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

FORM 8-K

**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 13, 2024**

Xilio Therapeutics, Inc.

(Exact Name of Registrant as Specified in Charter)

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: **(857) 524-2466**

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

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 on which registered
Common stock, par value \$0.0001 per share	XLO	Nasdaq Global Select Market

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.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d)

Effective June 13, 2024, the Board of Directors (the “Board”) of Xilio Therapeutics, Inc. (the “Company”) increased the size of the Board to nine directors and, on the recommendation of the Nominating and Corporate Governance Committee of the Board, elected James Shannon, M.D., as a Class I director of the Company, with a term expiring at the Company’s 2025 annual meeting of stockholders, and Aoife Brennan, M.D., as a Class III director of the Company, with a term expiring at the Company’s 2027 annual meeting of stockholders, with each of Drs. Shannon and Brennan to serve until his or her respective successor has been duly elected and qualified or until his or her earlier resignation, death, or removal. In connection with his election to the Board, Dr. Shannon was appointed to the Nominating and Corporate Governance Committee of the Board, and in connection with her election to the Board, Dr. Brennan was appointed to the Audit Committee of the Board.

Drs. Shannon and Brennan will each receive compensation for their respective service as a director and committee member in accordance with the Company’s standard arrangements for non-employee directors, which are described on page 28 of the Company’s proxy statement for its 2024 annual meeting of stockholders, as filed with the U.S. Securities and Exchange Commission on April 25, 2024. Drs. Shannon and Brennan will also enter into the Company’s standard indemnification agreement in the form previously approved by the Board, a copy of which is filed as Exhibit 10.19 to the Company’s Annual Report on Form 10-K for the year ended December 31, 2023.

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, 2024

By: /s/ Chris Frankenfield
Chris Frankenfield
Chief Operating Officer
