

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

|  |   |   |
|--|---|---|
| 1. Name and Address of Reporting Person*<br><u>Ng Roy</u><br>_____<br>(Last) (First) (Middle)<br><u>C/O TWILIO INC.</u><br><u>645 HARRISON STREET, FL 3</u><br>_____<br>(Street)<br><u>SAN FRANCISCO CA 94107</u><br>_____<br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>TWILIO INC [ TWLO ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chief Operating Officer</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><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                              |   | 43,141  | D          | (1)   | 0   | I  | By grantor retained annuity trust                     |

**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                       | (1)  | 06/28/2016                           |  | J                              |   | 43,141   |           | (1)  | (1)             | Class A Common Stock  | 43,141                     | (1)  | 43,141   | I   | By grantor retained annuity trust                      |
| Employee Stock Option (right to buy)       | \$4.73   | 06/28/2016                           |  | J                              |   | 1,264,478  |           | (2)  | 10/28/2024      | Class B Common Stock  | 1,264,478                  | \$4.73                                     | 1,264,478  | D   |  |
| Employee Stock Option (right to buy)       | \$4.73   | 06/28/2016                           |  | J                              |   |  | 1,264,478 | (2)  | 10/28/2024      | Common Stock  | 1,264,478                  | \$4.73                                     | 0  | D   |  |

**Explanation of Responses:**

- 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.
- The shares shall vest according to the following schedule: (i) 254,259 of the shares vested on September 1, 2015, (ii) from September 2, 2015 until September 1, 2016, 21,188 of the shares vest each month on the 1st of each month, and, (iii) from September 2, 2016 until September 1, 2018, 33,296 of the shares vest each month on the 1st of each month, subject to the Reporting Person's continued service to the Issuer through each vesting 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.