
**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 No.)

**101 Spear Street, Fifth Floor
San Francisco, California 94105**
(Address of principal executive offices, including 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:

**Rezwan D. Pavri
Colin G. Conklin
Wilson Sonsini Goodrich & Rosati, P.C.
650 Page Mill Road
Palo Alto, California 94304
Telephone: (650) 493-9300
Facsimile: (650) 493-6811**

**Dana R. Wagner
Chief Legal Officer, Chief Compliance Officer and
Corporate Secretary
Twilio Inc.
101 Spear Street, Fifth Floor
San Francisco, California 94105
Telephone: (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," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

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 7(a)(2)(B) of the Securities Act.

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

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 9,298,785 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. Pursuant to General Instruction E of Form S-8, this Registration Statement hereby incorporates by reference the contents of the registration statements on Form S-8 filed by the Registrant with the Commission on August 5, 2022 ([File No. 333-266593](#)), 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 modified or superseded hereby or by any subsequently filed document incorporated by reference herein or therein.

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 Wilson Sonsini Goodrich & Rosati, P.C.				Filed herewith
23.1	Consent of KPMG LLP, independent registered public accounting firm.				Filed herewith
23.2	Consent of Wilson Sonsini Goodrich & Rosati, P.C. (included in Exhibit 5.1 hereto).				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
107.1	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 February 24, 2023.

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)	February 24, 2023
<u>/s/ Khozema Z. Shipchandler</u> Khozema Z. Shipchandler	Chief Operating Officer (Principal Financial and Accounting Officer)	February 24, 2023
<u>/s/ Richard Dalzell</u> Richard Dalzell	Director	February 24, 2023
<u>/s/ Byron Deeter</u> Byron Deeter	Director	February 24, 2023
<u>/s/ Donna Dubinsky</u> Donna Dubinsky	Director	February 24, 2023
<u>/s/ Jeff Epstein</u> Jeff Epstein	Director	February 24, 2023
<u>/s/ Jeffrey Immelt</u> Jeffrey Immelt	Director	February 24, 2023
<u>/s/ Deval Patrick</u> Deval Patrick	Director	February 24, 2023
<u>/s/ Erika Rottenberg</u> Erika Rottenberg	Director	February 24, 2023
<u>/s/ Miyuki Suzuki</u> Miyuki Suzuki	Director	February 24, 2023



Wilson Sonsini Goodrich & Rosati
Professional Corporation

650 Page Mill Road
Palo Alto, California 94304-1050

O: 650.493.9300
F: 650.493.6811

February 24, 2023

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

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the “**Registration Statement**”) to be filed by Twilio Inc., a Delaware corporation (the “**Company**”), with the Securities and Exchange Commission on or about the date hereof, in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 11,098,785 shares (the “**Shares**”) of Class A common stock, par value \$0.001 per share (the “**Class A Common Stock**”), consisting of: (i) 9,298,785 shares of Class A Common Stock that may be issued under the 2016 Stock Option and Incentive Plan, as amended and restated (the “2016 Plan”), and (ii) 1,800,000 shares of Class A Common Stock that may be issued under the 2016 Employee Stock Purchase Plan, as amended and restated (the “**2016 ESPP**,” and together with the 2016 Plan, the “**Plans**”).

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when issued and sold in the manner referred to in the Plans and pursuant to the agreements that accompany the Plans, will be legally and validly issued, fully paid, and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very truly yours,

/s/ Wilson Sonsini Goodrich & Rosati

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

AUSTIN BEIJING BOSTON BOULDER BRUSSELS HONG KONG LONDON LOS ANGELES NEW YORK PALO ALTO
SALT LAKE CITY SAN DIEGO SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, DC WILMINGTON, DE

Consent of Independent Registered Public Accounting Firm

We consent to the use of our reports dated February 24, 2023, with respect to the consolidated financial statements of Twilio, Inc., and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

Santa Clara, California
February 24, 2023

CALCULATION OF FILING FEE TABLES

Form S-8
(Form Type)

Twilio Inc.

(Exact name of registrant as specified in its charter)

Table 1 — Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Common Stock, \$0.001 par value per share, reserved for issuance pursuant to the Registrant's Amended and Restated 2016 Stock Option and Incentive Plan	Rule 457(c) and Rule 457(h)	9,298,785 ⁽²⁾	\$66.86 ⁽⁴⁾	\$621,716,765.10	0.0001102	\$68,513.19
Equity	Class A Common Stock, \$0.001 par value per share, reserved for issuance pursuant to the Registrant's Amended and Restated 2016 Employee Stock Purchase Plan	Rule 457(c) and Rule 457(h)	1,800,000 ⁽³⁾	\$56.84 ⁽⁵⁾	\$102,312,000.00	0.0001102	\$11,274.79
Total Offering Amounts				—	\$724,028,765.10	—	\$79,787.98
Total Fee Offsets⁽⁶⁾				—	—	—	—
Net Fee Due				—	—	—	\$79,787.98

- (1) Pursuant to Rule 416(a) 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.
- (2) Represents an automatic increase on January 1, 2023 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 an automatic increase on January 1, 2023 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 February 22, 2023.
- (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 February 22, 2023. 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.
- (6) The Registrant does not have any fee offsets.