

**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

<b>1. Name and Address of Reporting Person*</b> <u>RiverVest Venture Fund IV, L.P.</u>  (Last) (First) (Middle) <u>101 S. HANLEY ROAD, SUITE 1850</u>  (Street) <u>ST. LOUIS MO 63105</u>  (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> <u>10/21/2021</u>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>Xilio Therapeutics, Inc. [ XLO ]</u>	
		<b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <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)
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**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 B Preferred Stock	(1)	(1)	Common Stock	832,120 <sup>(2)</sup>	(1)	I	See footnote <sup>(2)(3)</sup>
Series C Preferred Stock	(1)	(1)	Common Stock	359,324 <sup>(2)</sup>	(1)	I	See footnote <sup>(2)(3)</sup>

**Explanation of Responses:**

- Each share of Series B Preferred Stock and Series C Preferred Stock has no expiration date and are convertible at any time at the election of the holder without payment of further consideration. Each share of Series B Preferred Stock and Series C Preferred Stock will automatically convert into one share of Common Stock upon the closing of the Issuer's initial public offering.
- The shares held by RiverVest Venture Fund IV, L.P. ("RiverVest IV") are indirectly held by RiverVest Venture Partners IV, L.P. ("RiverVest Partners IV"), which is the general partner of RiverVest IV. RiverVest Venture Partners IV, LLC is the general partner of RiverVest Partners IV.
- The individual managers of RiverVest Ventures Partners IV, LLC are Jay Schmelter, John P. McKearn, Ph.D. and Niall O'Donnell. RiverVest Partners IV, RiverVest Venture Partners IV, LLC and each of the individual managers share voting and dispositive power with regard to the securities directly held by RiverVest Venture Fund IV, L.P.

**Remarks:**

/s/ Jay Schmelter, Manager  
of RiverVest Venture Partners IV, LLC 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.**