
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1) *

Twilio Inc.
(Name of Issuer)

Class A Common Stock
(Title of Class of Securities)

90138F 10 2
(CUSIP Number)

December 31, 2017
(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

1.	Names of Reporting Persons Redpoint Omega II, L.P.	
2.	Check the Appropriate Box if a Member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)	
3.	SEC USE ONLY	
4.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 0
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 0	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row 9 0.0%	
12.	Type of Reporting Person (see instructions) PN	

- (1) This statement on Schedule 13G is filed by Redpoint Omega II, L.P. (“RO II”), Redpoint Omega Associates II, LLC (“ROA II”) and Redpoint Omega II, LLC (“RO II LLC,” together with RO II and ROA II, the “Reporting Persons”). The Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13G.

1.	Names of Reporting Persons Redpoint Omega Associates II, LLC	
2.	Check the Appropriate Box if a Member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)	
3.	SEC USE ONLY	
4.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 0
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 0	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row 9 0.0%	
12.	Type of Reporting Person (see instructions) OO	

(1) This statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G.

1.	Names of Reporting Persons Redpoint Omega II, LLC	
2.	Check the Appropriate Box if a Member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)	
3.	SEC USE ONLY	
4.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power 0
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 0	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row 9 0.0%	
12.	Type of Reporting Person (see instructions) OO	

(1) This statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G.

Introductory Note: This statement on Schedule 13G is being filed by the Reporting Persons in respect of Class A Common Stock of Twilio Inc. (the "Issuer").

Item 1(a). Name of Issuer:

Twilio Inc.

Item 1(b). Address of Issuer's Principal Executive Officers:

645 Harrison Street, Third Floor
San Francisco, California 94107

Item 2(a). Name of Person(s) Filing:

Redpoint Omega II, L.P. ("RO II")
Redpoint Omega Associates II, LLC ("ROA II")
Redpoint Omega II, LLC ("RO II LLC")

Item 2(b). Address of Principal Business Office:

Redpoint Ventures
3000 Sand Hill Road, Suite 290
Menlo Park, California 94025

Item 2(c). Citizenship:

RO II is a Delaware limited partnership
ROA II is a Delaware limited liability company
RO II LLC is a Delaware limited liability company

Item 2(d). Title of Class of Securities:

Class A Common Stock

Item 2(e). CUSIP Number:

90138F 10 2

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

Not applicable.

Item 4(a). Amount Beneficially Owned:**Item 4(b). Percent of Class:****Item 4(c). Number of shares as to which such persons have:**

The following information with respect to the ownership of Class A Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2017:

<u>Reporting Persons</u>	<u>Class A Common Stock Held Directly</u>	<u>Class B Common Stock Held Directly</u>	<u>Shared Voting Power</u>	<u>Shared Dispositive Power</u>	<u>Beneficial Ownership</u>	<u>Percentage of Class</u>
RO II	0	0	0	0	0	0.0%

<u>Reporting Persons</u>	<u>Class A Common Stock Held Directly</u>	<u>Class B Common Stock Held Directly</u>	<u>Shared Voting Power</u>	<u>Shared Dispositive Power</u>	<u>Beneficial Ownership</u>	<u>Percentage of Class</u>
ROA II	0	0	0	0	0	0.0%
RO II LLC (1)	0	0	0	0	0	0.0%

- (1) RO II LLC serves as the sole general partner of RO II and the managers of RO II LLC commonly control ROA II. As such, RO II LLC possesses power to direct the voting and disposition of the shares owned by RO II and ROA II and may be deemed to have indirect beneficial ownership of the shares held by RO II and ROA II. RO II LLC owns no securities of the Issuer directly.

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof, the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

Item 6. Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:

Not applicable.

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution of Group:

Not applicable.

Item 10. Certification:

Not applicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2018

REDPOINT OMEGA II, L.P.
By its General Partner, Redpoint Omega II, LLC

By: /s/ Scott Raney

Scott Raney
Manager

REDPOINT OMEGA ASSOCIATES II, LLC

By: /s/ Scott Raney

Scott Raney
Manager

REDPOINT OMEGA II, LLC

By: /s/ Scott Raney

Scott Raney
Manager

Exhibit(s): 99.1: Joint Filing Statement

AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of common stock of Twilio Inc.

Dated: February 12, 2018

REDPOINT OMEGA II, L.P.
By its General Partner, Redpoint Omega II, LLC

By: /s/ Scott Raney

Scott Raney
Manager

REDPOINT OMEGA ASSOCIATES II, LLC

By: /s/ Scott Raney

Scott Raney
Manager

REDPOINT OMEGA II, LLC

By: /s/ Scott Raney

Scott Raney
Manager