
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 9)***

ImmunityBio, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

45256X103

(CUSIP Number)

**Cambridge Equities, LP
Attn: Charles Kenworthy
9922 Jefferson Boulevard
Culver City, California 90232
(310) 836-6400**

With a copy to:

**Martin J. Waters
Thomas E. Hornish
Wilson Sonsini Goodrich & Rosati
Professional Corporation
12235 El Camino Real
San Diego, California 92130
(858) 350-2300**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 11, 2023

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 45256X103

| | | |
|---|---|---|
| (1) | NAMES OF REPORTING PERSONS Cambridge Equities, LP | |
| (2) | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> | |
| (3) | SEC USE ONLY | |
| (4) | SOURCE OF FUNDS (see instructions) WC, AF, OO (See Item 3) | |
| (5) | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/> | |
| (6) | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | (7) | SOLE VOTING POWER None (See Item 5) |
| | (8) | SHARED VOTING POWER 261,705,814 shares (See Item 5) |
| | (9) | SOLE DISPOSITIVE POWER None (See Item 5) |
| | (10) | SHARED DISPOSITIVE POWER 261,705,814 shares (See Item 5) |
| (11) | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 261,705,814 shares (See Item 5) | |
| (12) | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/> | |
| (13) | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 39.2% (See Item 5)* | |
| (14) | TYPE OF REPORTING PERSON (see instructions) PN | |

* This percentage is calculated based upon (x) 261,705,814 shares of the Issuer's Common Stock (as defined below) beneficially owned by Cambridge Equities, LP ("Cambridge Equities"), divided by (y) 667,589,845 shares of the Issuer's Common Stock issued and outstanding, as of September 11, 2023, as provided by the Issuer.

CUSIP No. 45256X103

| | | |
|---|---|---|
| (1) | NAMES OF REPORTING PERSONS MP 13 Ventures, LLC | |
| (2) | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> | |
| (3) | SEC USE ONLY | |
| (4) | SOURCE OF FUNDS (see instructions) AF (See Item 3) | |
| (5) | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/> | |
| (6) | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | (7) | SOLE VOTING POWER None (See Item 5) |
| | (8) | SHARED VOTING POWER 261,705,814 shares (See Item 5) |
| | (9) | SOLE DISPOSITIVE POWER None (See Item 5) |
| | (10) | SHARED DISPOSITIVE POWER 261,705,814 shares (See Item 5) |
| (11) | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 261,705,814 shares (See Item 5) | |
| (12) | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/> | |
| (13) | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 39.2% (See Item 5)* | |
| (14) | TYPE OF REPORTING PERSON (see instructions) OO | |

* This percentage is calculated based upon (x) 261,705,814 shares of the Issuer's Common Stock held by Cambridge Equities, divided by (y) 667,589,845 shares of the Issuer's Common Stock issued and outstanding, as of September 11, 2023, as provided by the Issuer. MP 13 Ventures, LLC ("MP 13 Ventures") may be deemed to beneficially own, and share voting power and investment power with Cambridge Equities over, all shares of the Issuer's Common Stock beneficially owned by Cambridge Equities.

CUSIP No. 45256X103

| | | |
|--|---|--|
| (1) | NAMES OF REPORTING PERSONS NantWorks, LLC | |
| (2) | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> | |
| (3) | SEC USE ONLY | |
| (4) | SOURCE OF FUNDS (see instructions) OO (See Item 3) | |
| (5) | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/> | |
| (6) | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | (7) | SOLE VOTING POWER None (See Item 5) |
| | (8) | SHARED VOTING POWER 98,535,253 shares (See Item 5) |
| | (9) | SOLE DISPOSITIVE POWER None (See Item 5) |
| | (10) | SHARED DISPOSITIVE POWER 98,535,253 shares (See Item 5) |
| (11) | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 98,535,253 shares (See Item 5) | |
| (12) | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/> | |
| (13) | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 14.8% (See Item 5)* | |
| (14) | TYPE OF REPORTING PERSON (see instructions) OO | |

