

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

<b>1. Name and Address of Reporting Person*</b> <u>Raney Scott Campbell</u>  (Last) (First) (Middle) <u>C/O REDPOINT</u> <u>3000 SAND HILL ROAD, BLDG 2, #290</u>  (Street) <u>MENLO PARK CA 94025</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>TWILIO INC [ TWLO ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>06/28/2016</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	

**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			
Common Stock <sup>(1)</sup>	06/28/2016		C		37,292	A	\$0	165,667	I	See Footnote <sup>(2)</sup>
Common Stock <sup>(1)</sup>	06/28/2016		C		3,146,774	A	\$0	3,312,441	I	See Footnote <sup>(2)</sup>
Common Stock <sup>(1)</sup>	06/28/2016		C		44,208	A	\$0	3,356,649	I	See Footnote <sup>(2)</sup>
Common Stock <sup>(1)</sup>	06/28/2016		J <sup>(3)</sup>		3,356,649	D	\$0	0 <sup>(3)</sup>	I	See Footnote <sup>(2)</sup>

**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				
Series A Preferred Stock	\$0	06/28/2016		C		37,292		(4)	(4)	Common Stock	37,292	\$0	0	I	See Footnotes <sup>(2)(4)</sup>
Series D Preferred Stock	\$0	06/28/2016		C		3,146,774		(5)	(5)	Common Stock	3,146,774	\$0	0	I	See Footnotes <sup>(2)(5)</sup>
Series E Preferred Stock	\$0	06/28/2016		C		44,208		(6)	(6)	Common Stock	44,208	\$0	0	I	See Footnotes <sup>(2)(6)</sup>
Class B Common Stock	\$0	06/28/2016		J <sup>(3)</sup>		3,356,649		(7)	(7)	Class A Common Stock	3,356,649	\$0	3,356,649	I	See Footnotes <sup>(2)(8)</sup>

**Explanation of Responses:**

- Reflects the conversion of the Issuer's Preferred Stock into Common Stock on a one-for-one basis, which became effective immediately prior to the closing of the Issuer's initial public offering.
- The Reporting Person is a managing director of Redpoint Omega II LLC, the general partner of Redpoint Omega II LP ("Omega II LP") and is a manager of Redpoint Omega II Associates LLC ("Omega Associates II"). The Reporting Person shares voting and dispositive power with respect to the shares held directly by Omega II LP and Omega Associates II. The Reporting Person disclaims beneficial ownership of the securities held by Omega II LP and Omega Associates II and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities, except to the extent of his pecuniary interest, if any, in the securities by virtue of his interest in Omega II LP and Omega Associates II.
- Immediately prior to the closing of the Issuer's initial public offering and following the conversion of each series of the Issuer's convertible preferred stock into Common Stock, each share of Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
- The Series A Preferred Stock converts into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's Initial Public Offering, all shares of Series A Preferred Stock were converted into shares of Common Stock of the Issuer. Upon such conversion, Series A Preferred Stock held by Omega II LP and Omega Associates II converted into 36,174 shares and 1,118 shares, respectively, of Common Stock.
- The Series D Preferred Stock converts into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's Initial Public Offering, all shares of Series D Preferred Stock were converted into shares of Common Stock of the Issuer. Upon such conversion, Series D Preferred Stock held by Omega II LP and Omega Associates II converted into 3,052,372 shares and 94,402 shares, respectively, of Common Stock.
- The Series E Preferred Stock converts into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's Initial Public Offering, all shares of Series E Preferred Stock were converted into shares of Common Stock of the Issuer. Upon such conversion, Series E Preferred Stock held by Omega II LP and Omega Associates II converted into 42,882 shares and 1,326 shares, respectively, of 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.
- 3,255,952 of these shares are owned directly by Omega II LP and 100,697 of these shares are owned directly by Omega Associates II.

/s/ Alexis Rhorer as attorney in fact for Reporting Person 06/28/2016

\*\* 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.

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