

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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>Bessemer Venture Partners VII L.P.</u> (Last) (First) (Middle) C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 (Street) LARCHMONT NY 10538 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/01/2019	3. Issuer Name and Ticker or Trading Symbol <u>TWILIO INC [TWLO]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class B Common Stock	(1)	(1)	Class A Common Stock	6,169,303	0.00 ⁽¹⁾	I	See footnotes ⁽²⁾⁽³⁾⁽⁴⁾

1. Name and Address of Reporting Person* <u>Bessemer Venture Partners VII L.P.</u> (Last) (First) (Middle) C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 (Street) LARCHMONT NY 10538 (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Bessemer Venture Partners VII Institutional L.P.</u> (Last) (First) (Middle) C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 (Street) LARCHMONT NY 10538 (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>BVP VII SPECIAL OPPORTUNITY FUND LP</u> (Last) (First) (Middle) C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 (Street) LARCHMONT NY 10538 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
15 Angels LLC		
(Last)	(First)	(Middle)
C/O BESSEMER VENTURE PARTNERS		
1865 PALMER AVE., SUITE 104		
(Street)		
LARCHMONT	NY	10538
(City)		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Deer VII & Co. L.P.		
(Last)	(First)	(Middle)
C/O BESSEMER VENTURE PARTNERS		
1865 PALMER AVENUE, SUITE 104		
(Street)		
LARCHMONT	NY	10538
(City)		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Deer VII & Co. Ltd.		
(Last)	(First)	(Middle)
C/O BESSEMER VENTURE PARTNERS		
1865 PALMER AVENUE, SUITE 104		
(Street)		
LARCHMONT	NY	10538
(City)		
(City)	(State)	(Zip)

Explanation of Responses:

- Each share of Class B Common Stock is convertible without payment or consideration into one share of Class A Common Stock at the option of the holder and has no expiration date.
- Represents 1,935,805 shares of Class B Common Stock held by Bessemer Venture Partners VII L.P. ("BVP VII"), 846,915 shares of Class B Common Stock held by Bessemer Venture Partners VII Institutional L.P. ("BVP VII Inst"), 3,266,672 shares of Class B Common Stock held by BVP VII Special Opportunity Fund L.P. ("BVP VII SOF") and 119,911 shares of Class B Common Stock held by 15 Angels LLC, a wholly-owned subsidiary of BVP VII Inst ("BVP 15A" and, together with BVP VII, BVP VII Inst and BVP VII SOF, the "BVP VII Funds").
- Deer VII & Co. Ltd. ("Deer VII Ltd.") is the general partner of Deer VII & Co. L.P. ("Deer VII L.P." and, together with the BVP VII Funds and Deer VII Ltd., the "BVP VII Entities"), which is the general partner of each of BVP VII, BVP VII Inst and BVP VII SOF. Deer VII Ltd. and VII Deer L.P. disclaim beneficial ownership of the securities held by the BVP VII Funds, and this report shall not be deemed an admission that Deer VII Ltd. and Deer VII L.P. are the beneficial owners of such securities, except to the extent of their pecuniary interest therein, if any, by virtue of their direct and indirect general partner interests in the BVP VII Funds.
- Byron Deeter is a director of Twilio Inc. ("Twilio"). Mr. Deeter also is a director of Deer VII Ltd. Mr. Deeter also is a director of Deer VIII & Co. Ltd. ("Deer VIII Ltd."), which is the general partner of Deer VIII & Co. L.P. ("Deer VIII L.P."), which is the general partner of Bessemer Venture Partners VIII Institutional L.P. ("BVP VIII Inst") and Bessemer Venture Partners VIII L.P. ("BVP VIII" and, together with BVP VIII Inst, Deer VIII Ltd. and Deer VIII L.P., the "BVP VIII Entities"). Mr. Deeter serves as a representative of the BVP VII Entities and the BVP VIII Entities on the Board of Directors of Twilio.

Remarks:

[/s/ Scott Ring, General Counsel, Deer VII & Co. Ltd., the General Partner of Deer VII & Co. L.P., the General Partner of Bessemer Venture Partners VII L.P.](#) 02/01/2019

[/s/ Scott Ring, General Counsel, Deer VII & Co. Ltd., the General Partner of Deer VII & Co. L.P., the General Partner of Bessemer Venture Partners VII Institutional L.P.](#) 02/01/2019

[/s/ Scott Ring, General Counsel, Deer VII & Co. Ltd., the General Partner of Deer VII & Co. L.P., the General Partner of BVP VII Special Opportunity Fund L.P.](#) 02/01/2019

[/s/ Scott Ring, General Counsel, Deer VII & Co. Ltd.](#) 02/01/2019

[/s/ Scott Ring, General Counsel, Deer VII & Co. Ltd.](#) 02/01/2019

the General Partner of Deer VII
& Co. L.P.

/s/ Scott Ring, Authorized
Person of 15 Angels LLC

02/01/2019

** 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 5 (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.