* This percentage is calculated based upon (x) the sum of (i) 9,986,920 shares of the Issuer's Common Stock held by NantWorks, LLC ("NantWorks"); (ii) 8,383,414 shares of the Issuer's Common Stock held by NantBio, Inc. ("NantBio"); (iii) 47,557,934 shares of the Issuer's Common Stock held by NantMobile, LLC ("NantMobile"); and (iv) 32,606,985 shares of the Issuer's Common Stock held by NantCancerStemCell, LLC ("NantCancerStemCell") divided by (y) 667,589,845 shares of the Issuer's Common Stock issued and outstanding, as of September 11, 2023, as provided by the Issuer. NantBio, NantMobile and NantCancerStemCell are majority-owned subsidiaries of NantWorks and NantWorks shares voting and dispositive power over the shares beneficially owned by NantBio, NantMobile and NantCancerStemCell. NantWorks disclaims beneficial ownership of the shares of the Issuer's Common Stock beneficially owned by NantBio, NantMobile and NantCancerStemCell, except to the extent of their pecuniary interest.

CUSIP No. 45256X103

| | | |
|---|---|--|
| (1) | NAMES OF REPORTING PERSONS NantMobile, LLC | |
| (2) | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> | |
| (3) | SEC USE ONLY | |
| (4) | SOURCE OF FUNDS (see instructions) OO (See Item 3) | |
| (5) | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/> | |
| (6) | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | (7) | SOLE VOTING POWER None (See Item 5) |
| | (8) | SHARED VOTING POWER 47,557,934 shares (See Item 5) |
| | (9) | SOLE DISPOSITIVE POWER None (See Item 5) |
| | (10) | SHARED DISPOSITIVE POWER 47,557,934 shares (See Item 5) |
| (11) | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 47,557,934 shares (See Item 5) | |
| (12) | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/> | |
| (13) | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.1% (See Item 5)* | |
| (14) | TYPE OF REPORTING PERSON (see instructions) OO | |

* This percentage is calculated based upon (x) 47,557,934 shares of the Issuer's Common Stock held by NantMobile divided by (y) 667,589,845 shares of the Issuer's Common Stock issued and outstanding, as of September 11, 2023, as provided by the Issuer.

CUSIP No. 45256X103

| | | |
|--|---|---|
| (1) | NAMES OF REPORTING PERSONS Nant Capital, LLC | |
| (2) | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> | |
| (3) | SEC USE ONLY | |
| (4) | SOURCE OF FUNDS (see instructions) OO (See Item 3) | |
| (5) | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/> | |
| (6) | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | (7) | SOLE VOTING POWER None (See Item 5) |
| | (8) | SHARED VOTING POWER 245,744,084 shares (See Item 5) |
| | (9) | SOLE DISPOSITIVE POWER None (See Item 5) |
| | (10) | SHARED DISPOSITIVE POWER 245,744,084 shares (See Item 5) |
| (11) | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 245,744,084 shares (See Item 5) | |
| (12) | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/> | |
| (13) | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 31.3% (See Item 5)* | |
| (14) | TYPE OF REPORTING PERSON (see instructions) OO | |

* This percentage is calculated based upon (x) the sum of (i) 129,227,017 shares of the Issuer's Common Stock held by Nant Capital, LLC ("Nant Capital") and (ii) 116,517,067 shares of the Issuer's Common Stock that Nant Capital has the right to acquire from the Issuer within 60 days of September 11, 2023 pursuant to the conversion of certain promissory notes divided by (y) the sum of (i) 667,589,845 shares of the Issuer's Common Stock issued and outstanding, as of September 11, 2023, as provided by the Issuer and (ii) 116,517,067 shares of the Issuer's Common Stock that Nant Capital has the right to acquire from the Issuer within 60 days of September 11, 2023 pursuant to the conversion of certain promissory notes.

