

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

OMB APPROVAL	
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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>FIL Ltd</u>  (Last) (First) (Middle) <u>P.O. BOX H.M. 670</u>  (Street) <u>HAMILTON D0 00000</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/21/2021</u>	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) <input checked="" type="checkbox"/> Other (specify below)  <u>See Remark 1</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input 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	Title	Amount or Number of Shares			
<u>Series B Preferred Stock</u>	<u>(1)</u>	<u>(1)</u>	<u>Common Stock</u>	<u>218,705</u>	<u>(1)</u>	<u>I</u>	<u>Eight Roads Investments</u>

**Explanation of Responses:**

1. The 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: Each of Eight Roads Shareholdings Limited ("ERSL") and Pandanus Partners, L.P. ("Pandanus") owns shares of Eight Roads Holdings Limited ("ERHL") voting stock. ERHL is the immediate parent company of Eight Roads Investments ("ERI"), which owns the shares being reported on with this Form. While the percentage of total voting power represented by ERSL's and Pandanus' shares of ERHL voting stock may fluctuate as a result of changes in the total number of shares of ERHL voting stock outstanding from time to time, ERSL's holding normally represents more than 50% and Pandanus' holding normally represents more than 25% and less than 50% of, in each case, the total votes which may be cast by all holders of ERHL voting stock. The shares in ERSL are owned primarily by officers and senior employees of FIL Limited and Eight Roads together with several charitable organizations. No such person or organization owns or controls more than 25% of the voting stock in ERSL. Pandanus Associates, Inc. ("PAI") acts as general partner of Pandanus. Pandanus is owned by trusts for the benefit of members of the Johnson family, including ERHL's Chairman Abigail P. Johnson, but disclaims that any such member is a beneficial owner of the securities reported on this form. The address of ERSL, ERHL and ERI is 42 Crow Lane, Hamilton HM19, Bermuda. The address of Pandanus is c/o FIL Limited, 42 Crow Lane, Hamilton HM19, Bermuda. The address of PAI is 11 Keewaydin Drive, Suite 100, Salem, NH, USA, 03079. 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.

Kevin M. Meagher, Duly  
authorized under Powers  
of Attorney, by and on  
behalf of Eight Roads  
Shareholdings Limited and 10/21/2021  
its direct and indirect  
subsidiaries, Eight Roads  
Holdings Limited and  
Eight Roads Investments

\*\* 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

Effective as of the date hereof, the undersigned does hereby appoint Kevin M. Meagher, with full power of substitution, as the true and lawful attorney of the undersigned, with full power and authority to execute such documents and to make such regulatory or other filings and amendments thereto as shall from time to time be required pursuant to the Securities Exchange Act of 1934, as amended, any rules or regulations adopted thereunder, and such other U.S. and non-U.S. laws, rules or regulations as shall from time to time be applicable in respect of the beneficial ownership of securities directly or indirectly attributable to the undersigned, and generally to do all such things in the name and on behalf of the undersigned in connection therewith as said attorney-in-fact deems necessary or appropriate to cause such filings to be completed and filed.

This Power of Attorney shall remain in full force and effect only for such time as Kevin M.Meagher shall continue to be an officer of Fidelity Management & Research Company LLC,provided that, notwithstanding the foregoing, this Power of Attorney may be revoked at any time by the undersigned in writing.

This Power of Attorney has been executed as of the 11th day of October, 2021.

Eight Roads Investments

By /s/ Driaan Viljoen  
Driaan Viljoen  
Director

POWER OF ATTORNEY

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This Power of Attorney has been executed as of the 11th day of October, 2021.

Eight Roads Holdings Limited

By /s/ Allan Pelvang  
Allan Pelvang  
Alternate Director

POWER OF ATTORNEY

Effective as of the date hereof, the undersigned does hereby appoint Kevin M. Meagher, with full power of substitution, as the true and lawful attorney of the undersigned, with full power and authority to execute such

documents and to make such regulatory or other filings and amendments thereto as shall from time to time be required pursuant to the Securities Exchange Act of 1934, as amended, any rules or regulations adopted thereunder, and such other U.S. and non-U.S. laws, rules or regulations as shall from time to time be applicable in respect of the beneficial ownership of securities directly or indirectly attributable to the undersigned, and generally to do all such things in the name and on behalf of the undersigned in connection therewith as said attorney-in-fact deems necessary or appropriate to cause such filings to be completed and filed.

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Eight Roads Shareholdings Limited

By /s/ Allan Pelvang  
Allan Pelvang  
Director