SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEMENT OF CHANGES
obligations may continue. See Instruction 1(b).	Filed pursuant to Section 16(a)

Instruc	ction 1(b).			FI	iea purs or	suant te Sectio	o Sec in 30(tion 16(h) of the	a) of the	Secur ent C	ities Exchanç ompany Act o	ge Act of 1 of 1940	.934			is per re		0.5
1. Name and Address of Reporting Person* Smith Karyn				2.1	or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol <u>TWILIO INC</u> [TWLO]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title Other (specify					
(Last) (First) (Middle) C/O TWILIO INC. 101 SPEAR STREET, FIRST FLOOR					3. Date of Earliest Transaction (Month/Day/Year) 07/15/2020								X Officer (give title Other (specify below) below) General Counsel and Secretary					
(Street) SAN FRANC	ISCO C.	A	94105		- 4. i	f Amer	ndmei	nt, Date	of Origin	al File	ed (Month/Da	ıy/Year)	6. Lir	X Form f	filed by Or filed by M	ne Rep	g (Check Ap orting Perso n One Repo	n
(City)	(S	tate)	(Zip)															
1. Title of	L. Title of Security (Instr. 3) 2. Da			2. Transa Date	2. Transaction			2A. Deemed Execution Date, ar) if any			3. 4. Securities J Transaction Code (Instr. 8) Disposed Of (5. Amour Securitie Beneficia Owned F	5. Amount of Securities Beneficially Owned Following		Direct I Indirect E str. 4) 0	7. Nature of Indirect Beneficial Ownership
									Code	v	Amount	(A) or (D)	Price	Reported Transacti (Instr. 3 a	ion(s)			nstr. 4)
Class A (Common St	ock		07/15/2020				М		2,800	Α	\$33.0	1 46,0	65 ⁽¹⁾		D		
Class A (Common St	ock		07/15/2020					S ⁽²⁾		2,800	D	\$226.2	8 43,2	65 ⁽¹⁾		D	
Class A (Common St	ock												5,101 I		I S	By The Karyn Smith Revocable Frust ⁽³⁾	
1. Title of	2.	3. Transaction	Table II	(e.g.,	puts,		s, wa	arrants	s, optic		oosed of, convertib	ole secu	urities)				10	44.84
Derivative Security (Instr. 3)	Conversion	Date		n Date, Transac Code (In		ansaction of ode (Instr. Der Sec (A) Dis of ((Ins		of E		vorci	coblo ond	7. Title and Amo of Securities Underlying Derivative Secur (Instr. 3 and 4)				re Owne es Form: ally Direct or Ind eg (I) (Ins d tion(s)		
	or Exercise Price of Derivative Security	(Month/Day/Year)	if any	on Date, Day/Year)	Code (of Deri Sec Acq (A) Disp of (I (Ins	ivative urities urities or posed D) tr. 3, 4	6. Date E Expiratio (Month/I	on Dat	te ear)	of Securiti Underlying Derivative	ies g Security	8. Price of Derivative Security (Instr. 5)	9. Numb derivativ Securitie Benefici Owned Followin Reporter Transaci (Instr. 4)	ve es ally ng d tion(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirec Beneficial Ownershi (Instr. 4)
	Price of Derivative		if any		Code (of Deri Sec Acq (A) Disp of (I (Ins	ivative urities urities or posed D) tr. 3, 4	Expiration	on Dai Day/Ye	te ear) Expiration	of Securiti Underlying Derivative	ies g Security	Derivative Security	derivativ Securitie Benefici Owned Followin Reporter Transact	ve es ally ng d tion(s)	Ownership Form: Direct (D) or Indirect	of Indirec Beneficia Ownershi
Employee Stock Option (right to buy)	Price of Derivative		if any		Code (8)	(Instr.	of Deri Sec Acq (A) Oisp of (I (Ins and	ivative urities juired or posed D) tr. 3, 4 5)	Expiratio (Month/I	on Dai Day/Ye	te ear) Expiration	of Securiti Underlying Derivative (Instr. 3 an	es g Security nd 4) Amount or Number of	Derivative Security	derivativ Securitie Benefici Owned Followin Reporter Transact	ve es ally ng d tion(s)	Ownership Form: Direct (D) or Indirect	of Indirec Beneficial Ownershi