CUSIP No. 45256X103

| | | |
|--|---|---|
| (1) | NAMES OF REPORTING PERSONS California Capital Equity, LLC | |
| (2) | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> | |
| (3) | SEC USE ONLY | |
| (4) | SOURCE OF FUNDS (see instructions) OO (See Item 3) | |
| (5) | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/> | |
| (6) | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | (7) | SOLE VOTING POWER None (See Item 5) |
| | (8) | SHARED VOTING POWER 106,511,412 shares (See Item 5) |
| | (9) | SOLE DISPOSITIVE POWER None (See Item 5) |
| | (10) | SHARED DISPOSITIVE POWER 106,511,412 shares (See Item 5) |
| (11) | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 106,511,412 shares (See Item 5) | |
| (12) | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/> | |
| (13) | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 16.0% (See Item 5)* | |
| (14) | TYPE OF REPORTING PERSON (see instructions) OO | |

* This percentage is calculated based upon (x) the sum of (i) 7,976,159 shares of the Issuer's Common Stock held by California Capital Equity, LLC ("California Capital"); (ii) 9,986,920 shares of the Issuer's Common Stock held by NantWorks; (iii) 8,383,414 shares of the Issuer's Common Stock held by NantBio; (iv) 47,557,934 shares of the Issuer's Common Stock held by NantMobile; and (v) 32,606,985 shares of the Issuer's Common Stock held by NantCancerStemCell divided by (y) 667,589,845 shares of the Issuer's Common Stock issued and outstanding, as of September 11, 2023, as provided by the Issuer. NantWorks is a wholly-owned subsidiary of California Capital. NantBio, NantMobile, and NantCancerStemCell are majority-owned subsidiaries of NantWorks. California Capital shares voting and dispositive power over the shares beneficially owned by NantWorks, NantBio, NantMobile, and NantCancerStemCell. California Capital disclaims beneficial ownership of the shares of the Issuer's Common Stock beneficially owned by NantWorks, NantBio, NantMobile, and NantCancerStemCell, except to the extent of their pecuniary interest.

CUSIP No. 45256X103

| | | |
|--|---|---|
| (1) | NAMES OF REPORTING PERSONS | |
| | Patrick Soon-Shiong | |
| (2) | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> | |
| (3) | SEC USE ONLY | |
| (4) | SOURCE OF FUNDS (see instructions) PF, AF, OO (See Item 3) | |
| (5) | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/> | |
| (6) | CITIZENSHIP OR PLACE OF ORGANIZATION United States of America | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | (7) | SOLE VOTING POWER 30,633,330 (See Item 5) |
| | (8) | SHARED VOTING POWER 619,579,636 shares (See Item 5) |
| | (9) | SOLE DISPOSITIVE POWER 30,633,330 (See Item 5) |
| | (10) | SHARED DISPOSITIVE POWER 619,579,636 shares (See Item 5) |
| (11) | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 650,212,966 shares | |
| (12) | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/> | |
| (13) | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 82.8% (See Item 5)* | |
| (14) | TYPE OF REPORTING PERSON (see instructions) IN | |

* This percentage is calculated based upon (x) the sum of (i) 29,473,932 shares of the Issuer's Common Stock held by Dr. Patrick Soon-Shiong; (ii) 1,159,398 shares of the Issuer's Common Stock that Dr. Soon-Shiong has the right to acquire from the Issuer within 60 days of September 11, 2023 pursuant to the exercise of vested options; (iii) 261,705,814 shares of the Issuer's Common Stock held by Cambridge Equities; (iv) 7,976,159 shares of the Issuer's Common Stock held by California Capital; (v) 9,986,920 shares of the Issuer's Common Stock held by NantWorks; (vi) 129,227,017 shares of the Issuer's Common Stock held by Nant Capital; (vii) 116,517,067 shares of the Issuer's Common Stock that Nant Capital has the right to acquire from the Issuer within 60 days of September 11, 2023 pursuant to the conversion of certain promissory notes; (viii) 8,383,414 shares of the Issuer's Common Stock held by NantBio; (ix) 47,557,934 shares of the Issuer's Common Stock held by NantMobile; (x) 32,606,985 shares of the Issuer's Common Stock held by NantCancerStemCell; and (xi) 5,618,326 shares of the Issuer's Common Stock held by the Chan Soon-Shiong Family Foundation divided by (y) the sum of (i) 667,589,845 shares of the Issuer's Common Stock issued and outstanding, as of September 11, 2023, as provided by the Issuer; (ii) 1,159,398 shares of the Issuer's Common Stock that Dr. Soon-Shiong has the right to acquire from the Issuer within 60 days of September 11, 2023 pursuant to the exercise of vested options; and (iii) 116,517,067 shares of the Issuer's Common Stock that Nant Capital has the right to acquire from the Issuer within 60 days of September 11, 2023 pursuant to the conversion of certain promissory notes. Dr. Soon-Shiong may be deemed to beneficially own, and share voting power and investment power over, all shares of the Issuer's Common Stock beneficially owned by Cambridge Equities, California Capital, NantWorks, NantBio, NantMobile, NantCancerStemCell, Nant Capital, and the Chan Soon-Shiong Family Foundation. Dr. Soon-Shiong disclaims beneficial ownership of the shares of the Issuer's Common Stock beneficially owned by Cambridge Equities, California Capital, NantWorks, NantBio, NantMobile, NantCancerStemCell, Nant Capital, and the Chan Soon-Shiong Family Foundation, except to the extent of his pecuniary interest.

