

| OMB APPROVAL                                 |           |
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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

|  |         |          |  |  |  |  |  |  |
|--|---------|----------|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>SV7 Impact Medicine Fund LP</u> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>Xilio Therapeutics, Inc. [ XLO ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) _____ Other (specify below) _____              |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>10/26/2021</u>                  |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |  |  |
| <u>71 KINGSWAY</u>   |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                               |  |  |  |  |  |
| (Street)<br><u>LONDON X0 WC2B 6ST</u>  |         |          |  |  |  |  |  |  |
| (City) (State) (Zip)   |         |          |  |  |  |  |  |  |

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                    | 10/26/2021                           |  | C                              |   | 998,544   | A          | (1)   | 998,544 <sup>(2)</sup>  | D  |   |
| Common Stock                    | 10/26/2021                           |  | C                              |   | 998,544   | A          | (1)   | 998,544 <sup>(2)</sup>  | I  | See footnote <sup>(3)</sup>                           |
| Common Stock                    | 10/26/2021                           |  | C                              |   | 302,588   | A          | (1)   | 1,301,132 <sup>(2)</sup>  | D  |   |
| Common Stock                    | 10/26/2021                           |  | C                              |   | 302,588   | A          | (1)   | 1,301,132 <sup>(2)</sup>  | I  | See footnote <sup>(3)</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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-----|---|-----------------|--|--|---|--|
|  |  |                                      |  | Code                           | V |  | (A)  | (D) | Date Exercisable  | Expiration Date |  |  |   |  |
| Series B Convertible Preferred Stock       | (1)  | 10/26/2021                           |  | C                              |   | 9,486,166  | (1)  | (1) | Common Stock  | 998,544         | \$0.00                                     | 0  | D   |  |
| Series B Convertible Preferred Stock       | (1)  | 10/26/2021                           |  | C                              |   | 9,486,166  | (1)  | (1) | Common Stock  | 998,544         | \$0.00                                     | 0  | I   | See footnote <sup>(3)</sup>                            |
| Series C Convertible Preferred Stock       | (1)  | 10/26/2021                           |  | C                              |   | 2,874,595  | (1)  | (1) | Common Stock  | 302,588         | \$0.00                                     | 0  | D   |  |
| Series C Convertible Preferred Stock       | (1)  | 10/26/2021                           |  | C                              |   | 2,874,595  | (1)  | (1) | Common Stock  | 302,588         | \$0.00                                     | 0  | I   | See footnote <sup>(3)</sup>                            |

1. Name and Address of Reporting Person\*  
SV7 Impact Medicine Fund LP

(Last) (First) (Middle)  
71 KINGSWAY

(Street)  
LONDON X0 WC2B 6ST

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
SV7 (IME) GP LLP

(Last) (First) (Middle)  
71 KINGSWAY

(Street)  
LONDON X0 WC2B 6ST

(City)

(State)

(Zip)

**Explanation of Responses:**

1. The Series B Convertible Preferred Stock and the Series C Convertible Preferred Stock converted into Xilio Therapeutics, Inc. Common Stock on a 0.1053-for-1 basis and had no expiration date.
2. Reflects a 1-for-9.5 reverse stock split which became effective October 15, 2021.
3. Consists of shares of Common Stock held by SV7 Impact Medicine Fund LP, via its general partner, SV7 (IMF) GP LLP. Catherine Bingham, Michael Ross, who is a member of Xilio's board of directors, and Houman Ashrafian are members of the investment committee of SV7 (IMF) GP LLP, which has voting and investment power with respect to the shares, and may be deemed to beneficially own such shares. SV7 (IMF) GP LLP and Ms. Bingham, Mr. Ross and Mr. Ashrafian each disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein. The address of SV7 Impact Medicine Fund LP is 71 Kingsway, London, WC2B 6ST, United Kingdom.

**Remarks:**

[/s/ Kathleen R. Henry, pursuant  
to Power of Attorney for SV7  
Impact Medicine Fund LP](#)      10/28/2021

[/s/ Kathleen R. Henry, pursuant  
to Power of Attorney for SV7  
\(IMF\) GP LLP](#)      10/28/2021

\*\* 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 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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