

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Shipchandler Khozema</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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Chief Financial Officer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/30/2021</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			
C/O TWILIO INC. 101 SPEAR STREET, FIRST FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
SAN FRANCISCO CA 94105									

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	06/30/2021		M		4,841	A	\$117.94	84,982 ⁽¹⁾	D	
Class A Common Stock	06/30/2021		S ⁽²⁾		4,841	D	\$400.18	80,141 ⁽¹⁾	D	
Class A Common Stock	06/30/2021		S		1,015 ⁽³⁾	D	\$394.4833 ⁽⁴⁾	79,126 ⁽¹⁾	D	
Class A Common Stock	06/30/2021		S		200 ⁽³⁾	D	\$394.89 ⁽⁵⁾	78,926 ⁽¹⁾	D	
Class A Common Stock	07/01/2021		M		3,225	A	\$76.63	82,151 ⁽¹⁾	D	
Class A Common Stock	07/01/2021		S ⁽²⁾		3,225	D	\$396	78,926 ⁽¹⁾	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						Amount or Number of Shares
Employee Stock Option (right to buy)	\$117.94	06/30/2021		M			4,841	(6)	02/21/2030	Class A Common Stock	4,841	\$0	48,999	D	
Employee Stock Option (right to buy)	\$76.63	07/01/2021		M			3,225	(7)	10/31/2028	Class A Common Stock	3,225	\$0	54,746	D	
Employee Stock Option (right to buy)	\$377.59							(8)	02/24/2031	Class A Common Stock	18,126		18,126	D	

Explanation of Responses:

- 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.
- The sales reported were executed under the Reporting Person's 10b5-1 trading plan, dated as of 9/7/2020.
- 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$393.8600 to \$394.7800 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 \$394.8700 to \$394.9100 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 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.
- The shares subject to the stock option vest as follows: 25% of the stock option shall vest on November 1, 2019, and the remaining shares subject to the stock option shall vest in equal monthly installments over the following three years, subject to the Reporting Person's continued service to the Issuer through each vesting date.
- 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, 2020, 33% of the stock option shall vest in equal quarterly installments between the second and third anniversaries of December 31, 2020 and 34% of the stock option shall vest in equal quarterly installments between the third and fourth anniversaries of December 31, 2020, 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 07/02/2021

** 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.

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Karyn Smith, Sara DiLorenzo, Mariam Sattar, and Bryan Warner, signing singly, and with

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Twilio Inc. (the "Company")

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be

The undersigned hereby grants to each such attorney-in-fact, acting singly, full power and authority to do and perform any and every act a

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file such forms with respect to

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of June 16, 2021.

/s/ Khozema Shipchandler