Explanatory Note: This Amendment No. 9 amends and supplements the Schedule 13D (as so amended, this “Schedule 13D”) filed with the Securities and Exchange Commission (the “SEC”) on August 31, 2015, by the Reporting Persons (as defined below), with respect to the common stock, par value \$0.0001 per share (“Common Stock”), of ImmunityBio, Inc. (formerly known as NantKwest, Inc.), a Delaware corporation (the “Issuer”), as amended by Amendment No. 1 thereto filed with the SEC on October 23, 2015, Amendment No. 2 thereto filed with the SEC on July 11, 2016, Amendment No. 3 thereto filed with the SEC on April 1, 2019, Amendment No. 4 thereto filed with the SEC on June 29, 2020, Amendment No. 5 thereto filed with the SEC on December 21, 2020, Amendment No. 6 thereto filed with the SEC on March 12, 2021, Amendment No. 7 thereto filed with the SEC on December 7, 2022, and Amendment No. 8 thereto filed with the SEC on May 23, 2023. Capitalized terms used herein and not otherwise defined in this Amendment No. 9 have the meanings set forth in the Schedule 13D. Among other things, this Amendment No. 9 reflects changes in ownership of the Reporting Persons as a result of the exchange of certain convertible promissory notes held by the Reporting Persons for shares of the Issuer’s Common Stock and the issuance of a new convertible promissory note to one of the Reporting Persons, as well as adding NantMobile as a Reporting Person.

Item 2. Identity and Background.

Item 2 of this Schedule 13D is hereby amended and restated as follows:

(a), (f) This Schedule 13D is being filed jointly by:

- (i) Dr. Patrick Soon-Shiong, a natural person and citizen of the United States;
- (ii) Cambridge Equities, LP, a limited partnership organized under the laws of the State of Delaware (“Cambridge Equities”);
- (iii) MP 13 Ventures, LLC, a limited liability company organized under the laws of the State of Delaware (“MP 13 Ventures”);
- (iv) NantWorks, LLC, a limited liability company organized under the laws of the State of Delaware (“NantWorks”);
- (v) NantMobile, LLC, a limited liability company organized under the laws of the State of Delaware (“NantMobile”);
- (vi) Nant Capital, LLC, a limited liability company organized under the laws of the State of Delaware (“Nant Capital”); and
- (vii) California Capital Equity, LLC, a limited liability company organized under the laws of the State of Delaware (“California Capital”).

The persons and entities listed in items (i) through (vii) above are collectively referred to herein as the “Reporting Persons.”

The Reporting Persons have entered into a joint filing agreement, a copy of which is attached as Exhibit 99.1.

