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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No.)*

Xilio Therapeutics, Inc.
(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

98422T100
(CUSIP Number)

March 27, 2024
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAMES OF REPORTING PERSONS	
	Gilead Sciences, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		7,345,473 ⁽¹⁾
	6	SHARED VOTING POWER
		0
	7	SOLE DISPOSITIVE POWER
		7,345,473 ⁽¹⁾
	8	SHARED DISPOSITIVE POWER
		0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	7,345,473 ⁽¹⁾	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
	<input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	19.9% ⁽²⁾	
12	TYPE OF REPORTING PERSON*	
	CO	

(1) Consists of (A) 6,860,223 shares of common stock, par value \$0.0001 per share (the "Common Stock"), of Xilio Therapeutics, Inc. (the "Issuer") issued to the Reporting Person on March 28, 2024 and (B) 485,250 shares of Common Stock issued to the Reporting Person on April 3, 2024.

(2) Based on 34,473,486 shares of Common Stock issued and outstanding as of March 28, 2024, as disclosed in the Issuer's annual report on Form 10-K filed with the U.S. Securities and Exchange Commission (the "SEC") on April 1, 2024, plus (A) 485,250 shares of Common Stock issued to the Reporting Person on April 3, 2024 and (B) 1,953,125 shares of Common Stock issued to other investors on April 2, 2024, based on information provided by the Issuer.

Item 1(a) Name of Issuer:
Xilio Therapeutics, Inc. (the “Issuer”)

Item 1(b) Address of Issuer’s Principal Executive Offices:
828 Winter Street, Suite 300
Waltham, Massachusetts 02451

Item 2(a) Name of Person Filing:
Gilead Sciences, Inc.

Item 2(b) Address of Principal Business Office or, if none, Residence:
333 Lakeside Drive
Foster City, California 94404

Item 2(c) Citizenship:
Delaware

Item 2(d) Title of Class of Securities:
Common Stock, par value \$0.0001 per share

Item 2(e) CUSIP No.:
98422T100

Item 3 **If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:**

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4 **Ownership:**

- (a) Amount beneficially owned: 7,345,473⁽¹⁾
- (b) Percent of class: 19.9%⁽²⁾
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 7,345,473⁽¹⁾
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 7,345,473⁽¹⁾
 - (iv) Shared power to dispose or direct the disposition: 0

- (1) Consists of (A) 6,860,223 shares of Common Stock issued to the Reporting Person on March 28, 2024 and (B) 485,250 shares of Common Stock issued to the Reporting Person on April 3, 2024.
- (2) Based on 34,473,486 shares of Common Stock issued and outstanding as of March 28, 2024, as disclosed in the Issuer's annual report on Form 10-K filed with the SEC on April 1, 2024, plus (A) 485,250 shares of Common Stock issued to the Reporting Person on April 3, 2024 and (B) 1,953,125 shares of Common Stock issued to other investors on April 2, 2024, based on information provided by the Issuer.

Item 5 **Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof each of the Reporting Persons has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6 **Ownership of More Than Five Percent on Behalf of Another Person:**

N/A

Item 7 **Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:**

N/A

Item 8 **Identification and Classification of Members of the Group:**

N/A

Item 9 **Notice of Dissolution of Group:**

N/A

Item 10 **Certification:**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: April 5, 2024

Gilead Sciences, Inc.

By: /s/ Andrew D. Dickinson

Name: Andrew D. Dickinson

Title: Executive Vice President and Chief Financial
Officer