

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Stafman Andrew</u> <hr/> (Last) (First) (Middle) 250 WEST 55TH STREET, FLOOR 34 <hr/> (Street) NEW YORK NY 10019 <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 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/30/2024	
	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
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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	03/30/2024		A		7,039 ⁽¹⁾	A	\$0	7,039 ⁽²⁾	D ⁽³⁾⁽⁴⁾⁽⁵⁾	
Class A Common Stock								3,295,000 ⁽⁶⁾	I	See footnotes ⁽³⁾⁽⁴⁾⁽⁷⁾⁽⁸⁾

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					

1. Name and Address of Reporting Person*
Stafman Andrew

 (Last) (First) (Middle)
 250 WEST 55TH STREET, FLOOR 34

 (Street)
 NEW YORK NY 10019

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Ferguson Scott D.

 (Last) (First) (Middle)
 250 WEST 55TH STREET, FLOOR 34

 (Street)
 NEW YORK NY 10019

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Sachem Head Capital Management LP

 (Last) (First) (Middle)

250 WEST 55TH STREET, FLOOR 34

(Street)

NEW YORK NY 10019

(City)

(State)

(Zip)

1. Name and Address of Reporting Person *

Uncas GP LLC

(Last) (First) (Middle)

250 WEST 55TH STREET, FLOOR 34

(Street)

NEW YORK NY 10019

(City)

(State)

(Zip)

1. Name and Address of Reporting Person *

Sachem Head GP LLC

(Last) (First) (Middle)

250 WEST 55TH STREET, FLOOR 34

(Street)

NEW YORK NY 10019

(City)

(State)

(Zip)

Explanation of Responses:

1. The shares reported in this transaction represent Restricted Stock Units ("RSUs") granted by Twilio Inc. (the "Issuer") to Andrew J. Stafman. Each RSU represents the contingent right to receive one share of the Issuer's Class A common stock. The RSUs shall vest as follows: 9.4% of the RSUs will vest on June 13, 2024, the one year anniversary of our last annual meeting of stockholders (the "Initial Vesting Date"), 45.3% of the RSUs will vest on the one year anniversary of the Initial Vesting Date, and 45.3% of the RSUs will vest on the two year anniversary of the Initial Vesting Date, subject, in each case, to continued service as a director of the Issuer through each such vesting date.

2. Of these shares, all 7,039 shares represent RSUs.

3. In addition to Andrew J. Stafman, this Form 4 is being filed jointly by Sachem Head Capital Management LP ("Sachem Head"), Uncas GP LLC ("SH Management"), Sachem Head GP LLC ("Sachem Head GP"), and Scott D. Ferguson, a citizen of the United States (Mr. Ferguson and, together with Sachem Head, SH Management, Sachem GP, and Mr. Stafman, the "Reporting Persons"). Each of the Reporting Persons has the same business address as Mr. Stafman and may be deemed to be the beneficial owner of certain of the securities reported on this Form 4 (the "Subject Securities") for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended. Each of the Reporting Persons disclaims any beneficial ownership of any of the Subject Securities, except to the extent of any pecuniary interest therein.

4. Andrew J. Stafman is a partner at Sachem Head and also serves on the board of directors of the Issuer. As a result, the Reporting Persons other than Mr. Stafman may be deemed directors of the Issuer by deputization.

5. Pursuant to an arrangement between Andrew J. Stafman and Sachem Head, upon receipt of the Subject Securities, Andrew J. Stafman granted all right, title, interest, claims, and any other ownership interests in such Subject Securities to Sachem Head for no consideration.

6. Of these shares, all 3,295,000 of these shares represent the Issuer's Class A common stock owned by the Sachem Head Funds (as defined below) prior to the Issuer's grant of any RSUs to Andrew J. Stafman.

7. Includes securities directly owned by Sachem Head LP ("SH"), Sachem Head Master LP ("SHM"), and SH Stony Creek Master Ltd. ("Stony Creek Master" and, together with SH and SHM, the "Sachem Head Funds"). Each of Sachem Head, as the investment adviser to the Sachem Head Funds, SH Management, as the sole general partner of Sachem Head, and Scott D. Ferguson, as the managing partner of Sachem Head, may be deemed to beneficially own the securities directly owned by the Sachem Head Funds. As the general partner of SH and SHM, Sachem Head GP may be deemed to beneficially own the securities directly owned by SH and SHM.

8. The principal business of Sachem Head is to serve as investment advisor to certain affiliated funds, including the Sachem Head Funds. The principal business of SH Management is to serve as the sole general partner of Sachem Head. The principal business of Sachem Head GP is to serve as the general partner of certain affiliated funds, including SH and SHM. The principal occupation of Scott D. Ferguson is to serve as the managing partner of Sachem Head and the managing member of SH Management and Sachem Head GP.

/s/ Andrew J. Stafman 04/02/2024

/s/ Michael D. Adamski, as
Attorney-in-Fact 04/02/2024

/s/ Michael D. Adamski, as
General Counsel 04/02/2024

/s/ Michael D. Adamski, as
General Counsel 04/02/2024

/s/ Michael D. Adamski, as
General Counsel 04/02/2024

** 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.