

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>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. 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) 10/20/2016	
	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			
Class A Common Stock	10/20/2016		C ⁽¹⁾		3,084,651 ⁽³⁾	A	\$0.00 ⁽¹⁾	3,084,651 ⁽³⁾	I	See footnote ⁽²⁾

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
Class B Common Stock	(1)	10/20/2016		C		3,084,651 ⁽³⁾		(1)	(1)	Class A Common Stock	3,084,651	\$0.00	17,479,693 ⁽⁴⁾	I	See footnote ⁽²⁾

1. Name and Address of Reporting Person*
Bessemer Venture Partners VII L.P.
 (Last) (First) (Middle)
 C/O BESSEMER VENTURE PARTNERS
 1865 PALMER AVENUE, SUITE 104
 (Street)
 LARCHMONT NY 10538
 (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) (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) (State) (Zip)

(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 AVENUE, 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 AVENUE, 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:

- 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.
- 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 ("15 Angels" and, together with BVP VII SOF, BVP VII Inst and BVP VII, the "Funds") is a wholly owned subsidiary of BVP VII Inst. 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.
- 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 is expected to be consummated on or about October 26, 2016, BVP VII Inst converted 423,457 shares of Class B Common Stock into Class A Common Stock, BVP VII converted 967,902 shares of Class B Common Stock into Class A Common Stock, BVP VII SOF converted 1,633,337 shares of Class B Common Stock into Class A Common Stock, and 15 Angels converted 59,955 shares of Class B Common Stock into Class A Common Stock.
- After the reported transaction, BVP VII Inst owned 2,399,591 shares of the Class B Common Stock, BVP VII owned 5,484,781 shares of Class B Common Stock, BVP VII SOF owned 9,255,574 shares of Class B Common Stock, and 15 Angels owned 339,747 shares of Class B Common Stock.

Remarks:

[/s/Scott Ring, General Counsel,
Deer VII & Co. Ltd., the General
Partner of Deer VII & Co. L.P., 10/24/2016
the 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., 10/24/2016
the 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., 10/24/2016
the General Partner of BVP VII
Special Opportunity Fund L.P.](#)

[/s/Scott Ring, General Counsel,
Deer VII & Co. Ltd., the General
Partner of Deer VII & Co. L.P.](#)

[/s/Scott Ring, General Counsel, 10/24/2016
Deer VII & Co. Ltd](#)

[/s/Scott Ring, Authorized Person 10/24/2016
of 15 Angels LLC](#)

** 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.