

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Brennan Kevin M.</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) SVP, FINANCE AND ACCOUNTING		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2025</u>					
<u>828 WINTER STREET</u> <u>SUITE 300</u>			4. 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 Form filed by More than One Reporting Person		
(Street)	<u>WALTHAM MA 02451</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	01/01/2026		M		5,000	A	(1)	8,197	D	
Common Stock	01/02/2026		S(2)		1,826	D	\$0.6432	6,371	D	

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
Stock Option (right to buy)	\$0.841	12/31/2025(3)		A		95,221(4)		(5)	10/07/2035	Common Stock	95,221	\$0	95,221	D	
Restricted Stock Units	(1)	01/01/2026		M		5,000		(6)	(6)	Common Stock	5,000	\$0	10,000	D	

Explanation of Responses:

- Restricted stock units ("RSUs") convert to stock on a one-for-one basis.
- The reported sale of 1,826 shares occurred automatically in a "sell to cover" transaction pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on April 8, 2024 solely to cover tax withholding obligations in connection with the vesting of restricted stock units.
- On October 8, 2025, the Board of Directors (the "Board") approved the adoption of the Xilio Therapeutics, Inc. 2025 Stock Incentive Plan (the "2025 Plan"), subject to stockholder approval of the adoption of the 2025 Plan. On October 8, 2025, the Compensation Committee of the Board granted these options (referred to as "Tranche 3 Options" in the 2025 Plan) to the Reporting Person, subject to stockholder approval of the adoption of the 2025 Plan. The stockholders approved the adoption of the 2025 Plan on November 21, 2025. On December 31, 2025, the performance criteria for a portion of the Tranche 3 Options was met.
- The portion of Tranche 3 Options that achieved the vesting condition s equal to the percentage of the Series B Warrants exercised and/or cancelled due to the receipt by Xilio Therapeutics, Inc. of Non-Dilutive Capital (as defined in the Series B Warrants) by December 31, 2025.
- This option vests in three (3) equal annual installments over the three-year period beginning on December 31, 2025, subject to the Reporting Person's continued service to the registrant through each applicable vesting date.
- These RSUs were granted on January 1, 2024 and vest in four equal annual installments beginning on January 1, 2025.

/s/ Kevin Brennan

01/05/2026

** 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.