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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 18, 2021**

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**Twilio Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-37806**  
(Commission  
File No.)

**26-2574840**  
(IRS Employer  
Identification No.)

**101 Spear Street, First Floor  
San Francisco, California 94105**  
(Address of principal executive offices)

**(415) 390-2337**  
(Registrant's telephone number, including area code)

**Not applicable**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class                               | Trading<br>Symbol(s) | Name of each exchange<br>on which registered |
|---|----------------------|--|
| Class A Common Stock, par value \$0.001 per share | TWLO                 | The New York Stock Exchange                  |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 8.01 Other Events.**

On May 18, 2021, Twilio Inc. (the “**Company**”), issued a notice of redemption (the “**Redemption Notice**”) for all of its outstanding 0.25% Convertible Senior Notes due 2023 (the “**Notes**”), which were issued pursuant to an Indenture dated as of May 17, 2018 (the “**Indenture**”), between the Company and Wilmington Trust, National Association, as Trustee. Pursuant to the Redemption Notice, on June 2, 2021 (the “**Redemption Date**”), the Company will redeem any Notes that have not been converted prior to such date at a redemption price in cash equal to 100% of the principal amount of such Notes, plus accrued and unpaid interest thereon from June 1, 2021 to, but excluding the date that the Company pays such redemption price in full.

The Notes called for redemption may be converted by holders at any time before 5:00 p.m. (New York City time) on June 1, 2021 (the “**Conversion Deadline Date**”). Each \$1,000 principal amount of the Notes is convertible into 14.1040 shares of Class A Common Stock of the Company, plus cash in lieu of fractional share, subject to adjustment under certain circumstances as set forth in the Indenture. The Company has elected to settle any conversions occurring after the date of the Redemption Notice and prior to the Conversion Deadline Date by delivering Class A Common Stock of the Company, plus cash in lieu of any resulting fractional shares (physical settlement).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 18, 2021

**TWILIO INC.**

By: /s/ Khozema Shipchandler  
Khozema Z. Shipchandler  
Chief Financial Officer