

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person* <u>Lawson Jeff</u> <hr/> (Last) (First) (Middle) C/O TWILIO INC. 101 SPEAR STREET, FIRST FLOOR <hr/> (Street) SAN FRANCISCO CA 94105 <hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>TWILIO INC [TWLO]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer |
| | 3. Date of Earliest Transaction (Month/Day/Year) 07/21/2021 | |
| | 4. 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 <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 07/21/2021 | | c | | 49,500 | A | \$0 | 91,003 | I | By Lawson Revocable Trust ⁽¹⁾ |
| Class A Common Stock | 07/21/2021 | | s ⁽²⁾ | | 3,950 | D | \$384.7617 ⁽³⁾ | 87,053 | I | By Lawson Revocable Trust ⁽¹⁾ |
| Class A Common Stock | 07/21/2021 | | s ⁽²⁾ | | 4,783 | D | \$385.8309 ⁽⁴⁾ | 82,270 | I | By Lawson Revocable Trust ⁽¹⁾ |
| Class A Common Stock | 07/21/2021 | | s ⁽²⁾ | | 6,817 | D | \$386.8022 ⁽⁵⁾ | 75,453 | I | By Lawson Revocable Trust ⁽¹⁾ |
| Class A Common Stock | 07/21/2021 | | s ⁽²⁾ | | 16,255 | D | \$387.8155 ⁽⁶⁾ | 59,198 | I | By Lawson Revocable Trust ⁽¹⁾ |
| Class A Common Stock | 07/21/2021 | | s ⁽²⁾ | | 10,198 | D | \$388.7638 ⁽⁷⁾ | 49,000 | I | By Lawson Revocable Trust ⁽¹⁾ |
| Class A Common Stock | 07/21/2021 | | s ⁽²⁾ | | 6,671 | D | \$389.7104 ⁽⁸⁾ | 42,329 | I | By Lawson Revocable Trust ⁽¹⁾ |
| Class A Common Stock | 07/21/2021 | | s ⁽²⁾ | | 826 | D | \$390.7697 ⁽⁹⁾ | 41,503 | I | By Lawson Revocable Trust ⁽¹⁾ |
| Class A Common Stock | | | | | | | | 119,205 ⁽¹⁰⁾ | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|--|--|---|--|
| | | | | | | Date Exercisable | Expiration Date | | | | | |
| | | | | Code V | (A) (D) | | | Title | Amount or Number of Shares | | | |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Class B Common Stock ⁽¹¹⁾ | (11) | 07/21/2021 | | C | | | 49,500 | (11) | (11) | Class A Common Stock | 49,500 | \$0 | 4,867,822 | I | By Lawson Revocable Trust ⁽¹⁾ |
| Class B Common Stock | (11) | | | | | | | (11) | (11) | Class A Common Stock | 1,033,205 | | 1,033,205 | I | By Lawson 2014 Irrevocable Trust ⁽¹²⁾ |

Explanation of Responses:

- Erica Freeman Lawson and Jeffrey Gordon Lawson Trustees of the Lawson Revocable Trust dated 10/2/11.
- The sales reported were executed under the Reporting Person's 10b5-1 trading plan, dated as of 6/3/2020.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$384.3000 to \$385.2700 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$385.3100 to \$386.3000 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$386.3300 to \$387.3200 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$387.3300 to \$388.3000 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$388.3400 to \$389.3200 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$389.3500 to \$390.3000 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$390.3700 to \$390.8700 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- A portion of these shares represent Restricted Stock Units ("RSUs"). Each RSU represents a contingent right to receive one share of Issuer's Class A common stock.
- Each share of Class B common stock is convertible into one share of Class A common stock at the option of the holder and has no expiration date.
- JP Morgan Trust Company of Delaware Trustee U/A 12/29/14 Lawson 2014 Irrevocable Trust.

Remarks:

/s/ Mariam Sattar as attorney in fact for Reporting Person 07/23/2021

** 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 4 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.