

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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).

1. Name and Address of Reporting Person* <u>Adcock Richard</u> (Last) (First) (Middle) <u>C/O NANTKWEST, INC.</u> <u>3530 JOHN HOPKINS COURT</u> (Street) <u>SAN DIEGO CA 92121</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ImmunityBio, Inc. [IBRX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/09/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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				
Restricted Stock Units	(1)	03/09/2021		J ⁽²⁾		172,420		(3)	(3)	Common Stock	172,420	\$0.00	172,420	D	

Explanation of Responses:

- Each restricted stock unit ("RSU") represents a contingent right to receive one share of ImmunityBio, Inc. common stock.
- Upon the terms and subject to the conditions set forth in the Agreement and Plan of Merger, dated as of December 21, 2020, by and among NantKwest, Inc. ("NantKwest"), Nectarine Merger Sub, Inc., a wholly owned subsidiary of NantKwest ("Merger Sub"), and ImmunityBio, Inc. ("ImmunityBio"), Merger Sub merged with and into ImmunityBio, with ImmunityBio surviving as a wholly owned subsidiary of NantKwest and was renamed NantCell, Inc. Following the completion of the merger, NantKwest was renamed ImmunityBio, Inc. In the merger, NantKwest issued to the stockholders of ImmunityBio 0.8190 of a share of its common stock, par value \$0.0001 per share, for each outstanding share of ImmunityBio common stock, and the derivative securities of ImmunityBio were also correspondingly converted to derivatives of NantKwest at the same ratio.
- Five percent (5%) of the 172,420 RSUs (rounded down to the nearest whole share) will vest on September 9, 2021; five percent (5%) of the RSUs (rounded down to the nearest whole share) will vest on the earlier of (A) December 31, 2022 and (B) the 60th day following approval by the Food and Drug Administration (FDA) of a biologics license application (BLA) or equivalent application for approval of Ankiva for use in the treatment of non-muscle invasive bladder cancer; twenty percent (20%) of the RSUs (rounded down to the nearest whole share) will vest on December 31, 2023; twenty percent (20%) of the RSUs (rounded down to the nearest whole share) will vest on December 31, 2024; twenty percent (20%) of the RSUs (rounded down to the nearest whole share) will vest on December 31, 2025; and the remaining RSUs will vest on December 31, 2026.

Remarks:

/s/ Sonja Nelson, as Attorney-in-Fact 04/14/2021

** 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.