(b) The address of the principal business and principal office of Dr. Patrick Soon-Shiong is c/o ImmunityBio, Inc., 3530 John Hopkins Court, San Diego, California 92121. The address of the principal business and principal office, as applicable, of each of Cambridge Equities, MP 13 Ventures, and California Capital is 9922 Jefferson Boulevard, Culver City, California 90232. The address of the principal business and principal office, as applicable, of each of NantWorks, Nant Capital, NantMobile and Messrs. Kenworthy and Morse is 9920 Jefferson Boulevard, Culver City, California 90232.

(c) The principal business of Cambridge Equities is investment. MP 13 Ventures is the general partner of Cambridge Equities and thus may be deemed to control Cambridge Equities. The principal business of MP 13 Ventures is investment. Dr. Soon-Shiong is the sole member of MP 13 Ventures and thus may be deemed to control MP 13 Ventures and each entity directly or indirectly controlled by MP 13 Ventures (including Cambridge Equities). The principal business of Nant Capital is investment. The principal business of California Capital is investment. California Capital is the sole shareholder of NantWorks. Dr. Soon Shiong is the sole member of Nant Capital and thus may be deemed to control Nant Capital. Dr. Soon-Shiong is the sole member of California Capital and thus may be deemed to control California Capital. Dr. Soon-Shiong is the Executive Chairman and Global Chief Scientific and Medical Officer of the Issuer.

NantWorks is principally engaged in the business of being a holding company for healthcare and technology companies. NantWorks is the majority stockholder of NantBio, NantCancerStemCell, and NantMobile and thus may be deemed to control NantBio, NantCancerStemCell, and NantMobile. NantBio is the sole shareholder of NantCancerStemCell. Dr. Soon-Shiong indirectly beneficially owns all of the equity interests in NantWorks and thus may be deemed to control NantWorks and each entity directly or indirectly controlled by NantWorks (including NantBio, NantCancerStemCell, and NantMobile). NantMobile is in the business of technology solutions utilizing image recognition technology.

(d) During the past five years, none of the Reporting Persons, or to the best knowledge of the Reporting Persons, any of the other persons named in this Item 2, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the past five years, none of the Reporting Persons, or to the best knowledge of the Reporting Persons, any of the other persons named in this Item 2, has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of this Schedule 13D is hereby amended by the addition of the following:

On September 11, 2023, ImmunityBio, Inc. (the “Company”) executed a \$200.0 million convertible promissory note with Nant Capital, an entity affiliated with Dr. Soon-Shiong. The note bears interest at Term Secured Overnight Financing Rate (“Term SOFR”) plus 8.0% per annum. The accrued interest shall be payable monthly on the last business day of each month, commencing on September 30, 2023. The outstanding principal amount and any accrued and unpaid interest are due on the earlier of (i) September 11, 2026 or (ii) upon the occurrence and during the continuance of an Event of Default (as defined in the note). The Company may prepay the outstanding principal amount, together with any accrued interest, at any time, in whole or in part, without premium or penalty, upon five (5) days written notice to Nant Capital. The note is convertible at Nant Capital’s option, in whole, into Common Stock at a conversion price of \$1.935 per share.

Also on September 11, 2023, the Company, the Company’s wholly-owned subsidiary NantCell, Inc., Nant Capital, NantMobile and NantCancerStemCell (NantCancerStemCell, together with Nant Capital and NantMobile, the “Purchasers”), entered into a Stock Purchase Agreement (the “SPA”) pursuant to which the Purchasers exchanged certain existing convertible promissory notes, identified in the SPA as the “Notes,” representing approximately \$270 million in aggregate principal amount and accrued and unpaid interest, in exchange for an aggregate of 209,291,936 shares of Common Stock.

Item 5. Interest in Securities of the Issuer.

The disclosure in Item 5 is hereby amended and restated as follows:

(a) and (b) Cambridge Equities beneficially owns 261,705,814 shares of the Issuer's Common Stock, representing approximately 39.2% of the issued and outstanding Common Stock of the Issuer. MP 13 Ventures may be deemed to beneficially own, and share voting power and investment power with Cambridge Equities over, all shares of Common Stock beneficially owned by Cambridge Equities.

