

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **June 10, 2026**

Xilio Therapeutics, Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-40925
(Commission
File Number)

85-1623397
(IRS Employer
Identification No.)

828 Winter Street, Suite 300
Waltham, Massachusetts
(Address of Principal Executive Offices)

02451
(Zip Code)

Registrant's telephone number, including area code: **(857) 524-2466**

Not applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading symbol(s) | Name of each exchange on which registered |
|---------------------------------------------------|-------------------|----------------------------------------------|
| Common stock, par value \$0.0001 per share | XLO | Nasdaq Capital Market |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

In order to achieve a more equal balance of director membership among the three classes of the board of directors (the “Board”) of Xilio Therapeutics, Inc. (the “Company”) in accordance with the Company’s Restated Certificate of Incorporation, as amended, following his re-election as a Class II director at the Company’s 2026 annual meeting of stockholders on June 10, 2026 (the “2026 Annual Meeting”), Daniel Curran, M.D., tendered his resignation from his position as a Class II director to the Board, contingent upon his re-appointment as a Class III director. The Board accepted such resignation and immediately re-appointed him as a Class III director. Following the rebalancing, the Board consists of three directors in each of Classes I, II and III. There were no changes to any of Dr. Curran’s compensation arrangements with the Company and there is no compensation due to Dr. Curran as a result of his resignation from the Board and his appointment to the Board as a Class III Director.

Additionally, at the 2026 Annual Meeting, the Company’s stockholders approved the amendment and restatement of the Xilio Therapeutics, Inc. 2021 Stock Incentive Plan (the “Amended and Restated 2021 Plan”), which had previously been adopted by the Board subject to stockholder approval. The description of the Amended and Restated 2021 Plan contained on pages 10 to 20 of the Company’s [Proxy Statement for the 2026 Annual Meeting, filed with the Securities and Exchange Commission on April 28, 2026](#), is incorporated herein by reference. A complete copy of the Amended and Restated 2021 Plan is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On June 10, 2026, the Company held the 2026 Annual Meeting. The following is a summary of the matters voted on at that meeting and the results of the votes on such matters.

1.The Company’s stockholders elected Akintunde Bello, Ph.D., Daniel Curran, M.D., Robert Ross, M.D. and Yuan Xu, Ph.D., as Class II directors, each to serve for a three-year term expiring at the 2029 annual meeting of stockholders and until his or her successor has been duly elected and qualified. The results of the stockholders’ vote with respect to the election of such Class II directors were as follows:

| | Votes For | Votes Withheld | Broker Non-Votes |
|------------------------|------------------|-----------------------|-------------------------|
| Akintunde Bello, Ph.D. | 3,652,015 | 130,437 | 1,279,671 |
| Daniel Curran, M.D. | 3,709,598 | 72,854 | 1,279,671 |
| Robert Ross, M.D. | 3,719,795 | 62,657 | 1,279,671 |
| Yuan Xu, Ph.D. | 3,716,549 | 65,903 | 1,279,671 |

As a result of the Board rebalancing discussed under Item 5.02 above, Dr. Curran was subsequently appointed as a Class III director, to serve for a term expiring at the 2027 annual meeting of stockholders and until his successor has been duly elected and qualified.

2.The Company's stockholders ratified the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2026. The results of the stockholders' vote with respect to such ratification were as follows:

| Votes For | Votes Against | Votes Abstaining |
|------------------|----------------------|-------------------------|
| 5,047,290 | 11,876 | 2,957 |

3.The Company's stockholders approved the Amended and Restated 2021 Plan to provide that the number of shares of common stock underlying the Company's outstanding prefunded warrants shall be added to the number of shares of outstanding common stock for purposes of calculating the annual evergreen increase. The results of the stockholders' vote with respect to such approval were as follows:

| Votes For | Votes Against | Votes Abstaining | Broker Non-Votes |
|------------------|----------------------|-------------------------|-------------------------|
| 3,424,710 | 355,015 | 2,727 | 1,279,671 |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|--------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 99.1 | Amended and Restated 2021 Stock Incentive Plan (incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule DEF 14A filed with the SEC on April 28, 2026) |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

XILIO THERAPEUTICS, INC.

Date: June 12, 2026

By: /s/ Christopher Frankenfield
Christopher Frankenfield
Chief Financial and Operating Officer
