

**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>Deeter Byron B</u>  (Last) (First) (Middle) <u>C/O BESSEMER VENTURE PARTNERS,</u> <u>1865 PALMER AVENUE, SUITE 104</u>  (Street) <u>LARCHMONT NY 10538</u>  (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 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/05/2019</u>	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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	02/01/2019		A		2,740 <sup>(1)(7)</sup>	A	(1)	12,640 <sup>(2)</sup>	D	
Class A Common Stock	02/01/2019		A		3,079,413 <sup>(3)</sup>	A	(3)	3,079,413	I	See footnote <sup>(3)(4)</sup>
Class A Common Stock	02/01/2019		A		18,608 <sup>(5)(7)</sup>	A	(1)	329,175	I	See footnote <sup>(6)</sup>

**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)					

**Explanation of Responses:**

- Pursuant to the Agreement and Plan of Merger and Reorganization, dated October 15, 2018, by and between Twilio Inc. ("Twilio"), SendGrid, Inc. ("SendGrid") and Topaz Merger Subsidiary, Inc., as amended on December 13, 2018 (the "Merger Agreement"), (i) each share of common stock of SendGrid was canceled and automatically converted into 0.485 shares of Class A Common Stock of Twilio, with fractional shares being paid in cash as provided in the Merger Agreement, and (ii) each restricted stock unit ("RSU") representing a share of SendGrid common stock was cancelled and automatically converted into 0.485 fully-vested shares of Class A Common Stock of Twilio, rounded down to the nearest whole share. Mr. Deeter held 5,651 SendGrid RSUs that pursuant to the Merger Agreement converted into 2,740 fully-vested shares of Class A Common Stock of Twilio.
- Includes (i) 6,005 shares of Class A Common Stock and (ii) 3,895 restricted stock units previously granted to Mr. Deeter, each of which units represents a contingent right to receive one share of Class A Common Stock of Twilio upon vesting.
- Represents 1,681,359 and 1,398,054 shares received by Bessemer Venture Partners VIII Institutional L.P. ("BVP VIII Inst") and Bessemer Venture Partners VIII L.P. ("BVP VIII" and together with BVP VIII Inst, the "BVP VIII Funds"), respectively, pursuant to the Merger Agreement.
- Deer VIII & Co. Ltd. ("Deer VIII Ltd.") is the general partner of Deer VIII & Co. L.P. ("Deer VIII L.P."), which is the general partner of the BVP VIII Funds. Mr. Deeter is a director of Deer VIII Ltd. Mr. Deeter disclaims beneficial ownership of the securities held by the BVP VIII Funds, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities, except to the extent of his pecuniary interest, if any, in such securities by virtue of his interest in Deer VIII Ltd, his interest in Deer VIII L.P., and his indirect limited partnership interest in the BVP VIII Funds.
- The Byron B. Deeter and Allison K. Deeter Trustees UTD July 28, 2000 held 38,368 shares of common stock of SendGrid that pursuant to the Merger Agreement converted into 18,608 shares of Class A Common Stock of Twilio.
- These shares are held by the Byron B. Deeter and Allison K. Deeter Trustees UTD July 28, 2000.
- This form is being amended to reflect the indirect ownership of the 38,368 shares of common stock of SendGrid held by the Byron B. Deeter and Allison K. Deeter Trustees UTD July 28, 2000 that pursuant to the Merger Agreement converted into 18,608 shares of Class A Common Stock of Twilio.

**Remarks:**

/s/ Byron Deeter 02/20/2019  
 \*\* 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.