

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

| OMB APPROVAL                                 |           |
|--|-----------|
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|  |  |   |   |
|--|--|---|---|
| 1. Name and Address of Reporting Person*<br><u>UNION SQUARE VENTURES</u><br><u>2008 LP</u><br><br>(Last) (First) (Middle)<br><u>915 BROADWAY, 19TH FLOOR</u><br><br>(Street)<br><u>NEW YORK NY 10010</u><br><br>(City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year)<br><u>06/22/2016</u> | 3. Issuer Name and Ticker or Trading Symbol<br><u>TWILIO INC [ TWLO ]</u>   |   |
|  |  | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) | 5. If Amendment, Date of Original Filed (Month/Day/Year)<br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>Form filed by More than One Reporting Person |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|--|---|
|  | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |
| Series A Preferred Stock                   | (1)  | (1)             | Common Stock <sup>(2)</sup>   | 7,122,508                  | (1)  | D <sup>(3)</sup>   |   |
| Series B Preferred Stock                   | (4)  | (4)             | Common Stock <sup>(2)</sup>   | 1,607,762                  | (4)  | D <sup>(3)</sup>   |   |
| Series C Preferred Stock                   | (5)  | (5)             | Common Stock <sup>(2)</sup>   | 1,087,992                  | (5)  | D <sup>(3)</sup>   |   |

**Explanation of Responses:**

- The Series A Preferred Stock is convertible 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 will be converted into shares of Common Stock of the Issuer.
- 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 will be reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
- Union Square GP 2008, L.L.C. ("USV GP") is the general partner of Union Square Ventures 2008, LP ("USV 2008"), and, as such, has the power to vote and dispose of the shares held by USV 2008. Fred Wilson, Brad Burnham and Albert Wenger are the managing members of USV GP and, therefore, share voting and investment power with regard to the shares held directly by USV 2008. As a result of their positions as USGP, Wilson, Burnham and Wenger may also share voting and dispositive power of the shares held by USV 2008. Each of USV GP, Burnham, Wilson, and Wenger disclaim beneficial ownership of the shares owned by USV 2008 except to the extent of his or its respective pecuniary interest therein.
- The Series B Preferred Stock is convertible 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 B Preferred Stock will be converted into shares of Common Stock of the Issuer.
- The Series C Preferred Stock is convertible 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 C Preferred Stock will be converted into shares of Common Stock of the Issuer.

/s/ Albert Wenger, as a  
Managing Member of Union  
Square GP 2008, L.L.C., the 06/22/2016  
General Partner of Union  
Square Ventures 2008, L.P.

\*\* 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 5 (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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