

**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>Lawson Jeff</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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2019</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	01/31/2019		A		50,942 <sup>(1)</sup>	A	\$0	180,926 <sup>(2)</sup>	D		
Class A Common Stock								69,542	I	By Lawson Revocable Trust <sup>(3)</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)		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					
Employee Stock Option (right to buy)	\$111.32	01/31/2019		A		110,697		(4)	01/30/2029	Class A Common Stock	\$0	110,697	D	
Employee Stock Option (right to buy)	\$10.09							(5)	12/30/2025	Class B Common Stock <sup>(6)</sup>		316,667	D	
Employee Stock Option (right to buy)	\$31.96							(7)	02/09/2027	Class A Common Stock		163,890	D	
Employee Stock Option (right to buy)	\$33.01							(8)	02/19/2028	Class A Common Stock		203,589	D	

**Explanation of Responses:**

- The shares reported in this transaction represent Restricted Stock Units ("RSUs"), each RSU represents the contingent right to receive one share of the Issuer's Class A common stock. The RSUs shall vest as follows: 33% of the RSUs shall vest on December 31, 2020, 33% of the RSUs shall vest on December 31, 2021 and 34% of the RSUs shall vest on December 31, 2022, subject to the Reporting Person's continued service to the Issuer through each vesting date.
- A portion of these shares represent RSUs. Each RSU represents the contingent right to receive one share of the Issuer's Class A common stock.
- Erica Freeman Lawson and Jeffrey Gordon Lawson Trustees of the Lawson Revocable Trust dated 10/2/11.
- The stock option vests as follows: 33% of the stock option shall vest on December 31, 2020, 33% of the stock option shall vest on December 31, 2021 and 34% of the stock option shall vest on December 31, 2022, subject to the Reporting Person's continued service to the Issuer through each vesting date.
- The shares subject to this option vest in 48 equal monthly installments, with the first installment on February 15, 2016, subject to the Reporting Person's continued service to the Issuer through each vesting date. The option is early exercisable by the Reporting Person.
- 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.
- This option shall vest as follows: 1/4th of the option shall vest on January 1, 2018 and 1/48th of the option shall vest monthly thereafter, subject to the Reporting Person's continued service to the Issuer through each vesting date.
- This option shall vest as follows: 1/48th of the shares subject to the Option shall vest on March 15, 2018 and the remaining shares subject to the Option shall vest in equal monthly installments over the following four years, subject to the continued service to the Issuer through each such vesting date.

/s/ Alexis Rhorer as attorney in fact for Reporting Person 02/04/2019

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.**