

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

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>06/12/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	06/12/2017		A		6,005 <sup>(1)(2)</sup>	A	\$0.00	6,005 <sup>(1)(3)(4)</sup>	D <sup>(2)(3)(4)</sup>	
Class A Common Stock								176,181 <sup>(5)</sup>	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)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The security represents restricted stock units ("RSUs") granted to the Reporting Person. Each RSU represents a contingent right to receive one share of Class A Common Stock of the issuer. 100% of the RSUs will vest on the earlier of June 12, 2018 or the date of the Issuer's 2018 Annual Stockholder Meeting, subject to the Reporting Person's continued service as a director of the issuer as of the applicable vesting date.
- The Reporting Person has agreed to assign to Deer Management Co. LLC the right to any shares issuable pursuant to this grant or any proceeds from the sale thereof.
- As of the date of this filing, in addition to the reported shares, 3,548,975 Class B Common shares are held by Bessemer Venture Partners VII L.P. ("BVP VII"), 1,552,677 Class B Common shares are held by Bessemer Venture Partners VII Institutional L.P. ("BVP VII Inst"), 5,988,900 Class B Common shares are held by BVP Special Opportunity Fund VII L.P. ("BVP VII SOF") and 219,837 Class B Common shares are held by 15 Angels LLC ("BVP 15A" and together with BVP VII, BVP VII Inst and BVP VII SOF, the "Funds"). Each share of Class B Common Stock is convertible without payment or consideration into one share of Class A Common Stock at the option of the holder and has no expiration date. Mr. Deeter is a director of Deer VII & Co. Ltd. ("Deer VII Ltd"), the general partner of Deer VII & Co. L.P. ("Deer VII LP"), the general partner of each of the Funds.
- (Continued from Footnote 3) Mr. Deeter disclaims beneficial ownership of the securities held by the 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 VII Ltd, his interest in Deer VII LP, and his indirect limited partnership interest in the Funds.
- Includes 88,193 Class A Common shares and 87,988 Class A Common shares received by the Reporting Person in one or more pro rata distributions-in-kind from the Funds and Deer VII LP on February 14, 2017 and February 28, 2017, respectively, which distributions were made in accordance with the exemption afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.
- These shares are held by the Byron B. Deeter and Allison K. Deeter Trustees UTD July 28, 2000.

**Remarks:**

/s/ Byron Deeter 06/14/2017  
 \*\* 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.