

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>Rock Springs Capital Management LP</u> (Last) (First) (Middle) 650 SOUTH EXETER ST., SUITE 1070 (Street) BALTIMORE MD 21202 (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)
---------------------------------	---	--	---

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				
Series C Preferred Stock	(1)	(1)	Common Stock 756,472	(1)	I	See footnote ⁽²⁾
Series C Preferred Stock	(1)	(1)	Common Stock 151,294	(1)	I	See footnote ⁽³⁾

1. Name and Address of Reporting Person* <u>Rock Springs Capital Management LP</u> (Last) (First) (Middle) 650 SOUTH EXETER ST., SUITE 1070 (Street) BALTIMORE MD 21202 (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Rock Springs Capital LLC</u> (Last) (First) (Middle) 650 SOUTH EXETER ST., SUITE 1070 (Street) BALTIMORE MD 21202 (City) (State) (Zip)
1. Name and Address of Reporting Person*

Rock Springs Capital Master Fund LP

(Last) (First) (Middle)

190 ELGIN AVENUE

(Street)

GEORGE TOWN E9 KY1 9001

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Four Pines Master Fund LP

(Last) (First) (Middle)

650 SOUTH EXETER ST., SUITE 1070

(Street)

BALTIMORE MD 21202

(City) (State) (Zip)

Explanation of Responses:

1. 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.
2. The securities reported herein are held of record by Rock Springs Capital Master Fund LP ("Master Fund"). Rock Springs Capital LLC ("RSC") is the general partner of Rock Springs Capital Management LP ("RSCM") which is the investment manager to Master Fund. RSC and RSCM may therefore be deemed to have or share beneficial ownership of the Series C Preferred Stock held directly by Master Fund.
3. The securities reported herein are held of record by Four Pines Master Fund LP ("Four Pines"). RSC is the general partner of RSCM which is the investment manager to Four Pines. RSC and RSCM may therefore be deemed to have or share beneficial ownership of the Series C Preferred Stock held directly by Four Pines.

By: /s/ Mark Bussard,
Authorized Signatory, 10/21/2021
Rock Springs Capital
Management LP

By: /s/ Mark Bussard,
Authorized Signatory, 10/21/2021
Rock Springs Capital LLC

By: /s/ Mark Bussard,
Authorized Signatory, 10/21/2021
Rock Springs Capital
Master Fund LP

By: /s/ Mark Bussard,
Authorized Signatory, 10/21/2021
Four Pines Master Fund
LP

** 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.