

OMB APPROVAL	
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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* <b>Smith Karyn</b>  (Last) (First) (Middle) <b>C/O TWILIO INC.</b> <b>101 SPEAR STREET, FIRST FLOOR</b>  (Street) <b>SAN FRANCISCO CA 94105</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>TWILIO INC [ TWLO ]</b>	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) <b>General Counsel and Secretary</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>08/17/2020</b>	
		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	08/17/2020		G <sup>(1)</sup>		1,709	D	\$0	41,556 <sup>(2)</sup>	D	
Class A Common Stock	08/17/2020		G <sup>(3)</sup>		1,709	A	\$0	6,810	I	By The Karyn Smith Revocable Trust <sup>(4)</sup>
Class A Common Stock	08/17/2020		S		2,180 <sup>(5)</sup>	D	\$246.4609 <sup>(6)</sup>	39,376 <sup>(2)</sup>	D	
Class A Common Stock	08/17/2020		M		937	A	\$31.96	40,313 <sup>(2)</sup>	D	
Class A Common Stock	08/17/2020		M		1,863	A	\$33.01	42,176 <sup>(2)</sup>	D	
Class A Common Stock	08/17/2020		S <sup>(7)</sup>		2,800	D	\$243.54	39,376 <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						Title
Employee Stock Option (right to buy)	\$33.01	08/17/2020		M		1,863		(8)	02/19/2028	Class A Common Stock	1,863	\$0	23,092	D	
Employee Stock Option (right to buy)	\$31.96	08/17/2020		M		937		(9)	02/09/2027	Class A Common Stock	937	\$0	15,043	D	
Employee Stock Option (right to buy)	\$117.94							(10)	02/21/2030	Class A Common Stock	22,933		22,933	D	
Employee Stock Option (right to buy)	\$111.32							(11)	01/30/2029	Class A Common Stock	27,060		27,060	D	

**Explanation of Responses:**

- Represents shares that were contributed by the Reporting Person to the Reporting Person's trust.
- 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.
- Represents the shares received by the Reporting Person's trust.
- The Karyn Smith Revocable Trust U/A/D 9/15/06 Amended 12/23/11, Karyn Smith Trustee.
- Represents the number of shares sold to cover the statutory tax withholding obligations in connection with the vesting of RSUs. 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.

6. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$246.375 to \$246.595 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.

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

8. 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.

9. 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.

10. 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.

11. 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.

**Remarks:**

[/s/ Shanti Ariker as attorney in fact for Reporting Person](#)      08/19/2020

\*\* 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.**