

| 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* BAY CITY CAPITAL LLC | 2. Issuer Name and Ticker or Trading Symbol Xilio Therapeutics, Inc. [XLO] | 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) 10/26/2021 | |
| (Last) (First) (Middle) 1000 4TH STREET, SUITE 500 | 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 Form filed by More than One Reporting Person |
| (Street) SAN RAFAEL CA 94901 | | |
| (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 | | 665,696 | A | (1) | 665,696 | I | See footnotes ⁽³⁾⁽⁴⁾ | |
| Common Stock | 10/26/2021 | | C | | 151,294 | A | (2) | 816,990 | I | See footnotes ⁽³⁾⁽⁴⁾ | |
| Common Stock | 10/26/2021 | | P | | 312,500 | A | \$16 | 1,129,490 | I | See footnotes ⁽³⁾⁽⁴⁾ | |

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 |
| Series B Preferred Stock | (1) | 10/26/2021 | | C | | | 6,324,110 | (1) | (1) | Common Stock | 665,696 | (1) | 0 | I | See footnotes ⁽³⁾⁽⁴⁾ |
| Series C Preferred Stock | (2) | 10/26/2021 | | C | | | 1,437,297 | (2) | (2) | Common Stock | 151,294 | (2) | 0 | I | See footnotes ⁽³⁾⁽⁴⁾ |

Explanation of Responses:

- The Series B Preferred Stock converted into shares of the Issuer's common stock, \$0.001 par value, on a 9.5:1 basis automatically immediately prior to the closing of the Issuer's initial public offering. The Series C Preferred Stock had no expiration date.
- The Series C Preferred Stock converted into shares of the Issuer's common stock, \$0.001 par value, on a 9.5:1 basis automatically immediately prior to the closing of the Issuer's initial public offering. The Series C Preferred Stock had no expiration date.
- Bay City Capital LLC, a Delaware limited liability company (BCC), Bay City Capital JV Management I LLC, a Delaware limited liability company (Management I), Bay City Capital GF XINDE Investment Management Co., a Cayman Islands company (Management Co.), and Bay City Capital GF Xinde International Life Sciences USD Fund, L.P., a Cayman Islands exempt limited partnership (USD Fund) are deemed to be a group for the purposes of Section 13(d) under the Securities Exchange Act of 1934. Management Co. is the general partner of USD Fund and has voting and dispositive power with respect to the securities held by USD Fund. BCC is the manager of, and an advisor to, Management I, and Management I holds an equity interest in Management Co.
- Represent securities held by USD Fund, including indirect interests of BCC, Management I, and Management Co. BCC, Management I and Management Co. each disclaims beneficial ownership with respect to these securities, except to the extent of their pecuniary interest therein.

/s/ Bay City Capital GF Xinde International Life Sciences USD Fund, L.P., a Cayman Islands exempt limited partnership, By: Bay City Capital GF XINDE Investment Management Co., a Cayman Islands company, its General Partner, By: Fred Craves, Director
/s/ Bay City Capital LLC, a Delaware limited liability company, By: Fred Craves, Managing Direct

** 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.