
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Xilio Therapeutics, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

98422T100

(CUSIP Number)

02/11/2025

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)
-
-

SCHEDULE 13G

CUSIP No. 98422T100

Names of Reporting Persons

1

AbbVie Inc.

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

DELAWARE

Number of Shares 5 Sole Voting Power

Beneficially 4,347,826.00
Owned by Shared Voting Power
Each 6
Reporting 0.00
Person Sole Dispositive Power
With: 7
4,347,826.00
Shared Dispositive
8 Power
0.00

Aggregate Amount Beneficially Owned by Each Reporting Person

4,347,826.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

Percent of class represented by amount in row (9)

9.0 %

Type of Reporting Person (See Instructions)

CO

SCHEDULE 13G

Item 1.

Name of issuer:

(a)

Xilio Therapeutics, Inc.

Address of issuer's principal executive offices:

(b)

828 Winter Street, Suite 300 Waltham, Massachusetts, 02451

Item 2.

Name of person filing:

(a)

This statement is filed on behalf of AbbVie Inc. (the "Reporting Person")

Address or principal business office or, if none, residence:

(b)

The address of the Reporting Person is 1 North Waukegan Road, North Chicago, Illinois, 60064-6400.

Citizenship:

(c)

The Reporting Person is organized under the laws of the State of Delaware.

Title of class of securities:

(d)

Common Stock, par value \$0.0001 per share

CUSIP No.:

(e)

98422T100

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the

Investment Company Act of 1940 (15 U.S.C. 80a-3);

- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Amount beneficially owned:

- (a) The information contained on the cover pages to this Schedule 13G is incorporated by reference into this Item 4. The ownership information presented herein represents beneficial ownership of the Common Stock as of the date hereof based upon 43,958,074 shares of Common Stock outstanding on November 1, 2024 according to the Issuer's Quarterly Report on Form 10-Q filed on November 7, 2024 and giving effect to the issuance of 4,347,826 shares of Common Stock to the Reporting Person on February 11, 2025.

Percent of class:

- (b) 9.0% %

- (c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

4,347,826

(ii) Shared power to vote or to direct the vote:

0

(iii) Sole power to dispose or to direct the disposition of:

4,347,826

(iv) Shared power to dispose or to direct the disposition of:

0

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under ?? 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

AbbVie Inc.

Signature: /s/ Scott T. Reents

Name/Title: Scott T. Reents, Executive Vice President, Chief Financial Officer

