

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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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).

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 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.

1. Name and Address of Reporting Person* <u>SOON-SHIONG PATRICK</u>			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 <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <p style="text-align: center;">See remarks</p>		
(Last) (First) (Middle) C/O IMMUNITYBIO, INC. 3530 JOHN HOPKINS COURT			3. Date of Earliest Transaction (Month/Day/Year) 12/10/2024					
(Street) SAN DIEGO CA 92121			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 <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

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	12/10/2024		C		103,710,088	A	\$1.935	232,937,105	I	See footnote <sup>(1)</sup>
Common Stock	12/10/2024		C		13,475,172	A	\$2.28	246,412,277	I	See footnote <sup>(1)</sup>
Common Stock								29,473,932	D	
Common Stock								261,705,814	I	See footnote <sup>(2)</sup>
Common Stock								8,383,414	I	See footnote <sup>(3)</sup>
Common Stock								7,976,159	I	See footnote <sup>(4)</sup>
Common Stock								5,618,326	I	See footnote <sup>(5)</sup>
Common Stock								9,986,920	I	See footnote <sup>(6)</sup>
Common Stock								47,557,934	I	See footnote <sup>(7)</sup>
Common Stock								32,606,985	I	See footnote <sup>(8)</sup>

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				
Convertible Promissory Note	\$1.935	12/10/2024		C <sup>(9)</sup>			\$200,000,000	(10)	09/11/2026	Common Stock	103,710,088 <sup>(9)</sup>	\$0	\$0	I	See footnote <sup>(11)</sup>
Convertible Promissory Note	\$2.28	12/10/2024		C <sup>(12)</sup>			\$30,000,000		05/12/2023 12/31/2025	Common Stock	13,475,172 <sup>(12)</sup>	\$0	\$0	I	See footnote <sup>(11)</sup>
Amended and Restated Promissory Note	\$8.27	12/10/2024		J <sup>(13)</sup>			\$380,000,000		12/29/2023 12/31/2025	Common Stock	\$0	\$0	\$0	I	See footnote <sup>(14)</sup>
Second Amended and Restated Convertible Promissory Note	\$5.427	12/10/2024		J <sup>(13)</sup>			\$505,000,000		12/10/2024 12/31/2027	Common Stock	(13)	\$505,000,000	\$505,000,000	I	See footnote <sup>(15)</sup>

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

(Last)	(First)	(Middle)
<a href="#">C/O IMMUNITYBIO, INC.</a>		
<a href="#">3530 JOHN HOPKINS COURT</a>		
(Street)		
<a href="#">SAN DIEGO</a>	<a href="#">CA</a>	<a href="#">92121</a>
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">CALIFORNIA CAPITAL EQUITY, LLC</a>		
(Last)	(First)	(Middle)
<a href="#">450 DULEY ROAD</a>		
(Street)		
<a href="#">EL SEGUNDO</a>	<a href="#">CA</a>	<a href="#">90245</a>
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">MP 13 Ventures, LLC</a>		
(Last)	(First)	(Middle)
<a href="#">450 DULEY ROAD</a>		
(Street)		
<a href="#">EL SEGUNDO</a>	<a href="#">CA</a>	<a href="#">90245</a>
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Cambridge Equities, LP</a>		
(Last)	(First)	(Middle)
<a href="#">450 DULEY ROAD</a>		
(Street)		
<a href="#">EL SEGUNDO</a>	<a href="#">CA</a>	<a href="#">90245</a>
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Nant Capital, LLC</a>		
(Last)	(First)	(Middle)
<a href="#">450 DULEY ROAD</a>		
(Street)		
<a href="#">EL SEGUNDO</a>	<a href="#">CA</a>	<a href="#">90245</a>
(City)	(State)	(Zip)

**Explanation of Responses:**

- Shares held by Nant Capital, LLC, an investment vehicle of the reporting person ("Nant Capital").
- 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.
- Shares held by NantBio, Inc. ("NantBio"). NantWorks is the majority stockholder 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- Nant Capital has the right at any time after the Conversion Date (as defined in the Convertible Promissory Note (the "Note")) and on or before September 11, 2026 to convert all (but not less than all) of the outstanding principal amount of this Note and all (but not less than all) accrued and unpaid interest on this Note into fully paid and nonassessable shares of the Issuer's common stock at a price per share equal to \$1.935. On December 10, 2024, Nant Capital delivered notice to the Issuer that they elected to convert the outstanding principal and all accrued and unpaid interest in the amount of \$200,679,022.30 into 103,710,088 shares if the Issuer's common stock.
- That date upon which an amendment to the Issuers Certificate of Incorporation, as amended, becomes effective pursuant to which the number of authorized shares of the Issuer's common stock is increased from 900,000,000 to 1,350,000,000.
- Convertible Promissory Note held by Nant Capital.
- Nant Capital has the right at any time, at its sole option, to convert the entire outstanding principal amount and accrued and unpaid interest due under such Convertible Promissory Note at the time of conversion into shares of the Issuer's common stock at a price of \$2.28 per share. On December 10, 2024, Nant Capital delivered notice to the Issuer that they elected to convert the outstanding principal and all accrued and unpaid interest in the amount of \$30,723,395.57 into 13,475,172 shares if the Issuer's common stock.
- On December 10, 2024, Nant Capital and the Issuer entered into a Second Amended and Restated Promissory Note pursuant to which the Issuer and Nant Capital agreed to consolidate remaining outstanding notes held by Nant Capital into one consolidated \$505.0 million note (the "Consolidated Note" and such transaction, the "Debt Restructuring"). The principal amount of the Consolidated Note shall be convertible in full (and not partially) at Nant Capital's option, at a price per share equal to \$5.427 (subject to appropriate adjustment from time to time for any stock dividend, stock split, combination of shares, reorganization, recapitalization, reclassification or other similar event).
- Amended and Restated Convertible Promissory Note held by Nant Capital.
- The Consolidated Note held by Nant Capital.

**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,](#) [12/12/2024](#)

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.

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