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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **March 28, 2024**

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**Xilio Therapeutics, Inc.**

(Exact Name of Registrant as Specified in Charter)

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**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)

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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<br>on which registered |
|---|-------------------|--|
| <b>Common stock, par value \$0.0001<br/>per share</b> | <b>XLO</b>        | <b>Nasdaq Global Select Market</b>           |

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.

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**Item 8.01. Other Events.**

As previously disclosed, in connection with Xilio Development, Inc., a wholly-owned subsidiary of Xilio Therapeutics, Inc. (the “Company”), entering into an exclusive license agreement with Gilead Sciences, Inc. (“Gilead”), on March 27, 2024, the Company entered into a stock purchase agreement with Gilead pursuant to which the Company agreed to, among other things, initially issue and sell 6,860,223 shares (the “Gilead Shares”) of its common stock, \$0.0001 par value per share (the “Common Stock”), to Gilead in a private placement at a purchase price of \$1.97 per share, for an aggregate purchase price of approximately \$13.5 million (the “Initial Gilead Private Placement”). The Initial Gilead Private Placement closed on March 28, 2024.

As of March 25, 2024, the Company had 27,613,263 shares of Common Stock outstanding. Following the issuance of the Gilead Shares upon the closing of the Initial Gilead Private Placement on March 28, 2024, the Company had 34,473,486 shares of Common Stock outstanding.

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**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: March 28, 2024

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

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