

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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* <u>Shah Nimish P</u> (Last) (First) (Middle) C/O INSTIL BIO, INC. 3963 MAPLE AVENUE, SUITE 350 (Street) DALLAS TX 75219 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/18/2021	3. Issuer Name and Ticker or Trading Symbol <u>Instil Bio, Inc.</u> [TIL]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Preferred Stock	(1)	(1)	Common Stock	5,100,866	(1)	I	See footnote ⁽²⁾
Series B Preferred Stock	(1)	(1)	Common Stock	510,030	(1)	I	See footnote ⁽³⁾
Series C Preferred Stock	(1)	(1)	Common Stock	430,431	(1)	I	See footnote ⁽²⁾
Series C Preferred Stock	(1)	(1)	Common Stock	43,033	(1)	I	See footnote ⁽³⁾
Series C Preferred Stock	(1)	(1)	Common Stock	480,716	(1)	I	See footnote ⁽⁴⁾

Explanation of Responses:

- Each share of Series B Preferred Stock and Series C Preferred Stock is convertible at any time at the option of the holder, without payment of additional consideration, into Common Stock, on a one for one basis, has no expiration date and is expected to automatically convert into shares of Common Stock upon the closing of the Issuer's initial public offering.
- The securities are held by Venrock Healthcare Capital Partners III, L.P. ("Partners III"). VHCP Management III, LLC ("Management III") is the sole general partner of Partners III. The Reporting Person is a voting member of Management III and may be deemed to share voting and investment power with respect to the shares held by Partners III and disclaims Section 16 beneficial ownership of such securities held by Partners III, except to the extent of his pecuniary interest therein, if any.
- The shares are held by VHCP Co-Investment Holdings III, LLC ("Holdings III"). Management III is the manager of Holdings III. The Reporting Person is a voting member of Management III and may be deemed to share voting and investment power with respect to the shares held by Holdings III and disclaims Section 16 beneficial ownership of such securities held by Holdings III, except to the extent of his pecuniary interest therein, if any.
- The securities are held by Venrock Healthcare Capital Partners EG, L.P. ("Partners EG"). VHCP Management EG, LLC ("Management EG") is the sole general partner of Partners EG. The Reporting Person is a voting member of Management EG and may be deemed to share voting and investment power with respect to the shares held by Partners EG and disclaims Section 16 beneficial ownership of such securities held by Partners EG, except to the extent of his pecuniary interest therein, if any.

Remarks:

Exhibit List - Exhibit 24 - Power of Attorney

/s/ Madison Jones,
Attorney-in-Fact

03/18/2021

** 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 5 (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.

POWER OF ATTORNEY

(For Executing Form ID and Forms 3, 4 and 5)

Know all by these presents, that the undersigned hereby constitutes and appoints each of Bronson Crouch and Sandeep Laumas of Instil Bio, Inc. (the "Company") and Divakar Gupta, Madison Jones, Erika Kaneko, Crystal Oparaeke and David Brinton of Cooley LLP, signing individually, the undersigned's true and lawful attorneys-in-fact and agents to:

(1) Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "SEC"), a Form ID and Forms 3, 4 and 5 (including amendments thereto and joint filing agreements in connection therewith) in accordance with Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder, in the undersigned's capacity as an officer, director or beneficial owner of more than 10% of a registered class of securities of the Company;

(2) Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare and execute any such Form ID and Forms 3, 4 or 5 (including amendments thereto and joint filing agreements in connection therewith) and file such forms with the SEC and any stock exchange, self-regulatory association or any similar authority; and

(3) Take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming (nor is the Company assuming) any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company or employed by or a partner at Cooley LLP or another law firm representing the Company, as applicable.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Date: February 24, 2021
/s/ Nimish Shah
Nimish Shah