FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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STATEMENT C	E CHANGES I	N 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* <u>Lawson Jeff</u>														of Reportination (able) (r	ng Perso	on(s) to Iss	
(Last) (First) (Middle) C/O TWILIO INC. 101 SPEAR STREET, FIRST FLOOR						3. Date of Earliest Transaction (Month/Day/Year) 06/18/2020								(give title		Other (below) Officer	specify
(Street) SAN FRANCISCO CA 94105						4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(5	State)	(Zip)														
Table I -		2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date,		3. Transa Code	action	4. Securities	of, or Beneficially Acquired (A) or Disposed 3, 4 and 5)		5. Amour Securitie Beneficia Owned F	1		Direct Indirect tr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
						Code	v	Amount	(A) or (D)	Price	Transact	Transaction(s) (Instr. 3 and 4)			insu. 4)		
Class A C	Common St	ock		06/18/2	2020			С		35,000	A	\$0	85,	614		I	By Lawson Revocable Trust ⁽¹⁾
Class A C	Common St	ock		06/18/2	2020			S ⁽²⁾		390	D	\$209.1846 ⁰	85,	224		I	By Lawson Revocable Trust ⁽¹⁾
Class A C	Common St	ock		06/18/2	2020			S ⁽²⁾		1,403	D	\$210.0306 ⁰	83,	821		I	By Lawson Revocable Trust ⁽¹⁾
Class A C	Common St	ock		06/18/2	2020			S ⁽²⁾		4,176	D	\$211.4282 ⁽	⁵⁾ 79,	645		I	By Lawson Revocable Trust ⁽¹⁾
Class A Common Stock		06/18/2020				S ⁽²⁾		13,336	D	\$212.4264 ⁽	66,	66,309		I	By Lawson Revocable Trust ⁽¹⁾		
Class A Common Stock		06/18/2020				S ⁽²⁾		10,727	D	\$213.236 ⁽⁷	55,	55,582		I	By Lawson Revocable Trust ⁽¹⁾		
Class A Common Stock		06/18/2020						2,330	D	\$214.4957 ⁰	53,252		I		By Lawson Revocable Trust ⁽¹⁾		
Class A Common Stock 06/18			06/18/2	2020)		S ⁽²⁾		2,638	D	\$215.3994 ⁽	⁹⁾ 50,	614		I	By Lawson Revocable Trust ⁽¹⁾	
Class A Common Stock													284 ⁽¹⁰⁾		D		
			Table							Disposed ons, conver		eneficially ecurities)	Owned				
Derivative Conversion Date Executity or Exercise (Month/Day/Year) if any		if any	ution Date, Transa		saction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expir (Mon	te Exer ation I th/Day		Securiti	and Amount of les Underlying ive Security and 4)	8. Price of Derivative Security (Instr. 5)		ve es ially ng ed etion(s)	10. Ownershi Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)	
					Code	v	(A) (D)	Date Exerc	cisable	Expiration Date	Title	Amount or Number of Shares					

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) (Month/Day/Year) 3. Transaction Execution Date, if any (Month/Day/Year) (Month/Day/Year) 4. Transactic Code (Ins					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 ⁽¹¹⁾	(11)	06/18/2020		С			35,000	(11)	(11)	Class A Common Stock	35,000	\$0	5,469,569	I	By Lawson Revocable Trust ⁽¹⁾
Class B Common Stock ⁽¹¹⁾	(11)							(11)	(11)	Class A Common Stock	1,033,205		1,033,205	I	By Lawson 2014 Irrevocable Trust ⁽¹²⁾

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 \$208.54 to \$209.50 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.
- 4. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$209.72 to \$210.52 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 \$210.84 to \$211.83 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 \$211.85 to \$212.84 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. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$212.85 to \$213.83 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.
- 8. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$213.90 to \$214.88 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.
- 9. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$214.92 to \$215.89 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.
- 10. 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.
- 11. 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.
- 12. 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 06/22/2020

** 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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