FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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 I		eporting Person*	2. Date of Requiring (Month/D	Statement ay/Year)	3. Issuer Name and Ticker or Trading Symbol Xilio Therapeutics, Inc. [XLO]					
(Last) (First) (Middle) 245 SUMMER STREET				021	Relationship of Reporting Person(s) to Issuer (Check all applicable)			5. If Amendment, Date of Original Filed (Month/Day/Year)		
245 SUMIV	TER STREE	21	_		Director X 10% Owner			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street) BOSTON MA 02210				Officer (give title below) See Remark 1			X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)								
			Table I - No	n-Derivat	ive Securities Benef	ficially O	wned			
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4) 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		Direct C	4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock					26,315			F-Prime Capital Healthcare Fund		
		(e.			e Securities Benefic nts, options, conve					
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. Conversi or Exerci	se Form:	6. Nature of Indirect Beneficial Ownership (Instr.	
			Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivativ Security	e Direct (D) or Indirect (I) (Instr. 5)	5)	
Series A Preferred Stock		(1)	(1)	Common Stock	789,473	(1)	I	F-Prime Capital Partners Healthcare Fund IV LP		
Series A-1 Preferred Stock			(1)	(1)	Common Stock	686,499	(1)	I	F-Prime Capital Partners Healthcare Fund IV LP	
Series B Preferred Stock		(1)	(1)	Common Stock	28,703	(1)	I	F-Prime Capital Partners Healthcare Fund IV LP		
Series B Preferred Stock		(1)	(1)	Common Stock	372,215	(1)	I	Impresa Fund III Limited Partnership		
Series B Preferred Stock		(1)	(1)	Common Stock	4,465	(1)	I	F-Prime Capital Partners Healthcare Advisors Fund IV LP		

Explanation of Responses:

1. The Series A, A-1, and Series B Preferred Stock are convertible on a 1-for-9.5 basis into the number of shares of Common Stock as shown in column 3 at any time at the holder's election, and automatically upon the closing of the Issuer's initial public offering without payment or further consideration, and have no expiration date.

Remarks:

Remark 1: Abigail P. Johnson is a Director, the Chairman and the Chief Executive Officer of FMR LLC. Members of the Johnson family, including Abigail P. Johnson, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group

and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC. The address of Abigail P. Johnson is c'o FMR LLC, 245 Summer Street, Boston, MA 02110. Remark 2: The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the undersigned are the beneficial owners of any securities reported herein. Remark 3: F-Prime Capital Partners Healthcare Advisors Fund IV LP (FPCPHA) is the general partner of F-Prime Capital Partners Healthcare Fund IV LP. FPCPHA is solely managed by Impresa Management LLC, its general partner and investment manager. Impresa Fund III Limited Partnership is solely managed by Impresa Management LLC, its general partner and investment manager. Impresa Management LLC is owned, directly or indirectly, by various shareholders and employees of FMR LLC, including certain members of the Johnson family.

Kevin M. Meagher, Duly
authorized under Powers
of Attorney, by and on
behalf of FMR LLC and
its direct and indirect
subsidiaries, and Abigail P.
Johnson

** Signature of Reporting
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.