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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Twilio Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

26-2574840
(I.R.S. Employer
Identification Number)

**101 Spear Street, Fifth Floor
San Francisco, California 94105**
(Address of Principal Executive Offices) (Zip Code)

**Amended and Restated 2016 Stock Option and Incentive Plan
Amended and Restated 2016 Employee Stock Purchase Plan**
(Full Title of the Plans)

Jeff Lawson
Chief Executive Officer
Twilio Inc.

**101 Spear Street, Fifth Floor
San Francisco, California 94105**
(Name and Address of Agent For Service)

(415) 390-2337
(Telephone Number, Including Area Code, of Agent For Service)

Copies to:

**David G. Peinsipp
Calise Y. Cheng
Natalie Y. Karam
Cooley LLP
3 Embarcadero Center, 20th Floor
San Francisco, California 94111
(415) 693-2000**

Dana R. Wagner
**Chief Legal Officer, Chief Compliance Officer and Corporate
Secretary**
Twilio Inc.
**101 Spear Street, Fifth Floor
San Francisco, California 94105
(415) 390-2337**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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.

**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, Twilio Inc. (the “Registrant”) is filing this Registration Statement on Form S-8 with the U.S. Securities and Exchange Commission (the “Commission”) to register an additional 9,023,405 shares of the Registrant’s Class A common stock for issuance under the Registrant’s Amended and Restated 2016 Stock Option and Incentive Plan (“2016 Plan”) and an additional 1,800,000 shares of the Registrant’s Class A common stock for issuance under the Registrant’s Amended and Restated 2016 Employee Stock Purchase Plan (“2016 ESPP”), pursuant to the provisions of the 2016 Plan and the 2016 ESPP that provide for an automatic annual increase in the number of shares reserved for issuance under these respective plans. With respect to the shares of Class A common stock issuable under the 2016 Plan and the 2016 ESPP, this Registration Statement hereby incorporates by reference the contents of the Registrant’s Registration Statements on Form S-8 filed with the Commission on [August 2, 2021 \(File No. 333-258368\)](#), [March 2, 2020 \(File No. 333-236819\)](#), [February 8, 2019 \(File No. 333-229580\)](#), [May 10, 2018 \(File No. 333-224812\)](#) and [June 23, 2016 \(File No. 333-212191\)](#), in each case to the extent not replaced hereby.

PART I

INFORMATION REQUIRED IN THE PROSPECTUS

The information called for in Part I of Form S-8 has been omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”) and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>	<u>Incorporated by Reference</u>			
		<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>
5.1	Opinion of Cooley LLP				Filed herewith
23.1	Consent of KPMG LLP, independent registered public accounting firm				Filed herewith
23.2	Consent of Cooley LLP (included in Exhibit 5.1)				Filed herewith
24.1	Power of Attorney (included on the signature page hereto)				Filed herewith
99.1	Twilio Inc. Amended and Restated 2016 Stock Option and Incentive Plan, and forms of Agreements thereunder	10-K	001-37806	10.3	February 26, 2021
99.2	Twilio Inc. Amended and Restated 2016 Employee Stock Purchase Plan	10-Q	001-37806	10.1	October 31, 2019
107	Filing Fee Table				Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in San Francisco, California, on August 5, 2022.

TWILIO INC.

By: /s/ Jeff Lawson

Jeff Lawson
Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jeff Lawson, Khozema Z. Shipchandler and Dana R. Wagner, and each of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign the Registration Statement on Form S-8 of Twilio Inc., and any or all amendments (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection therewith and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jeff Lawson</u> Jeff Lawson	Chief Executive Officer and Chairperson (Principal Executive Officer)	August 5, 2022
<u>/s/ Khozema Z. Shipchandler</u> Khozema Z. Shipchandler	Chief Operating Officer (Principal Financial and Accounting Officer)	August 5, 2022
<u>/s/ Richard Dalzell</u> Richard Dalzell	Director	August 5, 2022
<u>/s/ Byron Deeter</u> Byron Deeter	Director	August 5, 2022
<u>/s/ Donna Dubinsky</u> Donna Dubinsky	Director	August 5, 2022
<u>/s/ Jeff Epstein</u> Jeff Epstein	Director	August 5, 2022
<u>/s/ Jeffrey Immelt</u> Jeffrey Immelt	Director	August 5, 2022
<u>/s/ Deval Patrick</u> Deval Patrick	Director	August 5, 2022
<u>/s/ Erika Rottenberg</u> Erika Rottenberg	Director	August 5, 2022
<u>Miyuki Suzuki</u>	Director	



