

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>Merck KGaA</u> (Last) (First) (Middle) <u>FRANKFURTER STRASSE 250</u> (Street) <u>DARMSTADT 2M 64293</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/21/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Xilio Therapeutics, Inc. [XLO]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Series B Preferred Stock</u>	<u>(1)</u>	<u>(1)</u>	<u>Common Stock</u> <u>416,060</u>	<u>(1)</u>	<u>I</u>	<u>See footnote⁽²⁾</u>
<u>Series C Preferred Stock</u>	<u>(3)</u>	<u>(3)</u>	<u>Common Stock</u> <u>264,765</u>	<u>(3)</u>	<u>I</u>	<u>See footnote⁽²⁾</u>

Explanation of Responses:

- The Series B Preferred Stock automatically converts into the number of shares of Common Stock as shown in Column 3 without payment of further consideration at the holder's election or upon closing of the initial public offering of the Issuer's common stock. The shares have no expiration date.
- The shares are held directly by Merck Ventures B.V. Merck Ventures B.V. is a wholly owned indirect subsidiary of Merck KGaA, a publicly traded company. Merck KGaA may be deemed to have sole voting and dispositive power with respect to the shares held by Merck Ventures B.V.
- The Series C Preferred Stock automatically converts into the number of shares of Common Stock as shown in Column 3 without payment of further consideration at the holder's election or upon closing of the initial public offering of the Issuer's common stock. The shares have no expiration date.

/s/ Christian Uhrich,
Authorized signatory of
Merck KGaA, Darmstadt,
Germany. 10/21/2021

/s/ Dr. Melanie Eckhardt,
Authorized signatory of
Merck KGaA, Darmstadt,
Germany. 10/21/2021

** 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 5 (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.