Class B

Common Stock<sup>(12)</sup>

(12)

12/01/2021

M

10,957

(12)

FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPROVAL											
I	OMB Number:	3235-0287										
	Estimated average burden											

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations are 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													0.5							
1 Name a	- d A ddun	Danastina Danas*			_							1 01 194	J	5 Re	ationshin of	Renortin	n Perso	n(s) to Iss	ıer	
1. Name and Address of Reporting Person* Smith Karyn							2. Issuer Name <b>and</b> Ticker or Trading Symbol TWILIO INC [ TWLO ]								Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director  10% Owner					
																give title		Other (		
(Last) (First) (Middle)						Date of Earliest Transaction (Month/Day/Year)									X Officer (give title Other (specify below)  General Counsel and Secretary					
	ILIO INC.		2/01/2	2021						General Counser and Secretary										
101 SPE	AR STREE	T, FIRST FLOC	)R									$\perp$								
(Street)			_ 4.	. If Ame	endment,	Date of	Orig	ginal File	ed (Month/Da	ay/Year	)	6. Ind Line)	6. Individual or Joint/Group Filing (Check Applicable Line)							
SAN	C								X	X Form filed by One Reporting Person										
FRANCISCO CA 94105													Form filed by More than One Reporting Person							
(City)	(S																			
		Ta	ble I -	Non-De	rivati	ve Se	ecuritie	s Acc	quir	ed, D	isposed (	of, or	Benef	icially	Owned					
1. Title of	Security (Inst	r. 3)		2. Transac	tion		Deemed	3.	_		. Securities /			isposed	5. Amount				7. Nature of	
Date (Month/Day/Ye				ıy/Year)	ear) Execution Date, if any (Month/Day/Year)		Co	Transaction Code (Instr. 8)		Of (D) (Instr. 3, 4 and 5)				Beneficial	Securities Beneficially Owned Following		ndirect B	ndirect Beneficial Ownership		
						(WOITII/Day		Co		V A	Amount		Price		Reported Transactio		(1) (1118		Instr. 4)	
										V   F		(D)			(Instr. 3 ar	nd 4)				
Class A (	Common Sto	ock ————————————————————————————————————		12/01/	2021	<u> </u>			3		22,977	A	\$0		42,47	476 <sup>(1)</sup>		D		
Class A (	Common Sto	ock		12/01/	2021			M	Л		8,975	A	\$31.96		51,451(1)			D		
Class A (	Common Sto	ock		12/01/	2021			M	М		11,931	A	\$33.01		63,382(1)		D			
Class A (	Common Sto	ock		12/01/	2021			N	И		5,675	A	\$117.94		69,057(1)		D			
Class A (	Common Sto	ock		12/01/	2021			S	5		6,877	D	\$267.4097(2)		62,180 <sup>(1)</sup>			D		
Class A (	Common Sto	ock		12/01/	2021			S	5		2,071	D	\$268	.3001(3)	60,10	60,109(1)		D		
Class A (	Common Sto	ock		12/01/	2021			5			9,593	D	\$272.3778 <sup>(4)</sup>		50,516 <sup>(1)</sup>			D		
Class A (	Common Sto	ock		12/01/	2021	1			5		4,400	D	\$273.5811 <sup>(5)</sup>		46,11	116(1)		D		
Class A (	Common Sto	ock		12/01/	2021	1			5		3,221	D	\$274.606 <sup>(6)</sup>		42,89	42,895(1)		D		
Class A Common Stock 12/01/20					2021	1			5		7,406	D	\$275.6896(7)		35,489(1)		D			
Class A (	Common Sto	ock		12/01/	2021	1			5		5,080	D	\$276.7747(8)		30,409(1)		D			
Class A (	Common Sto	ock		12/01/	2021			S	5		1,000	D	\$277	7.335 <sup>(9)</sup>	29,40	)9(1)		D		
																			By The	
Class A Common Stock															5,1	01			Karyn Smith	
Saus II Common Stock																		Re		
																			Γrust <sup>(10)</sup>	
			Table								posed of				wned					
1. Title of 2. 3. Transaction 3A. Deemed 4.						5. Number			6. 1	Date Exe	ercisable and	7. Т	itle and A	Amount	8. Price of	9. Numb		10.	11. Nature	
Derivative Security (Instr. 3)	Conversion or Exercise Price of	Date (Month/Day/Year)	if any			action (Instr.			Expiration Da (Month/Day/\		Date y/Year)	rear) Und		- 1	Derivative Security (Instr. 5)	derivative Securities Beneficially	es	Ownership Form: Direct (D)	Beneficial	
(	Derivative Security		(Month		"	Disposed o		d of	í			Derivative S (Instr. 3 and			(	Owned Followin	ng	or Indirect (I) (Instr. 4	(Instr. 4)	
							ànd 5)		┡							Reporte Transac	tion(s)			
													0	lmount or lumber		(Instr. 4)				
					Code	v	(A)	(D)	Da Ex	te ercisabl	Expiratio e Date	n Title	0	f Shares						
Employee Stock												CI.	iss B							
Stock   Option   \$4.73   12/01/2021   (right to		М				12,020	0 (11)		10/28/202	24 Cor		2,020	\$0	0		D				
buy)									-	_	$\perp$									
Class B Common (12) 12/01/2021 M.				M		12,020			(12)	(12)	Cor		2,020	\$0	12,0	20	D			
Stock <sup>(12)</sup> Employee					<u> </u>				$\vdash$		+	Si	ock						-	
Stock					M			10,957		(13)	12/30/202	25 Cor		0,957	\$0	0		D		
(right to buy)				12/01/2021 M								Stock <sup>(12)</sup>								