David G. Peinsipp
+1 415 693 2177
dpeinsipp@cooley.com

August 5, 2022

Twilio Inc.
101 Spear Street, Fifth Floor
San Francisco, CA 94105

Ladies and Gentlemen:

We have acted as counsel to Twilio Inc., a Delaware corporation (the "**Company**"), in connection with the filing of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission covering the offering of up to 10,823,405 shares (the "**Shares**") of the Company's Class A Common Stock, par value \$0.001 per share (the "**Common Stock**"), consisting of (a) 9,023,405 shares of Common Stock issuable pursuant to the Company's Amended and Restated 2016 Stock Option and Incentive Plan (the "**2016 Plan**") and (b) 1,800,000 shares of Common Stock issuable pursuant to the Company's Amended and Restated 2016 Employee Stock Purchase Plan (together with the 2016 Plan, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the Company's Amended and Restated Certificate of Incorporation and Second Amended and Restated Bylaws, each as currently in effect, (c) the Plans and (d) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than by the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, the Registration Statement and the related prospectuses, will be validly issued, fully paid and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

Cooley LLP 3 Embarcadero Center, 20th Floor San Francisco, CA 94111
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Twilio Inc.
August 5, 2022
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We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ David G. Peinsipp
David G. Peinsipp

Cooley LLP 3 Embarcadero Center, 20th Floor San Francisco, CA 94111
t: (415) 693-2000 f: (415) 693-2222 cooley.com

Consent of Independent Registered Public Accounting Firm

We consent to the use of our reports dated February 22, 2022, with respect to the consolidated financial statements of Twilio, Inc., and the effectiveness of internal control over financial reporting, incorporated herein by reference.

The Company acquired Zipwhip, Inc. during fiscal 2021, and management excluded from its assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2021, Zipwhip, Inc.'s internal control over financial reporting associated with total assets of \$51.9 million and total revenues of \$55.4 million included in the consolidated financial statements of the Company as of and for the year ended December 31, 2021. Our audit of internal control over financial reporting of the Company also excluded an evaluation of the internal control over financial reporting of Zipwhip, Inc.

/s/ KPMG LLP

Santa Clara, California
August 5, 2022

CALCULATION OF FILING FEE TABLE

Form S-8
(Form Type)Twilio Inc.
(Exact Name of Registrant as Specified in its Charter)Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽⁴⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Common Stock, \$0.001 par value per share, Amended and Restated 2016 Stock Option and Incentive Plan	Rule 457(c) and Rule 457(h)	9,023,405 ⁽²⁾	\$86.27 ⁽⁴⁾	\$778,449,149.35	0.0000927	\$72,162.24
Equity	Class A Common Stock, \$0.001 par value per share, Amended and Restated 2016 Employee Stock Purchase Plan	Rule 457(c) and Rule 457(h)	1,800,000 ⁽³⁾	\$73.33 ⁽⁵⁾	\$131,994,000.00	0.0000927	\$12,235.84
Total Offering Amounts				—	\$910,443,150.00	—	\$84,399.00
Total Fee Offsets				—	—	—	—
Net Fee Due				—	—	—	\$84,399.00

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Class A common stock of Twilio Inc. (the “Registrant”) that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration that results in an increase in the number of the outstanding shares of the Registrant’s Class A common stock. Pursuant to Rule 416(c) under the Securities Act, this Registration Statement shall also cover an indeterminate amount of interests to be offered or sold pursuant to the 2016 ESPP. Pursuant to Rule 457(h)(2) under the Securities Act, no separate calculation has been made for the indeterminate amount of plan interests.
- (2) Represents an automatic increase on January 1, 2022 to the number of shares available for issuance under the Registrant’s Amended and Restated 2016 Stock Option and Incentive Plan (“2016 Plan”) in accordance with the automatic annual increase provisions of the 2016 Plan.
- (3) Represents automatic increases on January 1, 2022 to the number of shares available for issuance under the Registrant’s Amended and Restated 2016 Employee Stock Purchase Plan (“2016 ESPP”) in accordance with the automatic annual increase provisions of the 2016 ESPP.
- (4) Estimated in accordance with Rule 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of Class A common stock, as reported on the New York Stock Exchange on August 1, 2022.
- (5) Estimated in accordance with Rule 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of 85% of the average of the high and low prices of Class A common stock, as reported on the New York Stock Exchange on August 1, 2022. Pursuant to the 2016 ESPP, the purchase price of the shares of Class A common stock reserved for issuance thereunder will be at least 85% of the lower of the fair market value of a share of Class A common stock on the first trading day of the offering period or on the exercise date.