

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>Rock Springs Capital Management LP</u> (Last) (First) (Middle) 650 SOUTH EXETER ST., SUITE 1070 (Street) BALTIMORE, MD 21202 (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)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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		756,472	A	(1)	756,472	I	See footnote ⁽²⁾
Common Stock	10/26/2021		C		151,294	A	(1)	151,294	I	See footnote ⁽³⁾
Common Stock	10/26/2021		P		500,000	A	\$16	1,256,472	I	See footnote ⁽²⁾

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 C Preferred Stock	(1)	10/26/2021		C		7,186,490		(1)	(1)	Common Stock	756,472	(1)	0	I	See footnote ⁽²⁾
Series C Preferred Stock	(1)	10/26/2021		C		1,437,297		(1)	(1)	Common Stock	151,294	(1)	0	I	See footnote ⁽³⁾

1. Name and Address of Reporting Person* <u>Rock Springs Capital Management LP</u> (Last) (First) (Middle) 650 SOUTH EXETER ST., SUITE 1070 (Street) BALTIMORE, MD 21202 (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Rock Springs Capital LLC</u> (Last) (First) (Middle) 650 SOUTH EXETER STREET SUITE 1070 (Street) BALTIMORE MD 21202 (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Rock Springs Capital Master Fund LP</u> (Last) (First) (Middle)

190 ELGIN AVENUE

(Street)

GEORGE TOWN E9 KY1 9001

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Four Pines Master Fund LP

(Last) (First) (Middle)

650 SOUTH EXETER STREET
SUITE 1070

(Street)

BALTIMORE MD 21202

(City) (State) (Zip)

Explanation of Responses:

1. The Series C Preferred Stock converted into shares of the Issuer's common stock, \$0.001 par value, on a 9.5:1 basis automatically immediately prior to the closing of the Issuer's initial public offering. The Series C Preferred Stock had no expiration date.
2. The securities reported herein are held of record by Rock Springs Capital Master Fund LP ("Master Fund"). Rock Springs Capital LLC ("RSC") is the general partner of Rock Springs Capital Management LP ("RSCM") which is the investment manager to Master Fund. RSC and RSCM may therefore be deemed to have or share beneficial ownership of the shares held directly by Master Fund.
3. The securities reported herein are held of record by Four Pines Master Fund LP ("Four Pines"). RSC is the general partner of RSCM which is the investment manager to Four Pines. RSC and RSCM may therefore be deemed to have or share beneficial ownership of the shares held directly by Four Pines.

By: /s/ Mark Bussard,
Authorized Signatory, Rock
Springs Capital Management 10/26/2021
LP

By: /s/ Mark Bussard,
Authorized Signatory, Rock 10/26/2021
Springs Capital LLC

By: /s/ Mark Bussard,
Authorized Signatory, Rock 10/26/2021
Springs Capital Master Fund LP

By: /s/ Mark Bussard,
Authorized Signatory, Four 10/26/2021
Pines Master Fund LP

** 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.