
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No.1)*

XILIO THERAPEUTICS, INC.
(Name of Issuer)

COMMON STOCK, \$0.0001 PAR VALUE
(Title of Class of Securities)

98422T100
(CUSIP Number)

SEPTEMBER 30, 2024
(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Name of Reporting Persons
Atlas Venture Fund XI, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3. SEC USE ONLY

4. Citizenship or Place of Organization
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:	5. Sole Voting Power 0
	6. Shared Voting Power 0
	7. Sole Dispositive Power 0
	8. Shared Dispositive Power 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
0.0%

12. Type of Reporting Person (See Instructions)
PN

1.	Name of Reporting Persons Atlas Venture Associates XI, L.P.
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2.	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) <input type="checkbox"/>
	(b) <input checked="" type="checkbox"/>

3.	SEC USE ONLY
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4.	Citizenship or Place of Organization Delaware
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	5.	Sole Voting Power 0
Number of Shares Beneficially Owned by Each Reporting Person With:	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 0

9.	Aggregate Amount Beneficially Owned by Each Reporting Person 0
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10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
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11.	Percent of Class Represented by Amount in Row (9) 0.0%
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12.	Type of Reporting Person (See Instructions) PN
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1. Name of Reporting Persons
Atlas Venture Associates XI, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3. SEC USE ONLY

4. Citizenship or Place of Organization
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:	5. Sole Voting Power 0
	6. Shared Voting Power 0
	7. Sole Dispositive Power 0
	8. Shared Dispositive Power 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
0.0%

12. Type of Reporting Person (See Instructions)
OO

1.	Name of Reporting Persons Atlas Venture Opportunity Fund I, L.P.
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3.	SEC USE ONLY
4.	Citizenship or Place of Organization Delaware
	5. Sole Voting Power 0
Number of Shares Beneficially Owned by Each Reporting Person With:	6. Shared Voting Power 0
	7. Sole Dispositive Power 0
	8. Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 0
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
11.	Percent of Class Represented by Amount in Row (9) 0.0%
12.	Type of Reporting Person (See Instructions) PN

1.	Name of Reporting Persons Atlas Venture Associates Opportunity I, L.P.
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2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
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3.	SEC USE ONLY
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4.	Citizenship or Place of Organization Delaware
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Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 0
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 0

9.	Aggregate Amount Beneficially Owned by Each Reporting Person 0
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10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
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11.	Percent of Class Represented by Amount in Row (9) 0.0%
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12.	Type of Reporting Person (See Instructions) PN
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1.	Name of Reporting Persons Atlas Venture Associates Opportunity I, LLC
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2.	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) <input type="checkbox"/>
	(b) <input checked="" type="checkbox"/>

3.	SEC USE ONLY
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4.	Citizenship or Place of Organization Delaware
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	5.	Sole Voting Power 0
Number of Shares Beneficially Owned by Each Reporting Person With:	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 0

9.	Aggregate Amount Beneficially Owned by Each Reporting Person 0
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10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
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11.	Percent of Class Represented by Amount in Row (9) 0.0%
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12.	Type of Reporting Person (See Instructions) OO
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Item 1(a). Name of Issuer

Xilio Therapeutics, Inc. (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices

828 Winter Street, Suite 300
Waltham, MA 02451

Item 2(a). Name of Person Filing

This Schedule 13G is filed by (i) Atlas Venture Fund XI, L.P., a Delaware limited partnership ("Atlas XI"), (ii) Atlas Venture Associates XI, L.P., a Delaware limited partnership ("AVA XI LP"), (iii) Atlas Venture Associates XI, LLC, a Delaware limited liability company ("AVA XI LLC" and together with Atlas XI and AVA XI LP, the "Fund XI Reporting Persons"), (iv) Atlas Venture Opportunity Fund I, L.P., a Delaware limited partnership ("AVO I"), (v) Atlas Venture Associates Opportunity I, L.P., a Delaware limited partnership ("AVAO LP") and (vi) Atlas Venture Associates Opportunity I, LLC, a Delaware limited liability company ("AVAO LLC" and together with AVO I and AVAO LP, the "Opportunity Fund Reporting Persons" and together with the Fund XI Reporting Persons, the "Reporting Persons").

Item 2(b). Address of Principal Business Office or, if none, Residence

300 Technology Square, 8th Floor
Cambridge, Massachusetts 02139

Item 2(c). Citizenship

Each of Atlas XI, AVA XI LP, AVO I and AVAO LP is a Delaware limited partnership. Each of AVA XI LLC and AVAO LLC is a Delaware limited liability company.

Item 2(d). Title of Class of Securities

Common Stock, \$0.0001 par value per share

Item 2(e). CUSIP Number

98422T100

Item 3

Not applicable.

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1

(a) Amount beneficially owned: 0

(b) Percent of class: 0.0%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 0

Item 5 Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

Item 6 Ownership of More than Five Percent of Another Person

Not applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable.

Item 8 Identification and Classification of Members of the Group

Not applicable.

Item 9 Notice of Dissolution of Group

Not applicable.

Item 10 Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 14, 2024

ATLAS VENTURE FUND XI, L.P.

By: Atlas Venture Associates XI, L.P., its general partner

By: Atlas Venture Associates XI, LLC, its general partner

By: /s/ Ommer Chohan

Name: Ommer Chohan

Title: CFO

ATLAS VENTURE ASSOCIATES XI, L.P.

By: Atlas Venture Associates XI, LLC, its general partner

By: /s/ Ommer Chohan

Name: Ommer Chohan

Title: CFO

ATLAS VENTURE ASSOCIATES XI, LLC

By: /s/ Ommer Chohan

Name: Ommer Chohan

Title: CFO

ATLAS VENTURE OPPORTUNITY FUND I, L.P.

By: Atlas Venture Associates Opportunity I, L.P., its general partner

By: Atlas Venture Associates Opportunity I, LLC, its general partner

By: /s/ Ommer Chohan

Name: Ommer Chohan

Title: CFO

ATLAS VENTURE ASSOCIATES OPPORTUNITY I, L.P.

By: Atlas Venture Associates Opportunity I, LLC, its general partner

By: /s/ Ommer Chohan

Name: Ommer Chohan

Title: CFO

ATLAS VENTURE ASSOCIATES OPPORTUNITY I, LLC

By: /s/ Ommer Chohan

Name: Ommer Chohan

Title: CFO

EXHIBITS

[A: Joint Filing Agreement \(Incorporated by reference to Exhibit A to the Schedule 13G, filed with the Securities and Exchange Commission on November 5, 2021\).](#)