Class A Common Stock

10,957

22,977

D

(12)

	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. Transa Code ( 8)		5. Numl Derivati Securiti Acquire Dispose (D) (Ins	ive ies ed (A) or ed of	6. Date Exerc Expiration Day/\(Month/Day/\)	ate	7. Title an of Securit Underlyin Derivative (Instr. 3 an	ies g Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	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	Amount or Number of Shares		(Instr. 4)		
Class B Common Stock <sup>(12)</sup>	(12)	12/01/2021		С			22,977	(12)	(12)	Class A Common Stock	22,977	\$0	0	D	
Employee Stock Option (right to buy)	\$31.96	12/01/2021		М			8,975	(14)	02/09/2027	Class A Common Stock	8,975	\$0	0	D	
Employee Stock Option (right to buy)	\$33.01	12/01/2021		М			11,931	(15)	02/19/2028	Class A Common Stock	11,931	\$0	3,849	D	
Employee Stock Option (right to buy)	\$117.94	12/01/2021		М			5,675	(16)	02/21/2030	Class A Common Stock	5,675	\$0	17,258	D	
Employee Stock Option (right to buy)	\$111.32							(17)	01/30/2029	Class A Common Stock	18,040		18,040	D	

Table II Davivetive Convities Assuired Disposed of or Beneficially Owned

## **Explanation of Responses:**

- 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.
- 2. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$267 to \$267.91 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.
- 3. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$268.02 to \$268.495 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.
- 4. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$272.1 to \$273.09 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.
- 5. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$273.23 to \$273.98 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.
- 6. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$274.24 to \$275.196 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 reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$275.27 to \$276.175 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.
- 8. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$276.28 to \$277.235 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.
- 9. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$277.29 to \$277.38 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.
- 10. The Karyn Smith Revocable Trust U/A/D 9/15/06 Amended 12/23/11, Karyn Smith Trustee.
- 11. This stock option grant became fully vested on September 2, 2018.
- 12. 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.
- 13. This stock option grant became fully vested on January 15, 2020.
- $14.\ This$  stock option grant became fully vested on January 1, 2021.
- 15. 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.
- 16. The shares subject to the stock option 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 the 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.
- 17. 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/ Mariam Sattar as attorney in fact for Reporting Person

12/03/2021

\*\* 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.