

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Hu George</u>  _____ (Last) (First) (Middle) <u>C/O TWILIO INC.</u> <u>375 BEALE STREET, SUITE 300</u>  _____ (Street) <u>SAN FRANCISCO CA 94105</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 X Officer (give title below) Other (specify below) <u>Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/13/2018</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			
Class A Common Stock	08/13/2018		M		5,000	A	\$31.72	215,420 <sup>(1)</sup>	D	
Class A Common Stock	08/13/2018		S <sup>(2)</sup>		2,961	D	\$74.3429 <sup>(3)</sup>	212,459 <sup>(1)</sup>	D	
Class A Common Stock	08/13/2018		S <sup>(2)</sup>		400	D	\$75.88 <sup>(4)</sup>	212,059 <sup>(1)</sup>	D	
Class A Common Stock	08/13/2018		S <sup>(2)</sup>		1,539	D	\$77.2847 <sup>(5)</sup>	210,520 <sup>(1)</sup>	D	
Class A Common Stock	08/13/2018		S <sup>(2)</sup>		100	D	\$77.9	210,420 <sup>(1)</sup>	D	
Class A Common Stock	08/14/2018		M		5,000	A	\$31.72	215,420 <sup>(1)</sup>	D	
Class A Common Stock	08/14/2018		S <sup>(2)</sup>		1,100	D	\$74.9291 <sup>(6)</sup>	214,320 <sup>(1)</sup>	D	
Class A Common Stock	08/14/2018		S <sup>(2)</sup>		2,980	D	\$75.7766 <sup>(7)</sup>	211,340 <sup>(1)</sup>	D	
Class A Common Stock	08/14/2018		S <sup>(2)</sup>		920	D	\$76.5541 <sup>(8)</sup>	210,420 <sup>(1)</sup>	D	
Class A Common Stock	08/15/2018		S		7,889 <sup>(9)</sup>	D	\$73.7137 <sup>(10)</sup>	202,531 <sup>(1)</sup>	D	
Class A Common Stock	08/15/2018		M		5,000	A	\$31.72	207,531 <sup>(1)</sup>	D	
Class A Common Stock	08/15/2018		S <sup>(2)</sup>		1,970	D	\$74.2323 <sup>(11)</sup>	205,561 <sup>(1)</sup>	D	
Class A Common Stock	08/15/2018		S <sup>(2)</sup>		2,830	D	\$74.9716 <sup>(12)</sup>	202,731 <sup>(1)</sup>	D	
Class A Common Stock	08/15/2018		S <sup>(2)</sup>		200	D	\$75.71 <sup>(13)</sup>	202,531 <sup>(1)</sup>	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
Employee Stock Option (right to buy)	\$31.72	08/13/2018		M			5,000	(14)	02/27/2024	Class A Common Stock	5,000	\$0	806,000	D	
Employee Stock Option (right to buy)	\$31.72	08/14/2018		M			5,000	(14)	02/27/2024	Class A Common Stock	5,000	\$0	801,000	D	
Employee Stock Option (right to buy)	\$31.72	08/15/2018		M			5,000	(14)	02/27/2024	Class A Common Stock	5,000	\$0	796,000	D	

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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$31.72							(15)	02/27/2024	Class A Common Stock	185,000		185,000	D	
Employee Stock Option (right to buy)	\$33.01							(16)	02/19/2028	Class A Common Stock	96,214		96,214	D	

**Explanation of Responses:**

- A portion of these shares represent Restricted Stock Units ("RSUs"). Each RSU represents the contingent right to receive one share of the Issuer's Class A common stock.
- The sales reported were effected pursuant to a 10b5-1 trading plan adopted by the Reporting Person.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.01 to \$74.84 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$75.34 to \$76.26 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$76.77 to \$77.76 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.29 to \$75.26 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$75.30 to \$76.22 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$76.31 to \$76.79 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- Represents the number of shares sold to cover the statutory tax withholding obligations in connection with the vesting of RSUs. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of minimum statutory tax withholding obligations to be funded by a sell-to-cover transaction and does not represent a discretionary sale by the Reporting Person.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.68 to \$74.6758 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.67 to \$74.65 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.67 to \$75.53 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$75.67 to \$75.75 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The shares subject to the stock option vest as follows: 25% of the stock option vested on February 28, 2018 and the remaining shares subject to the stock option shall vest in equal monthly installments over the following three years, subject to the Reporting Person's continued service to the Issuer through each vesting date.
- The shares subject to the stock option vest as follows: 50% of the stock option vested on March 31, 2018 and the remaining shares subject to the stock option shall vest in 24 equal monthly installments thereafter, subject to the Reporting Person's continued service to the Issuer through each vesting date.
- The shares subject to the stock option vest as follows: 1/48th of the shares vested on March 15, 2018 and the remaining shares subject to the stock option shall vest in equal monthly installments over the following four years, subject to the Reporting Person's continued service to the Issuer through each vesting date.

/s/ Alexis Rhorer as attorney in 08/15/2018  
fact for Reporting Person

\*\* 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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