

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 hours per response:	0.5

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>Bain Capital Life Sciences Investors, LLC</u> <hr/> (Last) (First) (Middle) 200 CLARENDON STREET <hr/> (Street) BOSTON MA 02116 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/26/2021	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)
Common Stock	2,762,944	I	See footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽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			

1. Name and Address of Reporting Person* <u>Bain Capital Life Sciences Investors, LLC</u> <hr/> (Last) (First) (Middle) 200 CLARENDON STREET <hr/> (Street) BOSTON MA 02116 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Bain Capital Life Sciences Fund II, L.P.</u> <hr/> (Last) (First) (Middle) 200 CLARENDON STREET <hr/> (Street) BOSTON MA 02116 <hr/> (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>Bain Capital Life Sciences Investors II, LLC</u>

(Last)	(First)	(Middle)
200 CLARENDON STREET		
(Street)		
BOSTON	MA	02116
(City) (State) (Zip)		

1. Name and Address of Reporting Person*

[BCLS II Investco, LP](#)

(Last)	(First)	(Middle)
200 CLARENDON STREET		
(Street)		
BOSTON	MA	02116
(City) (State) (Zip)		

1. Name and Address of Reporting Person*

[BCLS II Investo \(GP\), LLC](#)

(Last)	(First)	(Middle)
200 CLARENDON STREET		
(Street)		
BOSTON	MA	02116
(City) (State) (Zip)		

1. Name and Address of Reporting Person*

[BCIP Life Sciences Associates, LP](#)

(Last)	(First)	(Middle)
200 CLARENDON STREET		
(Street)		
BOSTON	MA	02116
(City) (State) (Zip)		

Explanation of Responses:

1. Represents 1,348,682 shares of the Issuer's common stock held by Bain Capital Life Sciences Fund II, L.P. ("BCLS II"), 1,250,000 shares of the Issuer's common stock held by BCLS II Investco, LP ("BCLS II Investco") and 164,262 shares of the Issuer's common stock held by BCIP Life Sciences Associates, LP ("BCIPLS" and, together with BCLS II and BCLS II Investco, the "Bain Capital Life Sciences Entities").
2. Bain Capital Life Sciences Investors II, LLC ("BCLSI II") is the general partner of BCLS II. As a result, BCLSI II may be deemed to share voting and dispositive power with respect to the securities held by BCLS II. BCLSI II disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
3. BCLS II Investco (GP), LLC ("BCLS II Investco GP"), whose manager is BCLS II, is the general partner of BCLS II Investco. As a result, each of BCLSI II, BCLS II and BCLS II Investco GP may be deemed to share voting and dispositive power with respect to the securities held by BCLS II Investco. Each of BCLSI II, BCLS II and BCLS II Investco GP disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
4. Boylston Coinvestors, LLC is the general partner of BCIPLS.
5. Bain Capital Life Sciences Investors, LLC ("BCLSI") is the manager of BCLSI II and governs the investment strategy and decision-making process with respect to investments held by BCIPLS. As a result, BCLSI may be deemed to share voting and dispositive power with respect to the securities held by the Bain Capital Life Sciences Entities. BCLSI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

Remarks:

Exhibit 99.1: Joint Filer Information

[See Signatures Included in Exhibit 99.1](#) 11/05/2021

** 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.

List of Joint Filers and Signature Page

BAIN CAPITAL LIFE SCIENCES INVESTORS, LLC

By: /s/ Andrew Hack

Title: Managing Director

BAIN CAPITAL LIFE SCIENCES FUND II, L.P.

By: Bain Capital Life Sciences Investors II, LLC,
its general partner

By: Bain Capital Life Sciences Investors, LLC,
its manager

By: /s/ Andrew Hack

Title: Managing Director

BAIN CAPITAL LIFE SCIENCES INVESTORS II, LLC

By: Bain Capital Life Sciences Investors, LLC,
its manager

By: /s/ Andrew Hack

Title: Managing Director

BCLS II INVESTCO, LP

By: BCLS II Investco (GP), LLC,
its general partner

By: Bain Capital Life Sciences Fund II, L.P.,
its manager

By: Bain Capital Life Sciences Investors II, LLC,
its general partner

By: Bain Capital Life Sciences Investors, LLC,
its manager

By: /s/ Andrew Hack

Title: Managing Director

BCLS II INVESTCO (GP), LLC

By: Bain Capital Life Sciences Fund II, L.P.,
its manager

By: Bain Capital Life Sciences Investors II, LLC,
its general partner

By: Bain Capital Life Sciences Investors, LLC,
its manager

By: /s/ Andrew Hack

Title: Managing Director

BCIP LIFE SCIENCES ASSOCIATES, LP

By: Boylston Coinvestors, LLC,
its general partner

By: /s/ Andrew Hack

Title: Authorized Signatory