

**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	
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<b>1. Name and Address of Reporting Person*</b> <u>Lawson Jeff</u>  (Last) (First) (Middle) <u>C/O TWILIO INC.</u> <u>101 SPEAR STREET, FIRST FLOOR</u>  (Street) <u>SAN FRANCISCO CA 94105</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>TWILIO INC [ TWLO ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>Chief Executive Officer</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>02/22/2020</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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			
<u>Class A Common Stock</u>	<u>02/22/2020</u>		<u>A</u>		<u>57,258<sup>(1)</sup></u>	<u>A</u>	<u>\$0</u>	<u>179,101<sup>(2)</sup></u>	<u>D</u>	

**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				
<u>Employee Stock Option (right to buy)</u>	<u>\$117.94</u>	<u>02/22/2020</u>		<u>A</u>		<u>114,767</u>		<u>(3)</u>	<u>02/21/2030</u>	<u>Class A Common Stock</u>	<u>114,767</u>	<u>\$0</u>	<u>114,767</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>\$111.32</u>							<u>(4)</u>	<u>01/30/2029</u>	<u>Class A Common Stock</u>	<u>110,697</u>		<u>110,697</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>\$33.01</u>							<u>(5)</u>	<u>02/19/2028</u>	<u>Class A Common Stock</u>	<u>203,589</u>		<u>203,589</u>	<u>D</u>	
<u>Employee Stock Option (right to buy)</u>	<u>\$31.96</u>							<u>(6)</u>	<u>02/09/2027</u>	<u>Class A Common Stock</u>	<u>163,890</u>		<u>163,890</u>	<u>D</u>	

**Explanation of Responses:**

- The shares reported in this transaction represent Restricted Stock Units ("RSUs"), each RSU represents the contingent right to receive one share of the Issuer's Class A common stock. The RSUs shall vest as follows: 33% of the RSUs shall vest in equal quarterly installments between the first and second anniversaries of December 31, 2019, 33% of the RSUs shall vest in equal quarterly installments between the second and third anniversaries of December 31, 2019 and 34% of RSUs shall vest in equal quarterly installments between the third and fourth anniversaries of December 31, 2019, subject to the Reporting Person's continued service to the Issuer through each vesting date.
- A portion of these shares represent RSUs. Each RSU represents a contingent right to receive one share of Issuer's Class A common stock.
- The stock option shall vest as follows: 33% of the stock option shall vest in equal quarterly installments between the first and second anniversaries of December 31, 2019, 33% of the stock option shall vest in equal quarterly installments between the second and third anniversaries of December 31, 2019 and 34% of stock option shall vest in equal quarterly installments between the third and fourth anniversaries of December 31, 2019, subject to the Reporting Person's continued service to the Issuer through each vesting date.
- The stock option vests as follows: 33% of the stock option shall vest on December 31, 2020, 33% of the stock option shall vest on December 31, 2021 and 34% of the stock option shall vest on December 31, 2022, subject to the Reporting Person's continued service to the Issuer through each vesting date.
- This option shall vest as follows: 1/48th of the shares subject to the Option shall vest on March 15, 2018 and the remaining shares subject to the Option shall vest in equal monthly installments over the following four years, subject to the continued service to the Issuer through each such vesting date.
- The Stock Option ("Option") shall vest as follows: 1/4th of the Option shall vest on January 1, 2018 and 1/48th of the Option shall vest monthly thereafter, subject to continued service to the Issuer through each vesting date.

**Remarks:**

/s/ Shanti Ariker as attorney in fact for Reporting Person 02/24/2020

\*\* 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.

**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.**