SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
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☐ 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.

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

1. Name and Address of Reporting Person*
SOON-SHIONG PATRICK

(Last) (First) (Middle)
C/O IMMUNITYBIO, INC.
3530 JOHN HOPKINS COURT

(Street)
SAN DIEGO CA 92121

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ImmunityBio, Inc. [IBRX]

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2025

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)
See remarks

6. Individual or Joint/Group Filing (Check Applicable Line)
☐ Form filed by One Reporting Person
☑ Form filed by More than One Reporting Person

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[1]	02/22/2025		M		114,329	A	$0	29,588,261	D	
Common Stock	02/22/2025		F		42,071	D	$3.42[2]	29,546,190	D	
Common Stock								246,412,277	I	See footnote[3]
Common Stock								261,705,814	I	See footnote[4]
Common Stock								8,383,414	I	See footnote[5]
Common Stock								7,976,159	I	See footnte[6]
Common Stock								5,618,326	I	See footnote[7]
Common Stock								9,986,920	I	See footnote[8]
Common Stock								47,557,934	I	See footnote[9]
Common Stock								32,606,985	I	See footnote[10]

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)	02/22/2025		M			114,329	(11)	(11)	Common Stock	114,329	$0	228,658	D	

1. Name and Address of Reporting Person*

SOON-SHIONG PATRICK

(Last)	(First)	(Middle)
C/O IMMUNITYBIO, INC. 3530 JOHN HOPKINS COURT		

(Street)

SAN DIEGO	CA	92121
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

CALIFORNIA CAPITAL EQUITY, LLC

(Last)	(First)	(Middle)
450 DULEY ROAD		

(Street)

EL SEGUNDO	CA	90245
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

MP 13 Ventures, LLC

(Last)	(First)	(Middle)
450 DULEY ROAD		

(Street)

EL SEGUNDO	CA	90245
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

Cambridge Equities, LP

(Last)	(First)	(Middle)
450 DULEY ROAD		

(Street)

EL SEGUNDO	CA	90245
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

Nant Capital, LLC

(Last)	(First)	(Middle)
450 DULEY ROAD		

(Street)

EL SEGUNDO	CA	90245
(City)	(State)	(Zip)

Explanation of Responses:

1. Each restricted stock unit ("RSU") represents a contingent right to receive one share of ImmunityBio, Inc. (the "Issuer") common stock.

2. On February 22, 2025, the Reporting Person's RSUs vested. The closing price of Immunity Bio, Inc.'s common stock on February 21, 2025 was the settlement price used to calculate the shares withheld.

3. Shares held by Nant Capital, LLC, an investment vehicle of the reporting person ("Nant Capital").

4. Shares held by Cambridge Equities, LP ("Cambridge Equities"). MP 13 Ventures, LLC ("MP 13 Ventures") is the general partner of Cambridge Equities and may be deemed to have beneficial ownership of the shares held by Cambridge Equities. The reporting person is the sole member of MP 13 Ventures and has voting and dispositive power over the shares held by Cambridge Equities.

5. Shares held by NantBio, Inc. ("NantBio"). NantWorks, LLC ("NantWorks") is the majority stockholder and an affiliate of NantBio and may be deemed to have beneficial ownership of the shares held by NantBio. The reporting person is the chief executive officer of NantWorks and indirectly beneficially owns all of the equity interests in NantWorks and may be deemed to have voting and dispositive power over the shares held by NantBio.

6. Shares held by California Capital Equity, LLC ("CalCap"). The reporting person owns all of the equity interests of CalCap and has voting and dispositive power over the shares held by CalCap.

7. Shares held by the Chan Soon-Shiong Family Foundation, an exempt corporation organized under the laws of the State of Delaware (the "Foundation"). The Foundation has the sole power to vote and direct the disposition of all shares directly owned by the Foundation, except to the extent it may be deemed to share such power with the reporting person by virtue of the reporting person's control over the Foundation. The reporting person serves as Chairman of the Foundation.

8. Shares held by NantWorks, LLC ("NantWorks"). CalCap directly owns all of the equity interests of NantWorks and may be deemed to have beneficial ownership of the securities held by NantWorks. The reporting person directly owns all of the equity interests of CalCap and may be deemed to have voting and dispositive power over the securities held by NantWorks.

9. Shares held by NantMobile, LLC ("NantMobile"). NantWorks is the majority stockholder and an affiliate of NantMobile and may be deemed to have beneficial ownership of the securities held by NantMobile. The reporting person is the chief executive officer of NantWorks and indirectly beneficially owns all of the equity interests in NantWorks and may be deemed to have voting and dispositive power over the securities held by NantMobile.

10. Shares held by NantCancerStemCell, LLC ("NCSC"). NantBio is the majority stockholder and an affiliate of NCSC and may be deemed to have beneficial ownership of the securities held by NCSC. NantWorks is the majority stockholder and an affiliate of NantBio and may be deemed to have beneficial ownership of the securities held by NantBio and its affiliates. The reporting person is the chief executive officer of NantWorks and indirectly beneficially owns all of the equity interests in NantWorks and may be deemed to have voting and dispositive power over the securities held by NantBio and its affiliates.

11. Subject to the reporting person's continuing to be a Service Provider (as defined in the Issuer's Amended and Restated 2015 Equity Incentive Plan) through each applicable vesting date, 33.33% of the shares subject to the RSU award shall vest in equal annual installments on each of the first and second anniversaries of the vesting commencement date and 33.34% of the shares subject to the RSU award shall vest on the third anniversary of the vesting commencement date, such that all shares shall be fully vested on the third anniversary of the vesting commencement date. The vesting commencement date for this RSU award is February 22, 2024.

Remarks:

Founder, Executive Chairman, Global Chief Scientific and Medical Officer

/s/ Patrick Soon-Shiong, /s/ Charles Kenworthy, Manager of MP 13 Ventures, on behalf of itself and as General Partner of Cambridge Equities, and /s/ Charles Kenworthy, Manager of California Capital Equity, and Manager of Nant Capital	02/25/2025
** 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.