

<b>OMB APPROVAL</b>	
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**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>Wagner Dana</u>  (Last) (First) (Middle) 101 SPEAR STREET, FIFTH FLOOR  (Street) SAN FRANCISCO CA 94105  (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Legal Officer, Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/22/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/22/2023		A		25,307 <sup>(1)</sup>	A	\$0	100,187 <sup>(2)</sup>	D	
Class A Common Stock	02/22/2023		A		50,613 <sup>(3)</sup>	A	\$0	150,800 <sup>(2)</sup>	D	
Class A Common Stock	02/22/2023		A		20,532 <sup>(4)</sup>	A	\$0	171,332 <sup>(2)</sup>	D	
Class A Common Stock	02/23/2023		S		5,761 <sup>(5)</sup>	D	\$63.8755 <sup>(6)</sup>	165,571 <sup>(2)</sup>	D	
Class A Common Stock	02/23/2023		S		2,400 <sup>(5)</sup>	D	\$64.9388 <sup>(7)</sup>	163,171 <sup>(2)</sup>	D	
Class A Common Stock	02/23/2023		S		300 <sup>(5)</sup>	D	\$65.68 <sup>(8)</sup>	162,871 <sup>(2)</sup>	D	

**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 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 vest as follows: 1/4 of the RSUs shall vest each quarter on March 31, June 30, September 30 and December 31, 2023, 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 shares reported in this transaction represent Restricted Stock Units. Each RSU represents the contingent right to receive one share of the Issuer's Class A common stock. The RSUs vest as follows: 33% of the RSUs shall vest in equal quarterly installments between the first and second anniversaries of January 1, 2023, 33% of the RSUs shall vest in equal quarterly installments between the second and third anniversaries of January 1, 2023, and 34% of the RSUs shall vest in equal quarterly installments between the third and fourth anniversaries of January 1, 2023, subject to the Reporting Person's continued service to the Issuer through each vesting date.
- Represents shares of Class A common stock issued upon settlement of performance-based restricted stock units ("PSUs") granted to the Reporting Person on March 21, 2022, which PSUs vested on February 22, 2023 upon certification by the Issuer's Compensation and Talent Management Committee that the applicable performance criteria was achieved.
- Represents the number of shares sold to cover the statutory tax withholding obligations in connection with the vesting of PSUs. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of minimum statutory tax withholding obligations to be funded by a "sell-to-cover" transaction and does not represent a discretionary sale by the Reporting Person.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.51 to \$64.49 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.57 to \$65.49 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.57 to \$65.79 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

**Remarks:**

/s/ Sarah DiLorenzo as attorney in fact for Reporting Person 02/24/2023

\*\* 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.**