

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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| OMB APPROVAL | |
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|---|---|---|---|
| 1. Name and Address of Reporting Person* <u>Deeter Byron B</u> (Last) (First) (Middle) C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVE., SUITE 104 (Street) LARCHMONT NY 10538 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 06/22/2016 | 3. Issuer Name and Ticker or Trading Symbol <u>TWILIO INC [TWLO]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 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 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) |
|---------------------------------|---|--|---|
| Common Stock ⁽¹⁾ | 0 | I | See footnotes ⁽²⁾⁽³⁾ |

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 | Title | Amount or Number of Shares | | | |
| Series A Preferred Stock | (4) | (4) | Common Stock ⁽¹⁾ | 0 | (4) | I | See footnotes ⁽²⁾⁽⁴⁾ |
| Series B Preferred Stock | (5) | (5) | Common Stock ⁽¹⁾ | 0 | (5) | I | See footnotes ⁽²⁾⁽⁵⁾ |
| Series C Preferred Stock | (6) | (6) | Common Stock ⁽¹⁾ | 0 | (6) | I | See footnotes ⁽²⁾⁽⁶⁾ |
| Series D Preferred Stock | (7) | (7) | Common Stock ⁽¹⁾ | 0 | (7) | I | See footnote ⁽²⁾⁽⁷⁾ |
| Series E Preferred Stock | (8) | (8) | Common Stock ⁽¹⁾ | 0 | (8) | I | See footnote ⁽²⁾⁽⁸⁾ |

Explanation of Responses:

- Immediately prior to the closing of the Issuer's initial public offering and following the conversion of each series of the Issuer's convertible preferred stock into Common Stock, each share of Common Stock will be reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
- The Reporting Person is a director of Deer VII & Co. Ltd., which is the general partner of Deer VII & Co. L.P., which is the general partner of Bessemer Venture Partners VII Institutional LP ("BVP VII Inst"), Bessemer Venture Partners VII, LP ("BVP VII") and BVP VII Special Opportunity Fund LP ("BVP VII SOF"). 15 Angels, LLC is a wholly-owned subsidiary of BVP VII Inst. (BVP VII SOF, together with 15 Angels, LLC, BVP VII Inst and BVP VII, collectively, the "Funds"). The Reporting Person disclaims beneficial ownership of the securities held by the Funds, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities, except to the extent of his pecuniary interest, if any, in the securities by virtue of his interest in Deer VII & Co. Ltd., his interest in Deer VII & Co. L.P. and his indirect limited partnership interest in the Funds.
- As of the date hereof, BVP VII Inst, BVP VII and BVP VII SOF own 17,972 shares, 41,080 shares and 69,323 shares, respectively, of Common Stock.
- The Series A Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series A Preferred Stock will be converted into shares of Common Stock of the Issuer. As of the date hereof, 15 Angels LLC, BVP VII Inst, BVP VII and BVP VII SOF own 399,702 shares, 5,220 shares, 11,934 shares and 20,138 shares, respectively, of Series A Preferred Stock.
- The Series B Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series B Preferred Stock will be converted into shares of Common Stock of the Issuer. As of the date hereof, BVP VII Inst, BVP VII and BVP VII SOF own 1,221,994 shares, 2,793,130 shares and 4,713,410 shares, respectively, of Series B Preferred Stock.
- The Series C Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series C Preferred Stock will be converted into shares of Common Stock of the Issuer. As of the date hereof, BVP VII Inst, BVP VII and BVP VII SOF own 843,614 shares, 1,928,258 shares and 3,253,936 shares, respectively, of Series C Preferred Stock.
- The Series D Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series D Preferred Stock will be converted into shares of Common Stock of the Issuer. As of the date hereof, BVP VII Inst, BVP VII and BVP VII SOF own 721,870 shares, 1,649,988 shares and 2,784,358 shares, respectively, of Series D Preferred Stock.
- The Series E Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series E Preferred Stock will be converted into shares of Common Stock of the Issuer. As of the date hereof, BVP VII Inst, BVP VII and BVP VII SOF own 12,378 shares, 28,293 shares and 47,746 shares, respectively, of Series E Preferred Stock.

/s/ Byron B. Deeter

06/22/2016

** 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.

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