NantWorks beneficially owns 9,986,920 shares of the Issuer's Common Stock. NantWorks is the majority shareholder of NantBio, which beneficially owns 8,383,414 shares of the Issuer's Common Stock, NantMobile, which beneficially owns 47,557,934 shares of the Issuer's Common Stock, and NantCancerStemCell, which beneficially owns 32,606,985 shares of the Issuer's Common Stock, and as a result may be deemed to beneficially own, and share voting power and investment power over, all of the shares of the Issuer's Common Stock described above as being beneficially owned by NantBio, NantMobile and NantCancerStemCell. As a result, NantWorks may be deemed to beneficially own, in the aggregate, 98,535,253 shares of the Issuer's Common Stock, representing approximately 14.8% of the issued and outstanding Common Stock of the Issuer.

NantMobile beneficially owns 47,557,934 shares of the Issuer's Common Stock, representing approximately 7.1% of the issued and outstanding Common Stock of the Issuer.

Nant Capital beneficially owns, in the aggregate, 245,744,084 shares of the Issuer's Common Stock, consisting of 129,227,017 shares of the Issuer's Common Stock directly owned by Nant Capital and 116,517,067 shares of the Issuer's Common Stock that may be acquired by Nant Capital within 60 days of September 11, 2023 pursuant to the conversion of certain promissory notes, representing approximately 31.3% of the issued and outstanding Common Stock of the Issuer.

California Capital beneficially owns 7,976,159 shares of the Issuer's Common Stock. California Capital is the sole shareholder of NantWorks and may be deemed to beneficially own, and share voting power and investment power over, all of the shares of the Issuer's Common Stock described above as being beneficially owned by NantWorks, NantBio, NantMobile and NantCancerStemCell. As a result, California Capital may be deemed to beneficially own, in the aggregate, 106,511,412 shares of the Issuer's Common Stock, representing approximately 16.0% of the issued and outstanding Common Stock of the Issuer.

Dr. Soon-Shiong beneficially owns 30,633,330 shares of the Issuer's Common Stock, which consists of 29,473,932 shares of the Issuer's Common Stock directly owned by Dr. Soon-Shiong and options to purchase a total of 1,159,398 shares of the Issuer's Common Stock held by Dr. Soon-Shiong that are fully-vested. Dr. Soon-Shiong has the sole power to vote or direct the vote, and the sole power to dispose or direct the disposition, of all such 30,633,330 shares of the Issuer's Common Stock. In addition, Dr. Soon-Shiong may be deemed to beneficially own, and share voting power and investment power over, all shares of the Issuer's Common Stock described above as being beneficially owned by Cambridge Equities, NantWorks, NantBio, NantMobile, NantCancerStemCell, Nant Capital and California Capital, as well as 5,618,326 shares of the Issuer's Common Stock held by the Chan Soon-Shiong Family Foundation, an exempt corporation organized under the laws of the State of Delaware, of which Dr. Soon-Shiong is the Chairman. As a result, Dr. Soon-Shiong may be deemed to beneficially own, in the aggregate, 650,212,966 shares of the Issuer's Common Stock, representing approximately 82.8% of the issued and outstanding Common Stock of the Issuer.

For purposes of this Item 5(a) and (b), the percentages are calculated based upon (x) the shares of the Issuer's Common Stock beneficially owned by the Reporting Person, divided by (y) the sum of (i) 667,589,845 shares of the Issuer's Common Stock issued and outstanding as of September 11, 2023 as provided by the Issuer, and (ii) in the case of (y) Nant Capital, 116,517,067 shares of the Issuer's Common Stock issuable to Nant Capital upon the conversion of convertible promissory notes and (z) Dr. Soon-Shiong, 116,517,067 shares of the Issuer's Common Stock issuable upon the conversion of certain promissory notes to Nant Capital and options to purchase a total of 1,159,398 shares of the Issuer's Common Stock held by Dr. Soon-Shiong that are fully-vested.

(c) The information set forth in Item 3 of this Schedule 13D is incorporated herein by reference.

(d) To the knowledge of the Reporting Persons, other than as described in this Schedule 13D, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the shares owned by it.

(e) Not applicable.

