SEC Form 4

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**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

| 1. Name and Address of Reporting Person[*] <br><br> Lawson Jeff <br><br> (Last)   (First)   (Middle) <br><br> C/O TWILIO INC. <br> 375 BEALE STREET, SUITE 300 <br><br> (Street) <br><br> SAN FRANCISCO    CA    94105 <br><br> (City)   (State)   (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol <br> **TWILIO INC** [ TWLO ] <br><br> 3. Date of Earliest Transaction (Month/Day/Year) <br> 02/15/2019 <br><br> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <br><br> X   Director     X   10% Owner <br> X   Officer (give title below)    Other (specify below) <br><br> **Chief Executive Officer** <br><br> 6. Individual or Joint/Group Filing (Check Applicable Line) <br><br> X   Form filed by One Reporting Person <br><br> 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 | 02/15/2019 | | F | | 5,860[1] | D | $107.27 | 175,066[2] | D | |
| Class A Common Stock | 02/15/2019 | | G[3] | V | 5,956 | D | $0 | 169,110[2] | D | |
| Class A Common Stock | 02/15/2019 | | G[4] | V | 5,956 | A | $0 | 75,498 | I | By Lawson Revocable Trust[5] |

**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 | | | | |

**Explanation of Responses:**

1. Represents shares of Class A common stock that were withheld by the Issuer to satisfy tax withholding obligations of the Reporting Person in connection with the vesting of Restricted Stock Units ("RSUs").

2. A portion of these shares represent RSUs. Each RSU represents the contingent right to receive one share of the Issuer's Class A common stock.

3. Represents shares that were contributed by the Reporting Person to the Reporting Person's trust.

4. Represents the shares received by the Reporting Person's trust.

5. Erica Freeman Lawson and Jeffrey Gordon Lawson Trustees of the Lawson Revocable Trust dated 10/2/11.

| /s/ Alexis Rhorer as attorney in fact for Reporting Person | 02/20/2019 |
|---|---|
| ** Signature of Reporting Person | Date |