

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>Deeter Byron B</u>  (Last) (First) (Middle) <u>C/O BESSEMER VENTURE PARTNERS</u> <u>1865 PALMER AVENUE, SUITE 104</u>  (Street) <u>LARCHMONT NY 10538</u>  (City) (State) (Zip)	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 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/26/2016</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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	10/26/2016		S		0 <sup>(1)</sup>	D	\$0.00 <sup>(1)</sup>	0	I	See Footnote <sup>(2)</sup>

**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					

**Explanation of Responses:**

1. Pursuant to an underwriting agreement and in connection with the registered public offering of shares of the Issuer's Class A Common Stock, pursuant to a final prospectus dated October 20, 2016, which offering was consummated on October 26, 2016, the Funds (as defined below) sold an aggregate of 3,084,651 shares of Class A Common Stock. Bessemer Venture Partners VII Institutional LP ("BVP VII Inst") sold 423,457 shares of Class A Common Stock, Bessemer Venture Partners VII, LP ("BVP VII") sold 967,902 shares of Class A Common Stock, BVP VII Special Opportunity Fund LP ("BVP VII SOF") sold 1,633,337 shares of Class A Common Stock, and 15 Angels, LLC ("15 Angels" and, together with BVP VII SOF, BVP VII Inst and BVP VII, the "Funds") sold 59,955 shares of Class A Common Stock, each at a sale price of \$38.60.

2. The Reporting Person is a director of Deer VII & Co. Ltd., which is the general partner of Deer VII & Co. L.P., which is the general partner of BVP VII Inst, BVP VII and BVP VII SOF. 15 Angels is a wholly-owned subsidiary of BVP VII Inst. The Reporting Person disclaims beneficial ownership of the securities held by the Funds, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities, except to the extent of his pecuniary interest, if any, in the securities by virtue of his interest in Deer VII & Co. Ltd., his interest in Deer VII & Co. L.P. and his indirect limited partnership interest in the Funds.

**Remarks:**

/s/ Byron Deeter 10/27/2016  
 \*\* 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 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.