

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
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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>SV7 Impact Medicine Fund LP</u> <hr/> (Last) (First) (Middle) 71 KINGSWAY <hr/> (Street) LONDON X0 WC2B 6ST <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/21/2021	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)
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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				
Series B Convertible Preferred Stock	(1)	(1)	Common Stock ⁽¹⁾	998,544	0.00	D
Series B Convertible Preferred Stock	(1)	(1)	Common Stock ⁽¹⁾	998,544	0.00	I See footnote ⁽²⁾
Series C Convertible Preferred Stock	(1)	(1)	Common Stock ⁽¹⁾	302,588	0.00	D
Series C Convertible Preferred Stock	(1)	(1)	Common Stock ⁽¹⁾	302,588	0.00	I See footnote ⁽²⁾

1. Name and Address of Reporting Person* <u>SV7 Impact Medicine Fund LP</u> <hr/> (Last) (First) (Middle) 71 KINGSWAY <hr/> (Street) LONDON X0 WC2B 6ST <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>SV7 (IME) GP LLP</u> <hr/> (Last) (First) (Middle) 71 KINGSWAY <hr/> (Street) LONDON X0 WC2B 6ST <hr/> (City) (State) (Zip)		
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Explanation of Responses:

1. Each share of Series B Convertible Preferred Stock and Series C Convertible Preferred Stock (together, the "Preferred Stock") will automatically convert into 0.1053 shares of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering (the "IPO"). The Preferred Stock has no expiration date.

2. Consists of shares of common stock underlying shares of convertible preferred stock held by SV7 Impact Medicine Fund LP, via its general partner SV7 (IMF) GP LLP. Catherine Bingham, Michael Ross, who is a member of our board of directors, and Houman Ashrafian are members of the investment committee of SV7 (IMF) GP LLP, which has voting and investment power with respect to these shares, and may be deemed to beneficially own such shares. SV7 (IMF) GP LLP and Ms. Bingham, Mr. Ross and Mr. Ashrafian each disclaim beneficial ownership of the shares held herein except to the extent of their pecuniary interest therein. The address of SV7 Impact Medicine Fund LP is 71 Kingsway, London, WC2B 6ST, United Kingdom.

Remarks:

Exhibit 24.1: Power of Attorney (SV7 Impact Medicine Fund LP) Exhibit 24.2: Power of Attorney (SV7 (IMF) GP LLP)

[/s/ Kathleen R. Henry,](#)
[pursuant to Power of](#)
[Attorney for SV7 Impact](#)
[Medicine Fund LP](#) [10/21/2021](#)

[/s/ Kathleen R. Henry,](#)
[pursuant to Power of](#)
[Attorney for SV7 \(IMF\)](#)
[GP LLP](#) [10/21/2021](#)

** 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.

POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints each of Malissa Daniels, Thomas Rosedale and Kathleen R. Henry, signing singly, as the undersigned's true and lawful attorney-in-fact to:

- (1) execute, for and on behalf of the undersigned, in the undersigned's capacity as a beneficial owner, joint actor, or similar capacity of securities which are registered under or subject to the laws, rules or regulations of any jurisdiction, any form, schedule, report, press release or other similar document as may be required by such jurisdiction's laws, rules or regulations, and any amendments thereto, in accordance with such jurisdiction's laws, rules or regulations, including without limitation Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder, Schedule 13D or 13G in accordance with Section 13(d) of the Exchange Act and the rules thereunder and a Form ID, Uniform Application for Access Codes to File on Edgar;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such form, schedule, report, press release or other similar document, and timely file such form, schedule, report, press release or other similar document with the appropriate governmental authority or regulatory body of the relevant jurisdiction and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with the securities laws, rules or regulations of any particular jurisdiction.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file forms, schedules, press releases or similar documents with respect to the undersigned's holdings of and transactions in securities which are registered under the laws, rules or regulations of any jurisdiction, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19th day of October, 2021.

SV7 IMPACT MEDICINE FUND LP

By: SV7 (IMF) GP LLP, its General Partner

By: /s/ James Costine
Name: James Costine
Title: Authorised Member

POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints each of Malissa Daniels, Thomas Rosedale and Kathleen R. Henry, signing singly, as the undersigned's true and lawful attorney-in-fact to:

- (1) execute, for and on behalf of the undersigned, in the undersigned's capacity as a beneficial owner, joint actor, or similar capacity of securities which are registered under or subject to the laws, rules or regulations of any jurisdiction, any form, schedule, report, press release or other similar document as may be required by such jurisdiction's laws, rules or regulations, and any amendments thereto, in accordance with such jurisdiction's laws, rules or regulations, including without limitation Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder, Schedule 13D or 13G in accordance with Section 13(d) of the Exchange Act and the rules thereunder and a Form ID, Uniform Application for Access Codes to File on Edgar;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such form, schedule, report, press release or other similar document, and timely file such form, schedule, report, press release or other similar document with the appropriate governmental authority or regulatory body of the relevant jurisdiction and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with the securities laws, rules or regulations of any particular jurisdiction.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file forms, schedules, press releases or similar documents with respect to the undersigned's holdings of and transactions in securities which are registered under the laws, rules or regulations of any jurisdiction, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19 day of October, 2021.

SV7 (IMF) GP LLP

By: /s/ James Costine
Name: James Costine
Title: Managing Member