

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

**OMB APPROVAL**

OMB Number: 3235-0104

Estimated average burden

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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>TAKEDA</u> <u>PHARMACEUTICAL CO</u> <u>LTD</u>  _____ (Last) (First) (Middle) <u>1-1, NIHONBASHI-HONCHO 2-CHOME</u>  _____ (Street) <u>CHUO-KU, M0 103-8668</u> <u>TOKYO</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)  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	Title	Amount or Number of Shares			
Series B Preferred Stock	(1)	(1)	Common Stock	1,248,180	(1)	I	See explanation <sup>(2)</sup> (3)
Series C Preferred Stock	(1)	(1)	Common Stock	226,941	(1)	I	See explanation <sup>(2)</sup> (4)

1. Name and Address of Reporting Person* <u>TAKEDA PHARMACEUTICAL CO</u> <u>LTD</u>  _____ (Last) (First) (Middle) <u>1-1, NIHONBASHI-HONCHO 2-CHOME</u>  _____ (Street) <u>CHUO-KU, M0 103-8668</u> <u>TOKYO</u>  _____ (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Takeda Ventures, Inc.</u>  _____ (Last) (First) (Middle) <u>9625 TOWNE CENTRE DRIVE</u>  _____ (Street)

SAN DIEGO CA 92121

(City) (State) (Zip)

**Explanation of Responses:**

1. These shares of the Issuers preferred stock are expected to convert on a one-for-one basis into the number of shares of the Issuers common stock, par value \$0.0001 per share (Common Stock), shown in Column 3 immediately upon the closing of the Issuers initial public offering without payment of additional consideration. These shares of the Issuers preferred stock have no expiration date.
2. This statement is being filed jointly by Takeda Pharmaceutical Company Limited and Takeda Ventures, Inc.
3. Takeda Pharmaceutical Company Limited's beneficial ownership of the reported securities is comprised of the 1,248,180 Series B Preferred Stock held by Takeda Ventures, Inc. Takeda Ventures, Inc., is a direct, wholly owned subsidiary of Takeda Pharmaceuticals U.S.A. Inc., which is a direct subsidiary of Takeda Pharmaceutical Company Limited (72.70%) and Takeda Pharmaceuticals International AG (27.3%). Takeda Pharmaceuticals International AG is a direct, wholly owned subsidiary of Takeda Pharmaceutical Company Limited.
4. Takeda Pharmaceutical Company Limited's beneficial ownership of the reported securities is comprised of the 226,941 Series C Preferred Stock held by Takeda Ventures, Inc.

**Remarks:**

/s/ Yoshihiro Nakagawa,  
Corporate Officer, Global  
General Counsel of Takeda 10/21/2021  
Pharmaceutical Company  
Limited

/s/ Michael Martin,  
President of Takeda 10/21/2021  
Ventures, Inc.

\*\* 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.**