

**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) C/O TWILIO INC. 101 SPEAR STREET, FIRST FLOOR  (Street) SAN FRANCISCO CA 94105  (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) Other (specify below) <b>Chief Executive Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 01/21/2020	
	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	01/21/2020		C		35,000	A	\$0	73,701	I	By Lawson Revocable Trust <sup>(1)</sup>
Class A Common Stock	01/21/2020		S <sup>(2)</sup>		400	D	\$117.9975 <sup>(3)</sup>	73,301	I	By Lawson Revocable Trust <sup>(1)</sup>
Class A Common Stock	01/21/2020		S <sup>(2)</sup>		21,591	D	\$119.0859 <sup>(4)</sup>	51,710	I	By Lawson Revocable Trust <sup>(1)</sup>
Class A Common Stock	01/21/2020		S <sup>(2)</sup>		12,709	D	\$119.7328 <sup>(5)</sup>	39,001	I	By Lawson Revocable Trust <sup>(1)</sup>
Class A Common Stock	01/21/2020		S <sup>(2)</sup>		300	D	\$120.48 <sup>(6)</sup>	38,701	I	By Lawson Revocable Trust <sup>(1)</sup>
Class A Common Stock								133,659 <sup>(7)</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	Amount or Number of Shares				
Class B Common Stock <sup>(8)</sup>	(8)	01/21/2020		C			35,000	(8)	(8)	Class A Common Stock	35,000	\$0	5,743,660	I	By Lawson Revocable Trust <sup>(1)</sup>
Class B Common Stock <sup>(8)</sup>	(8)							(8)	(8)	Class A Common Stock	725,944		725,944	I	By Lawson 2014 GRAT <sup>(9)</sup>
Class B Common Stock <sup>(8)</sup>	(8)							(8)	(8)	Class A Common Stock	323,170		323,170	I	By Lawson 2014 Irrevocable Trust <sup>(10)</sup>

**Explanation of Responses:**

1. Erica Freeman Lawson and Jeffrey Gordon Lawson Trustees of the Lawson Revocable Trust dated 10/2/11.

2. The sales reported were effected pursuant to a 10b5-1 trading plan adopted by the Reporting Person.

3. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$117.40 to \$118.39 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.

4. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$118.42 to \$119.41 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.

5. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$119.42 to \$120.38 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.

6. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$120.46 to \$120.50 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.

7. 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.

8. 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.

9. Jeffrey Gordon Lawson Trustee of the Lawson 2014 GRAT dated 12/29/14.

10. JP Morgan Trust Company of Delaware Trustee U/A 12/29/14 Lawson 2014 Irrevocable Trust.

**Remarks:**

[/s/ Shanti Ariker as attorney in fact for Reporting Person](#)    [01/22/2020](#)

\*\* 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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