



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

May 2, 2024

René Russo, Pharm.D.  
President and Chief Executive Officer  
Xilio Therapeutics, Inc.  
828 Winter Street, Suite 300  
Waltham, Massachusetts 02451

**Re: Xilio Therapeutics, Inc.**  
**Registration Statement on Form S-3**  
**Filed April 30, 2024**  
**File No. 333-279015**

Dear René Russo:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Tim Buchmiller at 202-551-3635 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Life Sciences

cc: Molly W. Fox, Esq.