

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Bessemer Venture Partners VII L.P.</u>  (Last) (First) (Middle) <u>C/O BESSEMER VENTURE PARTNERS</u> <u>1865 PALMER AVENUE, SUITE 104</u>  (Street) <u>LARCHMONT NY 10538</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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/26/2016</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			
Class A Common Stock	10/26/2016		S		3,084,651 <sup>(1)</sup>	D	\$38.6	0	I	See footnote <sup>(2)</sup>

**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)		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	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
Bessemer Venture Partners VII L.P.  
 (Last) (First) (Middle)  
C/O BESSEMER VENTURE PARTNERS  
1865 PALMER AVENUE, SUITE 104  
 (Street)  
LARCHMONT NY 10538  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Deer VII & Co. Ltd.  
 (Last) (First) (Middle)  
C/O BESSEMER VENTURE PARTNERS  
1865 PALMER AVENUE, SUITE 104  
 (Street)  
LARCHMONT NY 10538  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Deer VII & Co. L.P.  
 (Last) (First) (Middle)

C/O BESSEMER VENTURE PARTNERS

1865 PALMER AVENUE, SUITE 104

(Street)

LARCHMONT NY 10538

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

BVP VII SPECIAL OPPORTUNITY FUND LP

(Last)

(First)

(Middle)

C/O BESSEMER VENTURE PARTNERS

1865 PALMER AVENUE, SUITE 104

(Street)

LARCHMONT NY 10538

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

Bessemer Venture Partners VII Institutional L.P.

(Last)

(First)

(Middle)

C/O BESSEMER VENTURE PARTNERS

1865 PALMER AVENUE, SUITE 104

(Street)

LARCHMONT NY 10538

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

15 Angels LLC

(Last)

(First)

(Middle)

C/O BESSEMER VENTURE PARTNERS

1865 PALMER AVE., SUITE 104

(Street)

LARCHMONT NY 10538

(City)

(State)

(Zip)

**Explanation of Responses:**

1. Pursuant to an underwriting agreement and in connection with the registered public offering of shares of the Issuer's Class A Common Stock, pursuant to a final prospectus dated October 20, 2016, which offering was consummated on October 26, 2016, the Funds (as defined below) sold an aggregate of 3,084,651 shares of Class A Common Stock. Bessemer Venture Partners VII Institutional LP ("BVP VII Inst") sold 423,457 shares of Class A Common Stock, Bessemer Venture Partners VII, LP ("BVP VII") sold 967,902 shares of Class A Common Stock, BVP VII Special Opportunity Fund LP ("BVP VII SOF") sold 1,633,337 shares of Class A Common Stock, and 15 Angels, LLC ("15 Angels" and, together with BVP VII SOF, BVP VII Inst and BVP VII, the "Funds") sold 59,955 shares of Class A Common Stock, each at a sale price of \$38.60.

2. Deer VII & Co. Ltd. ("Deer Ltd.") is the general partner of Deer VII & Co. L.P. ("Deer L.P."), which is the general partner of BVP VII Inst, BVP VII and BVP VII SOF. 15 Angels is a wholly owned subsidiary of BVP VII Inst. Deer Ltd. and Deer L.P. disclaim beneficial ownership of the securities held by the Funds, and this report shall not be deemed an admission that Deer Ltd. and Deer L.P. are the beneficial owners of such securities, except to the extent of their pecuniary interest therein, if any, by virtue of their direct and indirect general partner interests in the Funds.

**Remarks:**

/s/Scott Ring, General Counsel,  
Deer VII & Co. Ltd., the  
General Partner of Deer VII &  
Co. L.P., the General Partner of 10/27/2016  
Bessemer Venture Partners VII  
L.P.

/s/Scott Ring, General Counsel,  
Deer VII & Co. Ltd., the  
General Partner of Deer VII &  
Co. L.P., the General Partner of 10/27/2016  
Bessemer Venture Partners VII  
Institutional L.P.

/s/Scott Ring, General Counsel,  
Deer VII & Co. Ltd., the  
General Partner of Deer VII &  
Co. L.P., the General Partner of 10/27/2016  
BVP VII Special Opportunity  
Fund L.P.

/s/Scott Ring, General Counsel, 10/27/2016

Deer VII & Co. Ltd., the  
General Partner of Deer VII &  
Co. L.P

/s/Scott Ring, General Counsel, 10/27/2016  
Deer VII & Co. Ltd

/s/Scott Ring, Authorized 10/27/2016  
Person of 15 Angels LLC

\*\* 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.**