Item 7. Material to be Filed as Exhibits.

The following documents are filed as exhibits:

| Exhibit Number | Description |
|---------------------------|--|
| 99.1 | Joint Filing Agreement, dated as of September 21, 2023, by and among Cambridge Equities, LP, MP 13 Ventures, LLC, NantWorks, LLC, NantMobile, LLC, Nant Capital, LLC, California Capital Equity, LLC, and Patrick Soon-Shiong. |
| 99.2 | Nominating Agreement by and between the Issuer and Cambridge Equities, LP, dated June 18, 2015 (incorporated by reference to Exhibit 4.1 to the Issuer's Registration Statement on Form S-1 (File No. 333-205124) filed with the SEC on June 19, 2015). |
| 99.3 | Registration Rights Agreement by and between the Issuer and Cambridge Equities, LP, dated December 23, 2014 (incorporated by reference to Exhibit 4.3 to the Issuer's Registration Statement on Form S-1 (File No. 333-205124) filed with the SEC on June 19, 2015). |

SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, the information set forth in this statement is true, complete and correct.

Dated: September 21, 2023

CAMBRIDGE EQUITIES, LP

By: MP 13 Ventures, LLC, its General Partner

By: /s/ Charles Kenworthy

Its: Manager

MP 13 VENTURES, LLC

By: /s/ Charles Kenworthy

Its: Manager

NANTWORKS, LLC

By: /s/ Robert Morse

Its: CFO

NANTMOBILE, LLC

By: /s/ Robert Morse

Its: CFO

NANT CAPITAL, LLC

By: /s/ Charles Kenworthy

Its: Manager

CALIFORNIA CAPITAL EQUITY, LLC

By: /s/ Charles Kenworthy

Its: Manager

PATRICK SOON-SHIONG

/s/ Patrick Soon-Shiong

Exhibit Index

| Exhibit Number | Description |
|---------------------------|--|
| 99.1 | Joint Filing Agreement, dated as of September 21, 2023, by and among Cambridge Equities, LP, MP 13 Ventures, LLC, NantWorks, LLC, NantMobile, LLC, Nant Capital, LLC, California Capital Equity, LLC, and Patrick Soon-Shiong. |
| 99.2 | Nominating Agreement by and between the Issuer and Cambridge Equities, LP, dated June 18, 2015 (incorporated by reference to Exhibit 4.1 to the Issuer's Registration Statement on Form S-1 (File No. 333-205124) filed with the SEC on June 19, 2015). |
| 99.3 | Registration Rights Agreement by and between the Issuer and Cambridge Equities, LP, dated December 23, 2014 (incorporated by reference to Exhibit 4.3 to the Issuer's Registration Statement on Form S-1 (File No. 333-205124) filed with the SEC on June 19, 2015). |

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Schedule 13D (including any and all amendments thereto) with respect to the common stock, par value \$0.0001 per share, of ImmunityBio, Inc., and further agree that this Joint Filing Agreement shall be included as an exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for the timely filing of such Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein; provided that no party is responsible for the completeness or accuracy of the information concerning any other filing party, unless such party knows or has reason to believe that such information is inaccurate.

This Joint Filing Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original instrument, but all of such counterparts together shall constitute but one agreement.

[Signature Page Follows]

In evidence thereof the undersigned, being duly authorized, hereby execute this Joint Filing Agreement as of September 21, 2023.

CAMBRIDGE EQUITIES, LP

By: MP 13 Ventures, LLC, its General Partner

By: /s/ Charles Kenworthy

Its: Manager

MP 13 VENTURES, LLC

By: /s/ Charles Kenworthy

Its: Manager

NANTWORKS, LLC

By: /s/ Robert Morse

Its: CFO

NANTMOBILE, LLC

By: /s/ Robert Morse

Its: CFO

NANT CAPITAL, LLC

By: /s/ Charles Kenworthy

Its: Manager

CALIFORNIA CAPITAL EQUITY, LLC

By: /s/ Charles Kenworthy

Its: Manager

PATRICK SOON-SHIONG

/s/ Patrick Soon-Shiong