Employee Stock Option (right to	Price of Derivative Security	(Month/Day/Year)	if any		Code (8) Code	(Instr.	of Deri Sec Acq (A) Oisp of (I (Ins and	ivative urities juired or posed D) tr. 3, 4 5) (D)	Expiratio (Month/I	on Dai Day/Ye	te ear) Expiration Date	of Securiti Underlyin Derivative (Instr. 3 ar Title	es g Security d 4) Amount or Number of Shares	Derivative Security (Instr. 5)	derivativ Securitie Benefici Owned Followin Reporte Transact (Instr. 4)	ve es ally ng d tion(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirec Beneficia Ownershi
Employee Stock Option (right to buy) Employee Stock Option (right to	Price of Derivative Security \$33.01	(Month/Day/Year)	if any		Code (8) Code	(Instr.	of Deri Sec Acq (A) Oisp of (I (Ins and	ivative urities juired or posed D) tr. 3, 4 5) (D)	Expiration (Month/It) Date Exercise (4)	able	te ear) Expiration Date 02/19/2028	of Securiti Underlyin Derivative (Instr. 3 an Title Class A Common Stock	Amount or Number 2,800	Derivative Security (Instr. 5)	derivativ Securitie Benefici Owned Followin Reporte Transact (Instr. 4)	ve es sally ng d tion(s) 555	Dwnership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirec Beneficia Ownershi
Employee Stock Option (right to buy) Employee Stock Option (right to buy) Employee Stock Option (right to	Price of Derivative Security \$33.01 \$117.94	(Month/Day/Year)	if any		Code (8) Code	(Instr.	of Deri Sec Acq (A) Oisp of (I (Ins and	ivative urities juired or posed D) tr. 3, 4 5) (D)	Expiration (Month/I)	able	te ear) Expiration Date 02/19/2028 02/21/2030	of Securiti Underlyin Derivative (Instr. 3 an Title Class A Common Stock Class A Common Stock	ies g Security d 4) Amount or Number of Shares 2,800 22,933	Derivative Security (Instr. 5)	derivativ Securitie Benefici Owned Followin Reporte Transact (Instr. 4)	/e es es d d tion(s) 555 333 600	Downership Form: Direct (D) or Indirect (I) (Instr. 4) D	of Indirec Beneficial Ownershi

Explanation of Responses:

\$4.73

Employee Stock Option (right to

buy)

1. 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.

(10)

Class B

Common Stock⁽⁹⁾

10/28/2024

12,020

12,020

D

2. The sales reported were effected pursuant to a 10b5-1 trading plan adopted by the Reporting Person.

3. The Karyn Smith Revocable Trust U/A/D 9/15/06 Amended 12/23/11, Karyn Smith Trustee.

4. The shares subject to this option vest in 48 equal monthly installments, with the first installment on March 15, 2018, subject to the Reporting Person's continued service to the Issuer through each vesting date.

5. 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.

6. The stock option shall vest 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.

7. This 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 the Reporting Person's continued service to the Issuer through each vesting date.

8. The shares subject to this option vested in 48 equal monthly installments, commencing on February 15, 2016. The shares subject to the option are fully vested and exercisable by the Reporting Person. 9. 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.

10. 25% of the shares subject to this option vested on September 2, 2015, and the remaining shares subject to this option vested in 36 equal monthly installments thereafter. The shares subject to this option are fully vested and exercisable by the Reporting Person.

Remarks:

/s/ Shanti Ariker as attorney in fact for Reporting Person 07/17/2020

** 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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