The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

				OMB APPROVAL
UNIT	TED STATES SECURITIE Washing	S AND EXCHAN ton, D.C. 20549	GE COMMISSION	OMB 3235-
		ORM D		Number: 0076
	Notico of Exam-	ot Offering of Secu	ritios	Estimated average burden
	nouce of Exellip	of Offering of Secu	11162	hours per 4.00
				response: 4.00
1. Issuer's Identity				
CIK (Filer ID Num	ıber) Previous Names	X None]	Entity Type
0001447669			X Corporation	
Name of Issuer	ſ		Limited Par	tnership
TWILIO INC				bility Company
Jurisdiction of Incorporation/Organ			General Par	1
DELAWARE	uzativii		Business Tr	
Year of Incorporat	ion/Organization		Other (Spec	шу)
X Over Five Years Ago				
Within Last Five Years (S	pecify Year)			
Yet to Be Formed				
2. Principal Place of Business	and Contact Information			
	of Issuer			
TWILIO INC	ddress 1		Street Address 2	
645 Harrison Street, 3rd Floo			Street Audress 2	
City	State/Province/Countr	y ZIP/Pos	talCode Phone Numl	per of Issuer
San Francisco	CALIFORNIA	94107	650-270-2199	
3. Related Persons				
Last Name	Fi	rst Name	Middle Nan	ne
Lawson	Jeff			
Street Address 1	Stree	t Address 2		
645 Harrison Street	2 –			
City		ovince/Country	ZIP/PostalCo	ode
San Francisco Balationshin: X Executive (CALIFORNIA	tor	94107	
Relationship: X Executive C		תכו		
Clarification of Response (if I	Necessary):			
Last Name	Fi	rst Name	Middle Nan	ne
Ng	Roy			
Street Address 1	Stree	t Address 2		
645 Harrison Street	State/D	winco/Country	ZIP/PostalCo	ode
City San Francisco	CALIFORNIA	ovince/Country	21P/PostalCo 94107	Juc

Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Kikharick Lee Street Address 1 Street Address 2 645 Harrison Street City State/Province/Country ZIP/PostalCode San Francisco CALLIFORNIA 94107 Relationship: X Executive Officer Director Promoter Cooke Evan Street Address 1 Street Address 1 Street Address 1 Street Address 2 645 Harrison Street City State/Province/Country ZIP/PostalCode San Francisco CALLIFORNIA 94107 Relationship: Executive Officer X Director Promoter Clarification of Response (if Necessary): Last Name First Name Middle Name Deter Byron Street Address 1 Street Address 2 645 Harrison Street City State/Province/Country ZIP/PostalCode San Francisco CALLIFORNIA 94107 Relationship: Executive Officer X Director Promoter Clarification of Response (if Necessary): Last Name First Name Middle Name Deter Byron Street Address 1 Street Address 2 645 Harrison Street City State/Province/Country ZIP/PostalCode San Francisco CALLIFORNIA 94107 Relationship: Executive Officer X Director Promoter Clarification of Response (if Necessary): Last Name First Name Middle Name Deter Byron Street Address 1 Street Address 2 645 Harrison Street City State/Province/Country ZIP/PostalCode San Francisco CALLIFORNIA 94107 Relationship: Executive Officer X Director Promoter Clarification of Response (if Necessary): Last Name First Name Middle Name McGreever Jim Street Address 2 645 Harrison Street City State/Province/Country ZIP/PostalCode San Francisco CALLIFORNIA 94107 Relationship: Executive Officer X Director Promoter Clarification of Response (if Necessary): Last Name First Name Middle Name McGreever Jim Street Address 2 645 Harrison Street City State/Province/Country ZIP/PostalCode San Francisco CALLIFORNIA 94107 Relationship: Executive Officer X Director Promoter Clarification of Response (if Necessary): Last Name First Name Middle Name McGreever Jim Street Address 2 645 Harrison Street City State/Province/Country ZIP/PostalCode San Francisco CALLIFORNIA 94107 Relationship: Executive Officer X Director Promoter Clarification of Response (if Necessary): Last Name First Name	Last Name	First Name	Middle Name
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	-		
Last Name First Name Middle Name	- · ·		
Raney Scott			
Street Address 1 Street Address 2	5		
645 Harrison Street		Street Addition 2	
City State/Province/Country ZIP/PostalCode		State/Province/Country	ZIP/PostalCode
San Francisco CALIFORNIA 94107	San Francisco	CALIFORNIA	94107

