

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| OMB APPROVAL                                 |           |
|--|-----------|
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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*<br><u>Lawson Jeff</u><br><br>(Last) (First) (Middle)<br><u>C/O TWILIO INC.</u><br><u>375 BEALE STREET, SUITE 300</u><br><br>(Street)<br><u>SAN FRANCISCO CA 94105</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><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chief Executive Officer</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>07/16/2018</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 |   |  |   |

**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   |
| Class B Common Stock <sup>(1)</sup>        | (1)  | 07/16/2018                           |  | F                              |   |  | 5,888 <sup>(2)</sup> | (1)  | (1)             | Class A Common Stock  | 5,888                                      | \$61.14  | 77,237 <sup>(3)</sup>                                     | D  |   |
| Class B Common Stock <sup>(1)</sup>        | (1)  | 07/16/2018                           |  | G <sup>(4)</sup>               | V |  | 5,987                | (1)  | (1)             | Class A Common Stock  | 5,987                                      | \$0  | 71,250 <sup>(3)</sup>                                     | D  |   |
| Class B Common Stock <sup>(1)</sup>        | (1)  | 07/16/2018                           |  | G <sup>(5)</sup>               | V | 5,987  |                      | (1)  | (1)             | Class A Common Stock  | 5,987                                      | \$0  | 6,125,967   | I  | By Lawson Revocable Trust <sup>(6)</sup>        |
| Class B Common Stock <sup>(1)</sup>        | (1)  |                                      |  |                                |   |  |                      | (1)  | (1)             | Class A Common Stock  | 740,364                                    |  | 740,364   | I  | By Lawson 2014 GRAT <sup>(7)</sup>              |
| Class B Common Stock <sup>(1)</sup>        | (1)  |                                      |  |                                |   |  |                      | (1)  | (1)             | Class A Common Stock  | 323,170                                    |  | 323,170   | I  | By Lawson 2014 Irrevocable Trust <sup>(8)</sup> |

**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.
- Represents shares of Class B common stock that were withheld by the Issuer to satisfy tax withholding obligations of the Reporting Person in connection with the vesting of RSUs.
- A portion of these shares represent RSUs. Each RSU represents a contingent right to receive one share of Issuer's Class B Common Stock.
- Represents shares that were contributed by the Reporting Person to the Reporting Person's trust.
- Represents the shares received by the Reporting Person's trust.
- Erica Freeman Lawson and Jeffrey Gordon Lawson Trustees of the Lawson Revocable Trust dated 10/2/11.
- Jeffrey Gordon Lawson Trustee of the Lawson 2014 GRAT dated 12/29/14.
- JP Morgan Trust Company of Delaware Trustee U/A 12/29/14 Lawson 2014 Irrevocable Trust.

/s/ Alexis Rhorer as attorney in fact for Reporting Person 07/18/2018

\*\* 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.