

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL	
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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>CLACKSON TIMOTHY P</u> _____ (Last) (First) (Middle) <u>C/O XILIO THERAPEUTICS, INC.</u> <u>828 WINTER STREET, SUITE 300</u> _____ (Street) <u>WALTHAM, MA 02451</u> _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/21/2021</u>	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) <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 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	20,068	D	
Common Stock	70,888	I	The Timothy P. Clackson Irrevocable GST Trust of 2020

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				
Stock Option (right to buy)	(1)	01/15/2022	Common Stock 7,525	5.51	D	
Stock Option (right to buy)	(2)	01/15/2022	Common Stock 2,776	5.51	D	
Stock Option (right to buy)	(3)	01/15/2022	Common Stock 5,281	5.51	D	
Stock Option (right to buy)	(4)	01/15/2022	Common Stock 5,213	5.89	D	

Explanation of Responses:

- The option was granted on July 23, 2020 for 32,846 shares. On May 21, 2019, 25% of the shares underlying the option vested and the remaining shares shall vest in equal monthly installments until May 21, 2022.
- The option was granted on July 23, 2020 for 11,104 shares. On June 14, 2020, 25% of the shares underlying the option vested and the remainder shall vest in equal monthly installments thereafter until June 14, 2023.
- The option was granted on July 23, 2020 for 23,045 shares. The shares began vesting on March 12, 2020 and shall vest in equal monthly installments until February 12, 2024.
- The option was granted on March 11, 2021 for 35,752 shares. The shares underlying the option began vesting on April 1, 2021 and shall vest in equal monthly installments thereafter until March 1, 2025.

/s/ Timothy Clackson

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.