

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>RiverVest Venture Fund IV, L.P.</u> (Last) (First) (Middle) 101 S. HANLEY ROAD, SUITE 1850 (Street) ST. LOUIS MO 63105 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Xilio Therapeutics, Inc. [XLO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/26/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/26/2021		C		832,120	A	(1)	832,120	I	See Footnotes ⁽²⁾⁽³⁾
Common Stock	10/26/2021		C		359,324	A	(1)	1,191,444	I	See Footnotes ⁽²⁾⁽³⁾
Common Stock	10/26/2021		p ⁽⁴⁾		250,000 ⁽⁴⁾	A	\$16	1,441,444	I	See Footnotes ⁽²⁾⁽³⁾⁽⁴⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series B Preferred Stock	(1)	10/26/2021		C		832,120	(1)	(1)	(1)	Common Stock	832,120	\$0.00	0	I	See Footnotes ⁽²⁾⁽³⁾
Series B Preferred Stock	(1)	10/26/2021		C		359,324	(1)	(1)	(1)	Common Stock	359,324	\$0.00	0	I	See Footnotes ⁽²⁾⁽³⁾

Explanation of Responses:

- Each share of Series B Preferred Stock and Series C Preferred Stock automatically converted into 1 share of the Issuer's common stock upon the closing of the Issuer's initial public offering on October 26, 2021. The shares have no expiration date.
- The shares held by RiverVest Venture Fund IV, L.P. ("RiverVest IV") are indirectly held by RiverVest Venture Partners IV, L.P. ("RiverVest Partners IV"), which is the general partner of RiverVest IV. RiverVest Venture Partners IV, LLC is the general partner of RiverVest Partners IV.
- The individual managers of RiverVest Ventures Partners IV, LLC are Jay Schmelter, John P. McKearn, Ph.D. and Niall O'Donnell. RiverVest Partners IV, RiverVest Venture Partners IV, LLC and each of the individual managers share voting and dispositive power with regard to the securities directly held by RiverVest Venture Fund IV, L.P.
- RiverVest IV purchased the shares in the Issuer's initial public offering.

Remarks:

/s/ Jay Schmelter, Manager of RiverVest Venture Partners IV, LLC 10/26/2021

** 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 4 (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.