

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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* <u>Atlas Venture Fund XI, L.P.</u> <hr/> (Last) (First) (Middle) 300 TECHNOLOGY SQUARE, 8TH FLOOR <hr/> (Street) CAMBRIDGE MA 02139 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/21/2021	3. Issuer Name and Ticker or Trading Symbol <u>Xilio Therapeutics, Inc. [ XLO ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	26,315	I	See footnote <sup>(1)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A1 Preferred Stock	(2)	(2)	Common Stock	1,372,998	(2)	I	See footnote <sup>(1)</sup>
Series B Preferred Stock	(3)	(3)	Common Stock	624,089	(3)	I	See footnote <sup>(1)</sup>
Series C Preferred Stock	(4)	(4)	Common Stock	548,442	(4)	I	See footnote <sup>(5)</sup>

1. Name and Address of Reporting Person* <u>Atlas Venture Fund XI, L.P.</u> <hr/> (Last) (First) (Middle) 300 TECHNOLOGY SQUARE, 8TH FLOOR <hr/> (Street) CAMBRIDGE MA 02139 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Atlas Venture Associates XI, L.P.</u> <hr/> (Last) (First) (Middle) 400 TECHNOLOGY SQUARE 10TH FLOOR <hr/> (Street) CAMBRIDGE MA 02139 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person\*

[Atlas Venture Associates XI, LLC](#)

(Last) (First) (Middle)

400 TECHNOLOGY SQUARE  
10TH FLOOR

(Street)

CAMBRIDGE MA 02139

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Atlas Venture Opportunity Fund I, L.P.](#)

(Last) (First) (Middle)

400 TECHNOLOGY SQUARE, 10TH FLOOR

(Street)

CAMBRIDGE MA 02139

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Atlas Venture Associates Opportunity I, L.P.](#)

(Last) (First) (Middle)

400 TECHNOLOGY SQUARE  
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1. Name and Address of Reporting Person\*

[Atlas Venture Associates Opportunity I, LLC](#)

(Last) (First) (Middle)

400 TECHNOLOGY SQUARE  
10TH FLOOR

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(City) (State) (Zip)

**Explanation of Responses:**

1. The shares are held directly by Atlas Venture Fund XI, L.P. ("Atlas Venture Fund XI"). The general partner of Atlas Venture Fund XI is Atlas Venture Associates XI, L.P. ("AVA XI LP"). Atlas Venture Associates XI, LLC ("AVA XI LLC") is the general partner of AVA XI LP. Each of AVA XI LP and AVA XI LLC disclaims Section 16 beneficial ownership of the securities held by Atlas Venture Fund XI, except to the extent of its pecuniary interest therein, if any.
2. The Series A1 Preferred Stock automatically converts into the number of shares of Common Stock as shown in Column 3 without payment of further consideration at the holder's election or upon closing of the initial public offering of the Issuer's common stock. The shares have no expiration date.
3. The Series B Preferred Stock automatically converts into the number of shares of Common Stock as shown in Column 3 without payment of further consideration at the holder's election or upon closing of the initial public offering of the Issuer's common stock. The shares have no expiration date.
4. The Series C Preferred Stock automatically converts into the number of shares of Common Stock as shown in Column 3 without payment of further consideration at the holder's election or upon closing of the initial public offering of the Issuer's common stock. The shares have no expiration date.
5. The shares are held directly by Atlas Venture Opportunity Fund I, L.P. ("Atlas Venture Opportunity Fund I"). The general partner of Atlas Venture Opportunity Fund I is Atlas Venture Associates Opportunity I, L.P. ("AVAO I LP"). Atlas Venture Associates Opportunity I, LLC ("AVAO I LLC") is the general partner of AVAO I LP. Each of AVAO I LP and AVAO I LLC disclaims Section 16 beneficial ownership of the securities held by Atlas Venture Opportunity Fund I, except to the extent of its pecuniary interest therein, if any.

/s/ Atlas Venture Fund XI, 10/21/2021  
LP, By: Atlas Venture XI,  
L.P., it's general partner,

By: Atlas Venture Associates XI, LLC, its general partner, By: Ommer Chohan, Chief Financial Officer, /s/ Ommer Chohan /s/ Atlas Venture Associates XI, LP, By: Atlas Venture Associates XI, LLC, it's general partner, By: Ommer Chohan, Chief Financial Officer, /s/ Ommer Chohan 10/21/2021

/s/ Atlas Venture Associates XI, LLC, By: Ommer Chohan, Chief Financial Officer, /s/ Ommer Chohan 10/21/2021

/s/ 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: Ommer Chohan, Chief Financial Officer, /s/ Ommer Chohan 10/21/2021

/s/ Atlas Venture Associates Opportunity I, L.P., Atlas Venture Associates Opportunity I, LLC, its general partner, By: Ommer Chohan, Chief Financial Officer, /s/ Ommer Chohan 10/21/2021

/s/ Atlas Venture Associates Opportunity I, LLC, By: Ommer Chohan, Chief Financial Officer, /s/ Ommer Chohan 10/21/2021

\*\* 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 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.**