

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 AVE., SUITE 104 (Street) LARCHMONT NY 10538 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/22/2016	3. Issuer Name and Ticker or Trading Symbol <u>TWILIO INC [TWLO]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 06/22/2016 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

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)
Common Stock ⁽¹⁾	128,375	I	See footnotes ⁽²⁾⁽³⁾

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			
Series A Preferred Stock	(4)	(4)	Common Stock ⁽¹⁾	436,994	(4)	I	See footnotes ⁽²⁾⁽⁴⁾
Series B Preferred Stock	(5)	(5)	Common Stock ⁽¹⁾	8,728,534	(5)	I	See footnotes ⁽²⁾⁽⁵⁾
Series C Preferred Stock	(6)	(6)	Common Stock ⁽¹⁾	6,025,808	(6)	I	See footnotes ⁽²⁾⁽⁶⁾
Series D Preferred Stock	(7)	(7)	Common Stock ⁽¹⁾	5,156,216	(7)	I	See footnotes ⁽²⁾⁽⁷⁾
Series E Preferred Stock	(8)	(8)	Common Stock ⁽¹⁾	88,417	(8)	I	See footnotes ⁽²⁾⁽⁸⁾

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

1. Name and Address of Reporting Person* <u>Deer VII & Co. L.P.</u>
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(Last) (First) (Middle)
[C/O BESSEMER VENTURE PARTNERS 1865
PALMER AVE., SUITE 104](#)

(Street)
[LARCHMONT NY 10538](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[BVP VII SPECIAL OPPORTUNITY FUND LP](#)

(Last) (First) (Middle)
[C/O BESSEMER VENTURE PARTNERS 1865
PALMER AVE., SUITE 104](#)

(Street)
[LARCHMONT NY 10538](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Bessemer Venture Partners VII Institutional L.P.](#)

(Last) (First) (Middle)
[C/O BESSEMER VENTURE PARTNERS 1865
PALMER AVE., SUITE 104](#)

(Street)
[LARCHMONT NY 10538](#)

(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) (State) (Zip)

Explanation of Responses:

- Immediately prior to the closing of the Issuer's initial public offering and following the conversion of each series of the Issuer's convertible preferred stock into Common Stock, each share of Common Stock will be reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
- Deer VII & Co. Ltd. ("Deer Ltd.") is the general partner of Deer VII & Co. L.P. ("Deer L.P."), which is the general partner of Bessemer Venture Partners VII Institutional LP ("BVP VII Inst"), Bessemer Venture Partners VII, LP ("BVP VII") and BVP VII Special Opportunity Fund LP. 15 Angels, LLC is a wholly owned subsidiary of BVP VII Inst. ("BVP VII SOF", together with 15 Angels, LLC, BVP VII Inst and BVP VII, collectively, the "Funds"). Deer Ltd. and Deer L.P. disclaim beneficial ownership of the securities held by the Funds, and this report shall not be deemed an admission that Deer Ltd. and Deer 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 Funds.
- As of the date hereof, BVP VII Inst, BVP VII and BVP VII SOF own 17,972 shares, 41,080 shares and 69,323 shares, respectively, of Common Stock.
- The Series A Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series A Preferred Stock will be converted into shares of Common Stock of the Issuer. As of the date hereof, 15 Angels LLC, BVP VII Inst, BVP VII and BVP VII SOF own 399,702 shares, 5,220 shares, 11,934 shares and 20,138 shares, respectively, of Series A Preferred Stock.
- The Series B Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series B Preferred Stock will be converted into shares of Common Stock of the Issuer. As of the date hereof, BVP VII Inst, BVP VII and BVP VII SOF own 1,221,994 shares, 2,793,130 shares and 4,713,410 shares, respectively, of Series B Preferred Stock.
- The Series C Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series C Preferred Stock will be converted into shares of Common Stock of the Issuer. As of the date hereof, BVP VII Inst, BVP VII and BVP VII SOF own 843,614 shares, 1,928,258 shares and 3,253,936 shares, respectively, of Series C Preferred Stock.
- The Series D Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series D Preferred Stock will be converted into shares of Common Stock of the Issuer. As of the date hereof, BVP VII Inst, BVP VII and BVP VII SOF own 721,870 shares, 1,649,988 shares and 2,784,358 shares, respectively, of Series D Preferred Stock.
- The Series E Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series E Preferred Stock will be converted into shares of Common Stock of the Issuer. As of the date hereof, BVP VII Inst, BVP VII and BVP VII SOF own 12,378 shares, 28,293 shares and 47,746 shares, respectively, of Series E Preferred Stock.

Remarks:

This filing amends and restates the Form 3 filed by the Reporting Persons on 6/22/16 (accession number 0001104659-16-128875). The original filing inadvertently omitted 15 Angels LLC from the list of Reporting Persons. This filing adds 15 Angels LLC as a Reporting Person but is otherwise unchanged.

[/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.](#) 06/23/2016

/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. 06/23/2016

/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. 06/23/2016

/s/Scott Ring, General Counsel, Deer VII & Co. Ltd., the General Partner of Deer VII & Co. L.P. 06/23/2016

/s/ Scott Ring, General Counsel, Deer VII & Co. Ltd 06/23/2016

/s/ Scott Ring, Authorized Person 06/23/2016

** 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.