

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>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) 01/11/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	01/11/2024		S		1,566	D	\$0.87 <sup>(1)</sup>	2,021,836	D <sup>(2)</sup>	
Common Stock	01/11/2024		S		569	D	\$0.87 <sup>(1)</sup>	735,373	I	See footnote <sup>(3)</sup>
Common Stock	01/12/2024		S		1,540	D	\$0.83	2,020,296	D <sup>(2)</sup>	
Common Stock	01/12/2024		S		560	D	\$0.83	734,813	I	See footnote <sup>(3)</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)
						Date Exercisable	Expiration Date					

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)
1. Name and Address of Reporting Person* <u>Atlas Venture Associates XI, L.P.</u>  (Last) (First) (Middle) 300 TECHNOLOGY SQUARE, 8TH FLOOR  (Street) CAMBRIDGE MA 02139  (City) (State) (Zip)
1. Name and Address of Reporting Person*

[Atlas Venture Associates XI, LLC](#)

(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)  
300 TECHNOLOGY SQUARE, 8TH FLOOR

(Street)  
CAMBRIDGE MA 02139

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Atlas Venture Associates Opportunity I, 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 Associates Opportunity I, LLC](#)

(Last) (First) (Middle)  
300 TECHNOLOGY SQUARE, 8TH FLOOR

(Street)  
CAMBRIDGE MA 02139

(City) (State) (Zip)

**Explanation of Responses:**

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$0.85 to \$0.9499 inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
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 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.

**Remarks:**

[Atlas Venture Fund XI, L.P.](#)  
[By: Atlas Venture Associates XI, L.P., Its: General Partner](#) [01/16/2024](#)  
[By: Atlas Venture Associates XI, LLC, Its General Partner,](#)  
[By: /s/ Ommer Chohan](#)  
[/s/ Atlas Venture Associates XI, LP, By: Atlas Venture Associates XI, LLC, it's general partner, By: Ommer Chohan, Chief Financial Officer, /s/ Ommer Chohan](#) [01/16/2024](#)  
[/s/ Atlas Venture Associates XI, LLC, By: Ommer Chohan, Chief Financial Officer, /s/ Ommer Chohan](#) [01/16/2024](#)  
[/s/ Atlas Venture Opportunity Fund I, L.P., By: Atlas Venture Associates Opportunity I, L.P.,](#)

its general partner, By: Atlas  
Venture Associates  
Opportunity I, LLC, its  
general partner, By: Ommer  
Chohan, Chief Financial  
Officer, /s/ Ommer Chohan  
/s/ Atlas Venture Associates  
Opportunity I, L.P., By: Atlas  
Venture Associates  
Opportunity I, LLC, its 01/16/2024  
general partner, By: Ommer  
Chohan, Chief Financial  
Officer, /s/ Ommer Chohan  
/s/ Atlas Venture Associates  
Opportunity I, LLC, By:  
Ommer Chohan, Chief 01/16/2024  
Financial Officer, /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.**