SEC Form 3 FORM 3

## UNITED STATES SECURITIES AND EXCHANGE

Washington, D.C. 20549

## 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

|  |   |            | 0.0  |  |   | , ,                | 0. 20 .0                                   |  |   |   |   |
|--|---|------------|--|--|---|--------------------|--|--|---|---|---|
| 1. Name and A<br><u>Vivo Cap</u>           |   | ' Requirii | of Event<br>ng Statement<br>Day/Year)<br>2021                  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol<br>Instil Bio, Inc. [ TIL ]                     |   |                    |  |  |   |   |   |
| (Last)<br>192 LYTTC                        | (Middle)<br>E                             |            |  | 4. Relationship of Reporting Person(s) to<br>Issuer<br>(Check all applicable)<br>Director X 10% Ow |   |                    | File                                       |  | If Amendment, Date of Original<br>led (Month/Day/Year)<br>Individual or Joint/Group Filing                            |   |   |
| (Street)<br>PALO<br>ALTO CA 94301          |   |            |  |  |   | Other (:<br>below) | (specify (C<br>)                           |  | (Check Applicable Line)<br>Form filed by One Reporting<br>Person<br>X Form filed by More than One<br>Reporting Person |   |   |
| (City)                                     | (State)                                   | (Zip)      |  |  |   |                    |  |  |   |   |   |
|  |   |            | Table I - N  | lon-Deriva   | tive Securities Ber   | nefic              | ially Ov                                   | vned   |   |   |   |
| 1. Title of Security (Instr. 4)            |   |            |  |  | 2. Amount of Securitie<br>Beneficially Owned (In<br>4)                            |                    |  | 4. Nature of Indirect Beneficial<br>Ownership (Instr. 5) |   |   |   |
|  |   | (0         |  |  | ve Securities Benef<br>ants, options, conv  |                    |  |  |   |   |   |
| 1. Title of Derivative Security (Instr. 4) |   |            | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |  | 3. Title and Amount of Securities<br>Underlying Derivative Security (Instr.<br>4) |                    |  | 4.<br>Conversion<br>or Exercise                          |   | 5.<br>Ownership<br>Form:                    | 6. Nature of<br>Indirect<br>Beneficial<br>Ownership (Instr. |
|  |   |            | Date<br>Exercisable  | Expiration<br>Date   | Title   | Nur                | ount or Derivat<br>mber of Securit<br>ares |  | ive   | Direct (D)<br>or Indirect<br>(I) (Instr. 5) | 5)  |
| Series B Preferred Stock                   |   |            | (1)  | (1)  | Common Stock  | 11,                | 11,709,696 <sup>(1)</sup>                  |  |   | D <sup>(2)</sup>                            |   |
| Series C Preferred Stock                   |   | (1)        | (1)  | Common Stock   | 4   | 477,091 (1)        |  |  | D <sup>(2)</sup>  | ,   |   |
| 1. Name and A<br><u>Vivo Cap</u>           | Address of Re<br>ital IX, L               |            |  |  |   |                    |  |  |   |   |   |
| (Last) (First) (<br>192 LYTTON AVENUE      |   |            | (Middle)   |  |   |                    |  |  |   |   |   |
| (Street)<br>PALO ALTO CA                   |   |            | 94301  |  |   |                    |  |  |   |   |   |
| (City) (State) (Zip                        |   |            | (Zip)  |  |   |                    |  |  |   |   |   |
| 1. Name and A<br><u>Vivo Cap</u>           | Address of Re<br>ital Fund                |            | 1*   |  |   |                    |  |  |   |   |   |
| (Last)<br>192 LYTTC                        | (Last) (First) (Midc<br>192 LYTTON AVENUE |            | (Middle)   |  |   |                    |  |  |   |   |   |
| (Street)<br>PALO ALT                       | O CA                                      |            | 94301  |  |   |                    |  |  |   |   |   |
| (City)                                     | (State)                                   |            | (Zip)  |  |   |                    |  |  |   |   |   |

Explanation of Responses:

1. 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.

2. The securities are held by Vivo Capital Fund IX, L.P. ("Fund IX"). Vivo Capital IX, LLC ("Capital IX") is the general partner of Fund IX. As the managing members of Capital IX, Frank Kung, Edgar Engleman, Shan Fu, Hongbo Lu, Mahendra Shah, Jack Nielsen and Michael Chang share voting and dispositive power over the shares held by Fund IX, but each disclaims beneficial ownership of such shares except to the extent of their individual pecuniary interest therein.

## **Remarks:**

/s/ Jack Nielsen, Managing<br/>Member of Vivo Capital<br/>IX, LLC03/18/2021/s/ Jack Nielsen, Managing<br/>Member of Vivo Capital<br/>IX, LLC, General Partner<br/>of Vivo Capital Fund IX,<br/>L.P.03/18/2021\*\* Signature of ReportingDate

Person

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.