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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* <b>DALZELL RICHARD L</b>			2. Issuer Name and Ticker or Trading Symbol <b>TWILIO INC [ TWLO ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/13/2020</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O TWILIO INC. 101 SPEAR STREET, FIRST FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) SAN FRANCISCO CA 94105								
(City) (State) (Zip)								

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	05/13/2020		c		9,000	A	\$0	20,383 <sup>(1)</sup>	D	
Class A Common Stock	05/13/2020		s <sup>(2)</sup>		200	D	\$181.45 <sup>(3)</sup>	20,183 <sup>(1)</sup>	D	
Class A Common Stock	05/13/2020		s <sup>(2)</sup>		1,000	D	\$183.176 <sup>(4)</sup>	19,183 <sup>(1)</sup>	D	
Class A Common Stock	05/13/2020		s <sup>(2)</sup>		1,100	D	\$184.1789 <sup>(5)</sup>	18,083 <sup>(1)</sup>	D	
Class A Common Stock	05/13/2020		s <sup>(2)</sup>		1,900	D	\$185.4295 <sup>(6)</sup>	16,183 <sup>(1)</sup>	D	
Class A Common Stock	05/13/2020		s <sup>(2)</sup>		1,000	D	\$186.2735 <sup>(7)</sup>	15,183 <sup>(1)</sup>	D	
Class A Common Stock	05/13/2020		s <sup>(2)</sup>		300	D	\$187.5933 <sup>(8)</sup>	14,883 <sup>(1)</sup>	D	
Class A Common Stock	05/13/2020		s <sup>(2)</sup>		500	D	\$189.084 <sup>(9)</sup>	14,383 <sup>(1)</sup>	D	
Class A Common Stock	05/13/2020		s <sup>(2)</sup>		500	D	\$190.334 <sup>(10)</sup>	13,883 <sup>(1)</sup>	D	
Class A Common Stock	05/13/2020		s <sup>(2)</sup>		700	D	\$191.4129 <sup>(11)</sup>	13,183 <sup>(1)</sup>	D	
Class A Common Stock	05/13/2020		s <sup>(2)</sup>		600	D	\$192.47 <sup>(12)</sup>	12,583 <sup>(1)</sup>	D	
Class A Common Stock	05/13/2020		s <sup>(2)</sup>		1,000	D	\$193.606 <sup>(13)</sup>	11,583 <sup>(1)</sup>	D	
Class A Common Stock	05/13/2020		s <sup>(2)</sup>		200	D	\$194.52 <sup>(14)</sup>	11,383 <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)	\$3.86	05/13/2020		M			9,000	(15)	03/24/2024	Class B Common Stock <sup>(16)</sup>	9,000	\$0	106,500	D	
Class B Common Stock <sup>(16)</sup>	(16)	05/13/2020		M			9,000	(16)	(16)	Class A Common Stock	9,000	\$0	9,000	D	
Class B Common Stock <sup>(16)</sup>	(16)	05/13/2020		C			9,000	(16)	(16)	Class A Common Stock	9,000	\$0	0	D	

Explanation of Responses:

- A portion of these shares represent Restricted Stock Units ("RSUs"). Each RSU represents a contingent right to receive one share of 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 \$181.38 to \$181.52 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 \$182.70 to \$183.65 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 \$183.79 to \$184.70 per share, inclusive. The Reporting Person undertakes to

provide to the Issuer, anysecurity 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.

6. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$184.88 to \$185.87 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, anysecurity 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.

7. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$185.95 to \$186.85 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, anysecurity 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.

8. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$187.33 to \$187.98 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, anysecurity 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.

9. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$188.68 to \$189.66 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, anysecurity 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.

10. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$189.87 to \$190.84 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, anysecurity 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.

11. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$190.92 to \$191.87 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, anysecurity 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.

12. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$192.11 to \$193.03 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, anysecurity 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.

13. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$193.21 to \$193.98 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, anysecurity 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.

14. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$194.29 to \$194.75 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, anysecurity 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.

15. The shares subject to the option vested in 36 equal installments commencing on March 25, 2014. The shares subject to the option are fully vested and exercisable by the reporting person.

16. 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.

**Remarks:**

/s/ Shanti Ariker as attorney in  
fact for Reporting Person      05/15/2020

\*\* 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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