

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

1. Name and Address of Reporting Person* <u>Smith Karyn</u> (Last) (First) (Middle) <u>C/O TWILIO INC.</u> <u>645 HARRISON STREET, FL 3</u> (Street) <u>SAN FRANCISCO CA 94107</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TWILIO INC [TWLO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>General Counsel and Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/28/2016</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	06/28/2016		J ⁽¹⁾		21,141	D	(2)	0	I	By Trust
Restricted Stock Units ⁽³⁾	06/28/2016		J ⁽¹⁾		29,377	D	(2)	0	D	

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				
Class B Common Stock	(2)	06/28/2016		J ⁽¹⁾		21,141		(2)	(2)	Class A Common Stock	21,141	(2)	21,141	I	By Trust
Class B Common Stock ⁽³⁾	(2)	06/28/2016		J ⁽¹⁾		29,377		(2)	(2)	Class A Common Stock	29,377	(2)	29,377	D	
Employee Stock Option (right to buy)	\$4.73	06/28/2016		J ⁽¹⁾			218,589	(4)	10/28/2024	Common Stock	218,589	\$4.73	0	D	
Employee Stock Option (right to buy)	\$4.73	06/28/2016		J ⁽¹⁾			218,589	(4)	10/28/2024	Class B Common Stock	218,589	\$4.73	218,589	D	
Employee Stock Option (right to buy)	\$10.09	06/28/2016		J ⁽¹⁾			60,135	(5)	12/30/2025	Common Stock	60,135	\$10.09	0	D	
Employee Stock Option (right to buy)	\$10.09	06/28/2016		J ⁽¹⁾			60,135	(5)	12/30/2025	Class B Common Stock	60,135	\$10.09	60,135	D	

Explanation of Responses:

- 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.
- 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.
- These shares represent Restricted Stock Units ("RSU's). Each RSU represents a contingent right to receive one share of Issuer's Common Stock (Class B Common Stock after reclassification). The RSUs vest according to the following schedule: equal quarterly installments over 16 quarters from January 15, 2016, subject to the Reporting Person's continued employment with the Issuer through each vesting date. In addition, the RSUs were originally subject to a liquidity condition, which has been satisfied.
- 25% of the shares subject to this option vested on September 2, 2015, and the remaining shares subject to this option vest in 36 equal monthly installments thereafter, subject to the Reporting Person's continuous service to the Issuer on each such date. The option is early exercisable by the Reporting Person.
- The shares subject to this option vest in 48 equal monthly installments, with the first installment on February 15, 2016, subject to the Reporting Person's continuous service to the Issuer on each such date. The option is early exercisable by the Reporting Person.

/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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