

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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. Issuer Name and Ticker or Trading Symbol <u>TWILIO INC [ TWLO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/28/2016	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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			
Common Stock	06/28/2016		J <sup>(9)</sup>		128,375	D	<sup>(9)</sup>	0	I	See footnotes <sup>(2)(3)</sup>
Common Stock <sup>(1)</sup>	06/28/2016		C		436,994	A	\$0	565,369	I	See footnotes <sup>(2)(4)</sup>
Common Stock <sup>(1)</sup>	06/28/2016		C		8,728,534	A	\$0	9,293,903	I	See footnotes <sup>(2)(5)</sup>
Common Stock <sup>(1)</sup>	06/28/2016		C		6,025,808	A	\$0	15,319,711	I	See footnotes <sup>(2)(6)</sup>
Common Stock <sup>(1)</sup>	06/28/2016		C		5,156,216	A	\$0	20,475,927	I	See footnotes <sup>(2)(7)</sup>
Common Stock <sup>(1)</sup>	06/28/2016		C		88,417	A	\$0	20,564,344	I	See footnotes <sup>(2)(8)</sup>
Common Stock	06/28/2016		J <sup>(9)</sup>		20,564,344	D	<sup>(10)</sup>	0	I	See footnote <sup>(2)(11)</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	Title	Amount or Number of Shares				
Series A Preferred Stock	<sup>(1)</sup>	06/28/2016		C			436,994	<sup>(1)</sup>	<sup>(1)</sup>	Common Stock	436,994	\$0.00	0	I	See footnotes <sup>(2)(4)</sup>
Series B Preferred Stock	<sup>(1)</sup>	06/28/2016		C			8,728,534	<sup>(1)</sup>	<sup>(1)</sup>	Common Stock	8,728,534	\$0.00	0	I	See footnotes <sup>(2)(5)</sup>
Series C Preferred Stock	<sup>(1)</sup>	06/28/2016		C			6,025,808	<sup>(1)</sup>	<sup>(1)</sup>	Common Stock	6,025,808	\$0.00	0	I	See footnotes <sup>(2)(6)</sup>
Series D Preferred Stock	<sup>(1)</sup>	06/28/2016		C			5,156,216	<sup>(1)</sup>	<sup>(1)</sup>	Common Stock	5,156,216	\$0.00	0	I	See footnotes <sup>(2)(7)</sup>
Series E Preferred Stock	<sup>(1)</sup>	06/28/2016		C			88,417	<sup>(1)</sup>	<sup>(1)</sup>	Common Stock	88,417	\$0.00	0	I	See footnotes <sup>(2)(8)</sup>
Class B Common Stock	<sup>(10)</sup>	06/28/2016		J <sup>(9)</sup>			20,564,344	<sup>(10)</sup>	<sup>(10)</sup>	Class A Common Stock	20,564,344	\$0.00	20,564,344	I	See footnotes <sup>(2)(11)</sup>

1. Name and Address of Reporting Person\*  
Bessemer Venture Partners VII 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*		
<a href="#">Deer VII &amp; Co. Ltd.</a>		
(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*		
<a href="#">Deer VII &amp; Co. L.P.</a>		
(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*		
<a href="#">BVP VII SPECIAL OPPORTUNITY FUND LP</a>		
(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*		
<a href="#">Bessemer Venture Partners VII Institutional L.P.</a>		
(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*		
<a href="#">15 Angels LLC</a>		
(Last)	(First)	(Middle)
C/O BESSEMER VENTURE PARTNERS		
1865 PALMER AVE., SUITE 104		
(Street)		
LARCHMONT	NY	10538
(City)		
(State)	(Zip)	

**Explanation of Responses:**

- The aggregate number of shares of Issuer's Preferred Stock held by the Reporting Person converted into Common Stock immediately prior to the closing of the Issuer's initial public offering and has no expiration date. These shares converted into Common Stock on a 1-for-1 basis.
- 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 ("BVP VII SOF"). 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.
- 17,972 of these shares were owned directly by BVP VII Inst, 41,080 shares were owned directly by BVP VII and 69,323 shares were owned directly by BVP VII SOF.
- Reflects the conversion of the Issuer's Preferred Stock into Common Stock on a 1-for-1 basis, which became effective immediately prior to the closing of the Issuer's initial public offering. 399,702 of these shares were owned directly by 15 Angels LLC, 5,220 of these shares were owned directly by BVP VII Inst, 11,934 of these shares were owned directly by BVP VII and 20,138 of these shares were owned directly by BVP VII SOF.
- Reflects the conversion of the Issuer's Preferred Stock into Common Stock on a 1-for-1 basis, which became effective immediately prior to the closing of the Issuer's initial public offering. 1,221,994 of these shares were owned directly by BVP VII Inst, 2,793,130 of these shares were owned directly by BVP VII and 4,713,410 of these shares were owned directly by BVP VII SOF.
- Reflects the conversion of the Issuer's Preferred Stock into Common Stock on a 1-for-1 basis, which became effective immediately prior to the closing of the Issuer's initial public offering. 843,614 of these shares were owned directly by BVP VII Inst, 1,928,258 of these shares were owned directly by BVP VII and 3,253,936 of these shares were owned directly by BVP VII SOF.
- Reflects the conversion of the Issuer's Preferred Stock into Common Stock on a 1-for-1 basis, which became effective immediately prior to the closing of the Issuer's initial public offering. 721,870 of these shares were owned directly by BVP VII Inst, 1,649,988 of these shares were owned directly by BVP VII and 2,784,358 of these shares were owned directly by BVP VII SOF.
- Reflects the conversion of the Issuer's Preferred Stock into Common Stock on a 1-for-1 basis, which became effective immediately prior to the closing of the Issuer's initial public offering. 12,378 of these shares were owned directly by BVP VII Inst, 28,293 of these shares were owned directly by BVP VII and 47,746 of these shares were owned directly by BVP VII SOF.
- 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 was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
- 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.

11. 399,702 of these shares are owned directly by 15 Angels, LLC, 2,823,048 of these shares are owned directly by BVP VII Inst, 6,452,683 of these shares are owned directly by BVP VII and 10,888,911 of these shares are owned directly by BVP VII SOF.

/s/ Scott Ring, General Counsel,  
Deer VII & Co. Ltd., the General  
Partner of Deer VII & Co. L.P., the 06/28/2016  
General Partner of Bessemer  
Venture Partners VII L.P.

/s/Scott Ring, General Counsel,  
Deer VII & Co. Ltd., the General  
Partner of Deer VII & Co. L.P., the 06/28/2016  
General Partner of Bessemer  
Venture Partners VII Institutional  
L.P.

/s/Scott Ring, General Counsel,  
Deer VII & Co. Ltd., the General  
Partner of Deer VII & Co. L.P., the 06/28/2016  
General Partner of BVP VII  
Special Opportunity Fund L.P.

/s/Scott Ring, General Counsel,  
Deer VII & Co. Ltd., the General 06/28/2016  
Partner of Deer VII & Co. L.P

/s/ Scott Ring, General Counsel, 06/28/2016  
Deer VII & Co. Ltd

/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 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.

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