

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 13, 2021**

**Twilio Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-37806**  
(Commission  
File Number)

**26-2574840**  
(IRS Employer  
Identification No.)

**101 Spear Street, First Floor**  
**San Francisco, California 94105**  
(Address of principal executive offices) (Zip Code)

**(415) 390-2337**  
(Registrant's telephone number, including area code)

**Not applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$0.001 per share	TWLO	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

***Appointment of New Director***

On January 13, 2021, the Board of Directors (the “Board”) of Twilio Inc. (“Twilio”) appointed Deval Patrick to the Board as a Class III director. Mr. Patrick will serve until the 2022 annual meeting of stockholders or until his successor has been duly elected and qualified, or until his earlier death, resignation or removal.

There is no arrangement or understanding between Mr. Patrick and any other persons pursuant to which Mr. Patrick was appointed as a director. Furthermore, there are no family relationships between Mr. Patrick and any other director or executive officer of Twilio, and there are no transactions between Mr. Patrick and Twilio that would be required to be reported under Item 404(a) of Regulation S-K.

Mr. Patrick will participate in Twilio’s standard non-employee director compensation arrangements. Under the terms of those arrangements, Mr. Patrick will receive, among other things: (i) annual compensation for serving on the Board and any applicable committees thereof pursuant to our non-employee director compensation policy, substantially as described in Twilio’s filings with the Securities and Exchange Commission and (ii) an initial grant of restricted stock units with a value of \$440,000 that vests annually over three years subject to continued service.

Twilio will also enter into a standard form of indemnification agreement with Mr. Patrick (the “Indemnification Agreement”). The Indemnification Agreement provides, among other things, that Twilio will indemnify Mr. Patrick, under the circumstances and to the extent provided therein, for certain expenses which he may be required to pay in connection with certain claims to which he may be made a party by reason of his position as a director of Twilio, and otherwise to the fullest extent permitted under Delaware law, Twilio’s certificate of incorporation and bylaws.

The press release announcing Mr. Patrick’s appointment as a director of Twilio is attached hereto as Exhibit 99.1 and is filed herewith.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release, dated January 14, 2021.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**TWILIO INC.**

Date: January 14, 2021

By: /s/ Khozema Shipchandler  
Name: Khozema Shipchandler  
Title: Chief Financial Officer

## Twilio Welcomes Deval Patrick to Twilio Board of Directors

SAN FRANCISCO — Jan. 14, 2021 — Twilio (NYSE:TWLO), the leading cloud communications platform, is pleased to welcome Deval Patrick, former governor of Massachusetts, to the Twilio Board of Directors. Patrick brings more than 30 years of executive and public sector experience to Twilio as the company strengthens its position as a leading customer engagement platform.

“Deval is an impressive leader with broad business, finance, public policy and social impact acumen from decades of experience as a public servant and business leader at some of the world’s top companies,” said Jeff Lawson, CEO and co-founder of Twilio. “He brings a unique skill set that will be extremely valuable to Twilio as we grow around the world.”

Patrick has worked throughout his career in both the public and private sectors to lift others’ voices to be heard and drive change. As Governor of Massachusetts, Patrick oversaw the expansion of affordable health care to more than 98 percent of state residents, launched initiatives stimulating clean energy and biotechnology, won a national Race to the Top education grant, and steered the state out of recession to a 25-year high in employment. Prior to his governorship, Patrick was a senior executive at Texaco and Coca-Cola, where he led significant reforms to create a more equitable and inclusive workplace. After his public service, Patrick founded the Double Impact Fund at Bain Capital LLC, the first impact investing fund of a major U.S. investment firm, where he and his team invested hundreds of millions of dollars in companies that delivered both competitive financial return and significant measurable social and environmental good.

“I firmly believe that companies today must be a force for good,” Deval Patrick said. “Jeff and his team have a palpable commitment to building Twilio conscientiously, to serve the interests of all of its stakeholders. As the world’s reliance on the tech sector deepens, I am excited to join the Board and look forward to working with the team as they continue their mission to build the world’s leading customer engagement platform.”

In addition to serving as a governor, business executive and investor, Patrick is a former civil rights and business attorney, a Rockefeller Fellow, a Crown Fellow of the Aspen Institute, and the author of two books: *A Reason to Believe: Lessons from an Improbable Life* and *Faith in the Dream: A Call to the Nation to Reclaim American Values*. He earned his undergraduate and law degrees from Harvard University, and is the recipient of 22 honorary degrees.

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## About Twilio

Millions of developers around the world have used Twilio to unlock the magic of communications to improve any human experience. Twilio has democratized communications channels like voice, text, chat, video, and email by virtualizing the world's communications infrastructure through APIs that are simple enough for any developer to use, yet robust enough to power the world's most demanding applications. By making communications a part of every software developer's toolkit, Twilio is enabling innovators across every industry — from emerging leaders to the world's largest organizations — to reinvent how companies engage with their customers.