SEC Form 4

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FORM 4

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

Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL O	WNERSHIP
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(b) of the Investment Company Act of 1940

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1. Name and Address of Reporting Person*					2. Issuer Name and Ticker or Trading Symbol Xilio Therapeutics, Inc. [XLO]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
Frankenfield Christopher James			1									Directo	r		10% Ow	ner		
						3. Date of Earliest Transaction (Month/Day/Year)							X Officer below)	(give title		Other (s below)	pecify	
(Last) (First) (Middle)					08/	08/03/2023						Chief Operating Officer						
828 WINTER STREET, SUITE 300																		
				— 4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street)														X Form fi	led by One	Repo	orting Persor	1 I
WALTH	AM N	1A	02451										Form filed by More than One Reporting					
-					-									Person				
(City)	(5	State)	(Zip)		Rı	Rule 10b5-1(c) Transaction Indication												
	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.												to					
		Tal	ble I - Nor	ו-Deri	ivative	e Se	ecurities	s Ac	quired, C	Disp	osed o	of, or B	eneficiall	y Owned				
1. Title of	1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 3. 4. Securities Acquired (A) or 5. Amount of 6. Ownership 7. Nature																	
Date (Month/D			h/Day/Ye			Date	Code (In				nstr. 3, 4 and	Securitie Beneficia				of Indirect Beneficial		
			-		(Month/Day/\		y/Yea	ar) 8)	8)				Owned F Reported				Ownership (Instr. 4)	
								Code	v	Amount	t (A) (D)	or Price	Transaction(s) (Instr. 3 and 4)				,	
			-			2								<u> </u>	-			
			Table II -						uirea, Di s, options			,		Owned				
1. Title of	2.	3. Transaction	3A. Deemed		4.		5. Numbe	er of	6. Date Exe	rcisa	ble and	7. Title a	nd Amount	8. Price of	9. Numbe	r of	10.	11. Nature
Derivative Security	Derivative Conversion Date Execution Date,					ransaction Derivative Expiration Date of Securities						Derivative Security	derivative Securities			of Indirect Beneficial		
(Instr. 3)	Price of	(Month/Day/Year)	if any (Month/Day		8)	de (Instr. Securities (Month/Day/Year) Underlying Acquired (A) Derivative S				e Security	(Instr. 5)	Beneficially		Direct (D) Owne	Ownership			
	Derivative Security						or Dispo of (D) (In					(Instr. 3 a	nd 4)		Owned Following		or Indirect (I) (Instr. 4)	(Instr. 4)
	Security						3, 4 and 5)								Reported Transaction(s)		(1) (11501.4)	
				Г									Amount	1	(Instr. 4)	on(s)		
									Date		piration		or Number					
					Code	v	(A)	(D)	Exercisable	Da	ate	Title	of Shares	<u> </u>				<u> </u>
Stock										1								
Option (Right to Buy)	\$2.75	08/03/2023			А		150,000		(1)	08	/02/2033	Common Stock	150,000	\$0	150,00	0	D	

Explanation of Responses:

1. The option was granted on August 3, 2023 and will vest in equal monthly installments beginning on September 1, 2023 through August 1, 2027.

<u>/s/ Julia Walcott, Attorney-in-Fact</u>

08/07/2023

** 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.