Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549	

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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

OMB APPROVAL		
OMB Number:	3235-0287	
Estimated average burden		
hours ner resnonse.	0.5	

2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person' (Check all applicable) IN8BIO, INC. [ INAB ] Ho William Tai-Wei X Director X 10% Owner Officer (give title Other (specify 3. Date of Earliest Transaction (Month/Day/Year) X (Middle) below) below) (Last) (First) 08/24/2023 President and CEO C/O IN8BIO, INC. 350 5TH AVE. SUITE 5330 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting 10118 **NEW YORK** NY Person Rule 10b5-1(c) Transaction Indication (City) (State) (Zip) Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 7. Nature of 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of 6. Ownership Execution Date, Form: Direct Transaction Securities (Month/Day/Year) Beneficial Beneficially (D) or Indirect if any Code (Instr. (Month/Day/Year) 8) Owned Following Reported Ownership (Instr. 4) (A) or (D) Transaction(s) Code v Amount Price (Instr. 3 and 4) Common Stock 08/24/2023 23,800 A \$1.05 2,339,545 D Common Stock 72,999 T By child Common Stock 73,000 T By child 36,500 Common Stock I footnote<sup>(1)</sup> Common Stock 36,500 Ī footnote<sup>(1)</sup> See Common Stock 36,500 T footnote<sup>(1)</sup> Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative 3. Transaction Date 3A. Deemed Execution Date 7. Title and Amount of 11. Nature of Indirect 5. Number 6. Date Exercisable and 9. Number of 10. Ownership 2. Conversion Transaction Derivative derivative Security Security Form: or Exercise (Month/Day/Year) Code (Instr. Derivative (Month/Day/Year) Securities Securities Beneficial (Instr. 3) (Month/Day/Year) 8) Beneficially Direct (D) Price of Securities Underlying (Instr. 5) Ownership Owned Following Acquired (A) or Disposed Derivative Derivative or Indirect (I) (Instr. 4) (Instr. 4) Security (Instr. 3 and 4) Security Reported of (D) (Instr. 3, 4 Transaction(s) (Instr. 4) and 5) Amount Numbe Date Expiration Code (A) (D) Exercisable Title Shares

## **Explanation of Responses:**

1. The shares are held by a relative of the Reporting Person. The Reporting Person has voting power pursuant to a voting proxy.

## Remarks:

/s/ Jason Minio, Attorney-in-

08/28/2023

**Fact** 

\*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)