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

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **June 9, 2022**

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**Xilio Therapeutics, Inc.**

(Exact Name of Registrant as Specified in Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-40925**  
(Commission  
File Number)

**85-1623397**  
(IRS Employer  
Identification No.)

**828 Winter Street, Suite 300**  
**Waltham, Massachusetts**  
(Address of Principal Executive Offices)

**02451**  
(Zip Code)

Registrant's telephone number, including area code: **(617) 430-4680**

**Not applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class                                   | Trading symbol(s) | Name of each exchange<br>on which registered |
|---|-------------------|--|
| <b>Common stock, par value \$0.0001<br/>per share</b> | <b>XLO</b>        | <b>Nasdaq Global Select Market</b>           |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On June 9, 2022, Xilio Therapeutics, Inc. (the “Company”) held its 2022 annual meeting of stockholders. The following is a summary of the matters voted on at that meeting and the results of the votes on such matters.

1. The Company’s stockholders elected René Russo, Pharm.D. and Sara Bonstein as Class I directors, each to serve for a three-year term expiring at the 2025 annual meeting of stockholders and until her successor has been duly elected and qualified. The results of the stockholders’ vote with respect to the election of such Class I directors were as follows:

|                      | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|----------------------|------------------|-----------------------|-------------------------|
| René Russo, Pharm.D. | 20,085,672       | 288,051               | 1,010,384               |
| Sara Bonstein        | 20,237,758       | 135,965               | 1,010,384               |

2. The Company’s stockholders ratified the selection of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022. The results of the stockholders’ vote with respect to such ratification were as follows:

|  | <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstaining</b> |
|--|------------------|----------------------|-------------------------|
|  | 21,382,138       | 1,233                | 736                     |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**XILIO THERAPEUTICS, INC.**

Date: June 13, 2022

By: /s/ René Russo  
René Russo  
President and Chief Executive Officer

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