

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Atlas Venture Fund XI, L.P.</u>  (Last) (First) (Middle) 300 TECHNOLOGY SQUARE, 8TH FLOOR  (Street) CAMBRIDGE MA 02139  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Xilio Therapeutics, Inc. [ XLO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/26/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/26/2021		C		1,372,998	A	(1)	1,399,313	I	See Footnote <sup>(2)</sup>
Common Stock	10/26/2021		C		624,089	A	(3)	2,023,402	I	See Footnote <sup>(2)</sup>
Common Stock	10/26/2021		C		548,442	A	(4)	548,442	I	See Footnote <sup>(5)</sup>
Common Stock	10/26/2021		P		187,500	A	\$16	735,942	I	See Footnote <sup>(5)</sup>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A1 Preferred Stock	(1)	10/26/2021		C			13,043,477	(1)	(1)	Common Stock	1,372,998	(1)	0	I	See Footnote <sup>(2)</sup>
Series B Preferred Stock	(3)	10/26/2021		C			5,928,852	(3)	(3)	Common Stock	624,089	(3)	0	I	See Footnote <sup>(2)</sup>
Series C Preferred Stock	(4)	10/26/2021		C			5,210,204	(4)	(4)	Common Stock	548,442	(4)	0	I	See Footnote <sup>(5)</sup>

1. Name and Address of Reporting Person\*  
Atlas Venture Fund XI, L.P.  
  
 (Last) (First) (Middle)  
 300 TECHNOLOGY SQUARE, 8TH 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)

Explanation of Responses:

1. The Series A1 Preferred Stock converted into shares of the Issuer's common stock, \$0.001 par value, on a 9.5:1 basis automatically immediately prior to the closing of the Issuer's initial public offering. The Series A1

Preferred Stock had no expiration date.

2. 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.

3. The Series B Preferred Stock converted into shares of the Issuer's common stock, \$0.001 par value, on a 9.5:1 basis automatically immediately prior to the closing of the Issuer's initial public offering. The Series B Preferred Stock had no expiration date.

4. The Series C Preferred Stock converted into shares of the Issuer's common stock, \$0.001 par value, on a 9.5:1 basis automatically immediately prior to the closing of the Issuer's initial public offering. The Series C Preferred Stock had 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.

Atlas Venture Fund XI, L.P. By:  
Atlas Venture Associates XI,  
L.P., Its: General Partner By: 10/26/2021  
Atlas Venture Associates XI,  
LLC, Its General Partner, By: /s/  
Ommer Chohan

Atlas Venture Opportunity Fund  
I, L.P. By: Atlas Venture  
Associates Opportunity I, L.P.,  
Its: General Partner By: Atlas 10/26/2021  
Venture Associates Opportunity  
I, LLC, Its General Partner, By:  
/s/ Ommer Chohan

\*\* 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 4 (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.**