

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 5, 2020**

**Twilio Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other Jurisdiction  
of Incorporation)

**001-37806**  
(Commission  
File Number)

**26-2574840**  
(IRS Employer  
Identification No.)

**101 Spear Street, First Floor  
San Francisco, California 94105**  
(Address of Principal Executive Offices) (Zip Code)

**(415) 390-2337**  
Registrant's telephone number, including area code

**Not Applicable**  
(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading symbol(s)</b>	<b>Name of each exchange on which registered</b>
<b>Class A Common Stock, par value \$0.001 per share</b>	<b>TWLO</b>	<b>The New York Stock Exchange</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01 Other Events.**

Twilio Inc. (the “Company”) is filing this Current Report on Form 8-K to file the consent of KPMG, LLP (“KPMG”) to the incorporation by reference in the registration statement (File No. 333-231794) on Form S-3 of the Company of their report with respect to the consolidated balance sheets of the Company as of December 31, 2019 and 2018, related consolidated statements of operations, comprehensive loss, stockholders’ equity, and cash flows for each of the years in the three-year period ended December 31, 2019, and the related notes, which report appears in the Company’s Annual Report on Form 10-K for the year ended December 31, 2019.

The consent of KPMG is filed herewith as Exhibit 23.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
23.1	<a href="#">Consent of KPMG, independent registered public accounting firm</a>
104	Cover Page Interactive Data File (formatted as Inline Extensible Business Reporting Language)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 5, 2020

**TWILIO INC.**

By: /s/ Khozema Shipchandler

Khozema Shipchandler

Chief Financial Officer

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Twilio Inc.:

We consent to the incorporation by reference in the registration statement (No. 333-231794) on Form S-3 and the registration statement (No. 333-212191, 333-224812, 333-229580 and 333-236819) on Form S-8 of Twilio Inc. of our reports dated March 2, 2020, with respect to the consolidated balance sheets of Twilio Inc. as of December 31, 2019 and 2018, the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2019, and the related notes, and the effectiveness of internal control over financial reporting as of December 31, 2019, which reports appear in the December 31, 2019 annual report on Form 10-K of Twilio Inc.

The audit report on the effectiveness of internal control over financial reporting as of December 31, 2019, contains an explanatory paragraph that states that the Company acquired SendGrid, Inc. (SendGrid) during fiscal 2019, and management excluded from its assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2019, SendGrid's internal control over financial reporting associated with \$271.4 million, or 5%, of the Company's total assets and \$177.1 million, or 16%, of total revenues included in the consolidated financial statements as of and for the year ended December 31, 2019. Our audit of internal control over financial reporting of the Company also excluded an evaluation of the internal control over financial reporting of SendGrid.

Our report on the consolidated financial statements refers to the change in the method of accounting for leases on the adoption of Financial Accounting Standards Board's Accounting Standards Codification (ASC) Topic 842, Leases, as of January 1, 2019.

/s/ KPMG LLP

Santa Clara, California  
August 5, 2020