

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Bain Capital Life Sciences Investors, LLC</u>  (Last) (First) (Middle) 200 CLARENDON STREET  (Street) BOSTON MA 02116  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Xilio Therapeutics, Inc. [ XLO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/08/2021	
	4. 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 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	12/08/2021		p <sup>(1)</sup>		13,458	A	\$9.6206 <sup>(2)</sup>	2,776,402	I	See footnotes <sup>(6)(7)(8)(9)(10)</sup>
Common Stock	12/09/2021		p <sup>(1)</sup>		4,011	A	\$9.8442 <sup>(3)</sup>	2,780,413	I	See footnotes <sup>(6)(7)(8)(9)(10)</sup>
Common Stock	12/10/2021		p <sup>(1)</sup>		21,812	A	\$9.5619 <sup>(4)</sup>	2,802,225	I	See footnotes <sup>(6)(7)(8)(9)(10)</sup>
Common Stock	12/10/2021		p <sup>(1)</sup>		3,188	A	\$10.2378 <sup>(5)</sup>	2,805,413	I	See footnotes <sup>(6)(7)(8)(9)(10)</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)
					(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
Bain Capital Life Sciences Investors, LLC  
 (Last) (First) (Middle)  
 200 CLARENDON STREET  
 (Street)  
 BOSTON MA 02116  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Bain Capital Life Sciences Fund II, L.P.  
 (Last) (First) (Middle)  
 200 CLARENDON STREET  
 (Street)  
 BOSTON MA 02116  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

Bain Capital Life Sciences Investors II, LLC

(Last) (First) (Middle)  
200 CLARENDON STREET

(Street)  
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

BCLS II Investco, LP

(Last) (First) (Middle)  
200 CLARENDON STREET

(Street)  
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

BCLS II Investo (GP), LLC

(Last) (First) (Middle)  
200 CLARENDON STREET

(Street)  
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

BCIP Life Sciences Associates, LP

(Last) (First) (Middle)  
200 CLARENDON STREET

(Street)  
BOSTON MA 02116

(City) (State) (Zip)

**Explanation of Responses:**

1. On December 8, 2021, December 9, 2021 and December 10, 2021, BCLS II Investco, LP ("BCLS II Investco") purchased 13,458, 4,011 and 25,000 shares of the Issuer's common stock, respectively.
2. The price reported in Column 4 is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$9.41 to \$9.75, inclusive. The reporting persons undertake to provide to the Issuer, any securityholder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes (2) through (5) to this Form 4.
3. The price reported in Column 4 is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$9.53 to \$10.00, inclusive.
4. The price reported in Column 4 is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$9.07 to \$10.00, inclusive.
5. The price reported in Column 4 is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$10.13 to \$10.25, inclusive.
6. Represents shares of the Issuer's common stock held by Bain Capital Life Sciences Fund II, L.P. ("BCLS II"), BCLS II Investco and BCIP Life Sciences Associates, LP ("BCIPLS" and, together with BCLS II and BCLS II Investco, the "Bain Capital Life Sciences Entities"). Following the completion of the transactions reported in footnote (1) to this Form 4, BCLS II, BCLS II Investco and BCIPLS each holds 1,348,682, 1,292,469 and 164,262 shares of the Issuer's common stock, respectively.
7. Bain Capital Life Sciences Investors II, LLC ("BCLSI II") is the general partner of BCLS II. As a result, BCLSI II may be deemed to share voting and dispositive power with respect to the securities held by BCLS II. BCLSI II disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
8. BCLS II Investco (GP), LLC ("BCLS II Investco GP"), whose manager is BCLS II, is the general partner of BCLS II Investco. As a result, each of BCLSI II, BCLS II and BCLS II Investco GP may be deemed to share voting and dispositive power with respect to the securities held by BCLS II Investco. Each of BCLSI II, BCLS II and BCLS II Investco GP disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
9. Boylston Coinvestors, LLC is the general partner of BCIPLS.
10. Bain Capital Life Sciences Investors, LLC ("BCLSI") is the manager of BCLSI II and governs the investment strategy and decision-making process with respect to investments held by BCIPLS. As a result, BCLSI may be deemed to share voting and dispositive power with respect to the securities held by the Bain Capital Life Sciences Entities. BCLSI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

**Remarks:**

Exhibit 99.1: Joint Filer Information

See Signatures Included in 12/10/2021  
Exhibit 99.1

\*\* 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.

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.

List of Joint Filers and Signature Page

BAIN CAPITAL LIFE SCIENCES INVESTORS, LLC

By: /s/ Andrew Hack

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Title: Managing Director

BAIN CAPITAL LIFE SCIENCES FUND II, L.P.

By: Bain Capital Life Sciences Investors II, LLC,  
its general partner

By: Bain Capital Life Sciences Investors, LLC,  
its manager

By: /s/ Andrew Hack

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Title: Managing Director

BAIN CAPITAL LIFE SCIENCES INVESTORS II, LLC

By: Bain Capital Life Sciences Investors, LLC,  
its manager

By: /s/ Andrew Hack

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Title: Managing Director

BCLS II INVESTCO, LP

By: BCLS II Investco (GP), LLC,  
its general partner

By: Bain Capital Life Sciences Fund II, L.P.,  
its manager

By: Bain Capital Life Sciences Investors II, LLC,  
its general partner

By: Bain Capital Life Sciences Investors, LLC,  
its manager

By: /s/ Andrew Hack

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Title: Managing Director

BCLS II INVESTCO (GP), LLC

By: Bain Capital Life Sciences Fund II, L.P.,  
its manager

By: Bain Capital Life Sciences Investors II, LLC,  
its general partner

By: Bain Capital Life Sciences Investors, LLC,  
its manager

By: /s/ Andrew Hack

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Title: Managing Director

BCIP LIFE SCIENCES ASSOCIATES, LP

By: Boylston Coinvestors, LLC,  
its general partner

By: /s/ Andrew Hack

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Title: Authorized Signatory