

By: /s/ Joshua A. Kaufman  
Joshua A. Kaufman

Cooley LLP 55 Hudson Yards New York, NY 10001  
t: (212) 479-6000 f: (212) 479-6275 cooley.com