

| 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* <u>Lawson Jeff</u> | | | 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 <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>10/16/2017</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| <u>C/O TWILIO INC.</u> <u>375 BEALE STREET, SUITE 300</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) <u>SAN FRANCISCO CA 94105</u> | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | |

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 | | | |

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 |
| Class B Common Stock ⁽¹⁾ | (1) | 10/16/2017 | | F ⁽²⁾ | | 6,197 | | (1) | (1) | Class A Common Stock | 6,197 | \$0 | 112,553 ⁽³⁾ | D | |
| Class B Common Stock ⁽¹⁾ | (1) | | | | | | | (1) | (1) | Class A Common Stock | 740,364 | | 740,364 | I | By Lawson 2014 GRAT ⁽⁴⁾ |
| Class B Common Stock ⁽¹⁾ | (1) | | | | | | | (1) | (1) | Class A Common Stock | 323,170 | | 323,170 | I | By Lawson 2014 Irrevocable Trust ⁽⁵⁾ |
| Class B Common Stock ⁽¹⁾ | (1) | | | | | | | (1) | (1) | Class A Common Stock | 6,110,720 | | 6,110,720 | I | By Lawson Revocable Trust ⁽⁶⁾ |
| Employee Stock Option (right to buy) | \$10.09 | | | | | | | (7) | 12/30/2025 | Class B Common Stock ⁽¹⁾ | 316,667 | | 316,667 | D | |
| Employee Stock Option (right to buy) | \$31.96 | | | | | | | (8) | 02/09/2027 | Class A Common Stock | 163,890 | | 163,890 | D | |

Explanation of Responses:

- 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.
- Represents shares of Class B common stock that were withheld by the Issuer to satisfy tax withholding obligations of the Reporting Person in connection with the vesting of RSUs.
- A portion of these shares represent Restricted Stock Units ("RSU's). Each RSU represents a contingent right to receive one share of Issuer's Class B Common Stock.
- Jeffrey Gordon Lawson Trustee of the Lawson 2014 GRAT dated 12/29/14.
- JP Morgan Trust Company of Delaware Trustee U/A 12/29/14 Lawson 2014 Irrevocable Trust.
- Erica Freeman Lawson and Jeffrey Gordon Lawson Trustees of the Lawson Revocable Trust dated 10/2/11.
- The shares subject to this option vest in 48 equal monthly installments, with the first installment on February 15, 2016, subject to the Reporting Person's continuous service to the Issuer on each such date. The option is early exercisable by the Reporting Person.
- The Stock Option ("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 continued service to the Issuer through each vesting date.

/s/ Mariam Sattar as attorney in fact for Reporting Person 10/18/2017

** 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.