

OMB APPROVAL	
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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

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>SOON-SHIONG PATRICK</u> (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 <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) Other (specify below) See remarks
	3. Date of Earliest Transaction (Month/Day/Year) 08/31/2022	
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 Indirect 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
Amended and Restated Convertible Promissory Note ⁽¹⁾	\$5.67	08/31/2022		P		\$40,407,671		08/31/2022	09/30/2025	Common Stock	(1)	\$40,407,671	\$40,407,671	I	See footnote ⁽²⁾
Amended and Restated Convertible Promissory Note ⁽¹⁾	\$5.67	08/31/2022		P		\$55,927,342		08/31/2022	09/30/2025	Common Stock	(1)	\$55,927,342	\$55,927,342	I	See footnote ⁽²⁾
Second Amended and Restated Convertible Promissory Note ⁽¹⁾	\$5.67	08/31/2022		P		\$63,375,911		08/31/2022	09/30/2025	Common Stock	(1)	\$63,375,911	\$63,375,911	I	See footnote ⁽³⁾
Second Amended and Restated Convertible Promissory Note ⁽¹⁾	\$5.67	08/31/2022		P		\$55,844,638		08/31/2022	09/30/2025	Common Stock	(1)	\$55,844,638	\$55,844,638	I	See footnote ⁽⁴⁾
Second Amended and Restated Convertible Promissory Note ⁽¹⁾	\$5.67	08/31/2022		P		\$59,524,425		08/31/2022	09/30/2025	Common Stock	(1)	\$59,524,425	\$59,524,425	I	See footnote ⁽⁵⁾
Second Amended and Restated Convertible Promissory Note ⁽¹⁾	\$5.67	08/31/2022		P		\$40,016,261		08/31/2022	09/30/2025	Common Stock	(1)	\$40,016,261	\$40,016,261	I	See footnote ⁽⁶⁾

Explanation of Responses:

- On August 31, 2022, the terms of the original fixed-rate promissory note were amended and restated to include a conversion feature that gives each lender the right at any time, at its sole option, to convert the entire outstanding principal amount and accrued and unpaid interest due under each note at the time of conversion into shares of the Issuer's common stock at a price of \$5.67 per share. Dollar amounts shown reflect the aggregate principal and interest accrued as of August 31, 2022.
- Amended and Restated Convertible Promissory Note held by NantCapital, LLC, an investment vehicle of the reporting person.
- Second Amended and Restated Convertible Promissory Note held by NantCapital, LLC, an investment vehicle of the reporting person.
- Second Amended and Restated Convertible Promissory Note held by NantWorks, LLC ("NantWorks"). California Capital Equity, LLC ("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.
- Second Amended and Restated Convertible Promissory Note held by NantMobile, LLC ("NantMobile"). NantWorks, LLC ("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.
- Second Amended and Restated Convertible Promissory Note held by NantCancerStemCell, LLC ("NantCancerStemCell"). NantBio, Inc. ("NantBio") is the majority stockholder and an affiliate of NantCancerStemCell and may be deemed to have beneficial ownership of the securities held by NantCancerStemCell. NantWorks, LLC ("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.

Remarks:

Executive Chairman, Global Chief Scientific and Medical Officer

/s/ Patrick Soon-Shiong

11/08/2022

** 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.

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