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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

XILIO THERAPEUTICS, INC.

(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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XILIO THERAPEUTICS, INC.
828 WINTER STREET, SUITE 300
WALTHAM, MA 02451

Your **Vote** Counts!

XILIO THERAPEUTICS, INC.

2023 Annual Meeting
Vote by June 7, 2023
11:59 PM ET



V10754-P91716

You invested in XILIO THERAPEUTICS, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 8, 2023.**

Get informed before you vote

View the 2022 Annual Report, Notice of Meeting and 2023 Proxy Statement online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 25, 2023. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote in Advance of the Meeting

Vote by June 7, 2023 11:59 PM EDT
www.ProxyVote.com

Vote Virtually at the Meeting*

June 8, 2023
4:00 PM EDT

Visit:
www.virtualshareholdermeeting.com/XLO2023

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. Please follow the instructions on the reverse side to vote these important matters.

| Voting Items | Board Recommends |
|--|------------------|
| 1. To elect each of the Class II directors nominated by our Board of Directors to serve for a three-year term expiring at the 2026 Annual Meeting of Stockholders and until such director's successor has been duly elected and qualified. Nominees: 01) Daniel Curran, M.D. 02) Robert Ross, M.D. 03) Yuan Xu, Ph.D. | ✔ For All |
| 2. To ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2023. | ✔ For |
| Note: The proxies are authorized to vote, in their discretion, on any other business as may properly come before the Annual Meeting or any adjournment or postponement thereof. | |

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".