

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>TAKEDA PHARMACEUTICAL CO LTD</u>			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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>10/26/2021</u>			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		
1-1, NIHONBASHI-HONCHO 2-CHOME			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>CHUO-KU, TOKYO</u>								
(City)	(State)	(Zip)						

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		1,475,121	A	(1)	1,475,121	I	See explanation <sup>(1)(2)(3)</sup>

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	Amount or Number of Shares				
Series B Preferred Stock	(1)	10/26/2021		C		1,248,180		(1)	(1)	Common Stock	1,248,180	\$0	0	I	See explanation <sup>(2)(3)</sup>
Series C Preferred Stock	(1)	10/26/2021		C		226,941		(1)	(1)	Common Stock	226,941	\$0	0	I	See explanation <sup>(2)(3)</sup>

1. Name and Address of Reporting Person* <u>TAKEDA PHARMACEUTICAL CO LTD</u>		
(Last)	(First)	(Middle)
1-1, NIHONBASHI-HONCHO 2-CHOME		
(Street) <u>CHUO-KU, TOKYO</u>		
(City)	(State)	(Zip)
	M0	103-8668
1. Name and Address of Reporting Person* <u>Takeda Ventures, Inc.</u>		
(Last)	(First)	(Middle)
9625 TOWNE CENTRE DRIVE		
(Street) <u>SAN DIEGO</u>		
(City)	(State)	(Zip)
	CA	92121

Explanation of Responses:

- Each share of Series B Preferred Stock and Series C Preferred Stock automatically converted into shares of the Issuers Common Stock on a one-for-one basis immediately prior to the completion of the Issuers initial public offering for no additional consideration. The Preferred Stock had no expiration date.
- This statement is being filed jointly by Takeda Pharmaceutical Company Limited and Takeda Ventures, Inc.
- The reportable securities are owned directly by Takeda Ventures, Inc. Takeda Pharmaceutical Company Limiteds beneficial ownership of these securities is comprised of the reportable securities owned by Takeda Ventures, Inc. Takeda Ventures, Inc., is a direct, wholly owned subsidiary of Takeda Pharmaceuticals U.S.A. Inc., which is a direct subsidiary of Takeda Pharmaceutical Company Limited (72.70%) and Takeda Pharmaceuticals International AG (27.3%). Takeda Pharmaceuticals International AG is a direct, wholly owned subsidiary of Takeda Pharmaceutical Company Limited.

Remarks:

/s/ Yoshihiro Nakagawa,  
Corporate Officer, Global  
General Counsel of Takeda

10/26/2021

[Pharmaceutical Company  
Limited](#)

[Takeda Ventures, Inc. 9625](#)

[Towne Centre Drive San Diego, CA 92121](#)

[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.**