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Wenger	Albert	
Street Address 1	Street Address 2	
645 Harrison Street		
City	State/Province/Country	ZIP/PostalCode
San Francisco	CALIFORNIA	94107
Relationship: Executive Office	r X Director Promoter	
Last Name Smith	First Name Karyn	Middle Name
Street Address 1	Street Address 2	
645 Harrison Street		
City	State/Province/Country	ZIP/PostalCode
San Francisco	CALIFORNIA	94107
Relationship: X Executive Office	er Director Promoter	

Clarification of Response (if Necessary):

4. Industry Group

Agriculture Banking & Financial Services Commercial Banking Insurance Investing	Health Care Biotechnology Health Insurance Hospitals & Physicians	Retailing Restaurants Technology Computers
Investment Banking	Pharmaceuticals	Telecommunications
Pooled Investment Fund	Other Health Care	X Other Technology
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Manufacturing Real Estate Commercial	Travel Airlines & Airports Lodging & Conventions
Yes No	Construction	Tourism & Travel Services
Other Banking & Financial Services	REITS & Finance	Other Travel
Business Services Energy Coal Mining	Residential Other Real Estate	Other

5. Issuer Size

Oil & Gas

Other Energy

Electric Utilities

Energy Conservation Environmental Services

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000

\$5,000,001 - \$25,000,000	\$25,000,001 - \$5	60,000,000	
\$25,000,001 - \$100,000,000	\$50,000,001 - \$1	.00,000,000	
Over \$100,000,000	Over \$100,000,0	00	
X Decline to Disclose	Decline to Disclo	ose	
Not Applicable	Not Applicable		
6. Federal Exemption(s) and Exclusion(s) Claim	ned (select all that a	apply)	
	Investment (Company Ac	t Section 3(c)
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)	(1)	Section 3(c)(9)
Rule 504 (b)(1)(i) Rule 504 (b)(1)(ii)	Section 3(c)	(2)	Section 3(c)(10)
Rule 504 (b)(1)(iii)	Section 3(c)	(3)	Section 3(c)(11)
Rule 505	Section 3(c)	(4)	Section 3(c)(12)
X Rule 506(b)	Section 3(c)		Section 3(c)(13)
Rule 506(c) Securities Act Section 4(a)(5)	Section 3(c)		Section 3(c)(14)
	Section 3(c)		
	Section S(c)(.')	
7. Type of Filing			
X New Notice Date of First Sale 2015-04-24 Amendment	First Sale Yet to	Occur	
8. Duration of Offering			
Does the Issuer intend this offering to last more	than one year?	Yes X No	
9. Type(s) of Securities Offered (select all that a	apply)		
X Equity Debt Option, Warrant or Other Right to Acquire A	nother Security	Tenant-in-	vestment Fund Interests Common Securities roperty Securities
Security to be Acquired Upon Exercise of Op Other Right to Acquire Security	otion, Warrant or	Other (des	cribe)
10. Business Combination Transaction			
Is this offering being made in connection with a margar acquisition or exchange offer?	a business combina	tion transact	ion, such as Yes X N

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient		Recipient CRD Number X None	
(Associated) Broker or Dealer X None		(Associated) Broker or Dealer CRD Number X None	
Street Address 1		Street Address 2	
City	9	State/Province/Country	ZIP/Postal Code
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	All States	Foreign/non-US	

Total Offering Amount\$129,999,956 USD orIndefiniteTotal Amount Sold\$129,999,956 USDTotal Remaining to be Sold\$0 USD orIndefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering. Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$0 USD	Estimate
Finders' Fees	\$0 USD	Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

	Issuer	Signature	Name of Signer	Title	Date
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Issuer	Signature	Name of Signer	Title	Date
TWILIO INC	/s/ Karyn Smith	Karyn Smith	General Counsel	2015-07-31

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.