

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

1. Issuer's Identity

<b>CIK (Filer ID Number)</b> <a href="#">0001840233</a>	<b>Previous Names</b> X None	<b>Entity Type</b> X Corporation Limited Partnership Limited Liability Company General Partnership Business Trust Other (Specify)
<b>Name of Issuer</b> Xilio Therapeutics, Inc.		
<b>Jurisdiction of Incorporation/Organization</b> DELAWARE		
<b>Year of Incorporation/Organization</b> Over Five Years Ago X Within Last Five Years (Specify Year) 2020 Yet to Be Formed		

2. Principal Place of Business and Contact Information

<b>Name of Issuer</b> Xilio Therapeutics, Inc.			
<b>Street Address 1</b> 828 WINTER STREET		<b>Street Address 2</b>	
<b>City</b> WALTHAM	<b>State/Province/Country</b> MASSACHUSETTS	<b>ZIP/PostalCode</b> 02451	<b>Phone Number of Issuer</b> 617-833-1027

3. Related Persons

<b>Last Name</b> Russo	<b>First Name</b> Rene	<b>Middle Name</b>
<b>Street Address 1</b> 828 Winter Street	<b>Street Address 2</b>	
<b>City</b> Waltham	<b>State/Province/Country</b> MASSACHUSETTS	<b>ZIP/PostalCode</b> 02451
<b>Relationship:</b> X Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

<b>Last Name</b> Clackson	<b>First Name</b> Timothy	<b>Middle Name</b>
<b>Street Address 1</b> 828 Winter Street	<b>Street Address 2</b>	
<b>City</b> Waltham	<b>State/Province/Country</b> MASSACHUSETTS	<b>ZIP/PostalCode</b> 02451
<b>Relationship:</b> X Executive Officer Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Clancy	Paul	
<b>Street Address 1</b>	<b>Street Address 2</b>	
828 Winter Street		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Waltham	MASSACHUSETTS	02451
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Curran	Daniel	
<b>Street Address 1</b>	<b>Street Address 2</b>	
828 Winter Street		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Waltham	MASSACHUSETTS	02451
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Dudek	Peter	
<b>Street Address 1</b>	<b>Street Address 2</b>	
828 Winter Street		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Waltham	MASSACHUSETTS	02451
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Grayzel	David	
<b>Street Address 1</b>	<b>Street Address 2</b>	
828 Winter Street		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Waltham	MASSACHUSETTS	02451
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Hong	Nancy	
<b>Street Address 1</b>	<b>Street Address 2</b>	
828 Winter Street		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Waltham	MASSACHUSETTS	02451
<b>Relationship:</b>	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Humphrey	Rachel	
<b>Street Address 1</b>	<b>Street Address 2</b>	
828 Winter Street		
<b>City</b>	<b>State/Province/Country</b>	<b>ZIP/PostalCode</b>
Waltham	MASSACHUSETTS	02451

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Lynch	Daniel	
Street Address 1	Street Address 2	
828 Winter Street		
City	State/Province/Country	ZIP/PostalCode
Waltham	MASSACHUSETTS	02451

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Ross	Michael	
Street Address 1	Street Address 2	
828 Winter Street		
City	State/Province/Country	ZIP/PostalCode
Waltham	MASSACHUSETTS	02451

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Weisskoff	Robert	
Street Address 1	Street Address 2	
828 Winter Street		
City	State/Province/Country	ZIP/PostalCode
Waltham	MASSACHUSETTS	02451

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
Farmer	Joseph	
Street Address 1	Street Address 2	
828 Winter Street		
City	State/Province/Country	ZIP/PostalCode
Waltham	MASSACHUSETTS	02451

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

#### 4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	X Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing	Pharmaceuticals	Telecommunications
Investment Banking	Other Health Care	Other Technology
Pooled Investment Fund	Manufacturing	Travel
Is the issuer registered as an investment company under	Real Estate	Airlines & Airports
	Commercial	

the Investment Company Act of 1940?  
 Yes  No  
 Other Banking & Financial Services  
 Business Services  
 Energy  
 Coal Mining  
 Electric Utilities  
 Energy Conservation  
 Environmental Services  
 Oil & Gas  
 Other Energy

Construction  
 REITS & Finance  
 Residential  
 Other Real Estate

Lodging & Conventions  
 Tourism & Travel Services  
 Other Travel  
 Other

5. Issuer Size

<b>Revenue Range</b>	<b>OR</b>	<b>Aggregate Net Asset Value Range</b>
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
X Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

	Investment Company Act Section 3(c)	
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1)	Section 3(c)(9)
Rule 504 (b)(1)(i)	Section 3(c)(2)	Section 3(c)(10)
Rule 504 (b)(1)(ii)	Section 3(c)(3)	Section 3(c)(11)
Rule 504 (b)(1)(iii)	Section 3(c)(4)	Section 3(c)(12)
X Rule 506(b)	Section 3(c)(5)	Section 3(c)(13)
Rule 506(c)	Section 3(c)(6)	Section 3(c)(14)
Securities Act Section 4(a)(5)	Section 3(c)(7)	

7. Type of Filing

X New Notice Date of First Sale 2021-01-20 First Sale Yet to Occur  
 Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

X Equity	Pooled Investment Fund Interests
Debt	Tenant-in-Common Securities
Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient Recipient CRD Number X None
(Associated) Broker or Dealer X None (Associated) Broker or Dealer CRD Number X None

Street Address 1

Street Address 2

City State/Province/Country ZIP/Postal Code

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States All States Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount \$50,249,990 USD or Indefinite
Total Amount Sold \$50,249,990 USD
Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

Input field with value 16

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD Estimate
Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

## Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

<b>Issuer</b>	<b>Signature</b>	<b>Name of Signer</b>	<b>Title</b>	<b>Date</b>
Xilio Therapeutics, Inc.	/s/ Joseph Farmer	Joseph Farmer	Chief Operating Officer	2021-01-21

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.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

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