

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>UNION SQUARE VENTURES 2008 LP</u>			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) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/28/2016</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
915 BROADWAY, 19TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NEW YORK NY 10010</u>								
(City) (State) (Zip)								

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 ⁽¹⁾	06/28/2016		C		7,122,508	A	\$0	7,122,508	D ⁽²⁾	
Common Stock ⁽¹⁾	06/28/2016		C		1,607,762	A	\$0	8,730,270	D ⁽²⁾	
Common Stock ⁽¹⁾	06/28/2016		C		1,087,992	A	\$0	9,818,262	D ⁽²⁾	
Common Stock ⁽¹⁾	06/28/2016		J		9,818,262	D	\$0	0 ⁽³⁾	D ⁽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	Amount or Number of Shares				
Series A Preferred Stock	(4)	06/28/2016		C			7,122,508	(4)	(4)	Common Stock	7,122,508	\$0	0	D ⁽²⁾	
Series B Preferred Stock	(4)	06/28/2016		C			1,607,762	(4)	(4)	Common Stock	1,607,762	\$0	0	D ⁽²⁾	
Series C Preferred Stock	(4)	06/28/2016		C			1,087,992	(4)	(4)	Common Stock	1,087,992	\$0	0	D ⁽²⁾	
Class B Common Stock	(5)	06/28/2016		J		9,818,262		(5)	(5)	Class A Common Stock	9,818,262	\$0	9,818,262	D ⁽²⁾	

Explanation of Responses:

- Reflects the conversion of the Issuer's Preferred Stock into Common Stock on a one-for-one basis, which became effective immediately prior to the closing of the Issuer's initial public offering.
- Union Square GP 2008, L.L.C. ("USV GP") is the general partner of Union Square Ventures 2008, LP ("USV 2008"), and, as such, has the power to vote and dispose of the shares held by USV 2008. Fred Wilson, Brad Burnham and Albert Wenger are the managing members of USV GP and, therefore, share voting and investment power with regard to the shares held directly by USV 2008. As a result of their positions as USGP, Wilson, Burnham and Wenger may also share voting and dispositive power of the shares held by USV 2008. Each of USV GP, Burnham, Wilson, and Wenger disclaim beneficial ownership of the shares owned by USV 2008 except to the extent of his or its respective pecuniary interest therein.
- 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.
- 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 one-for-one basis.
- 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.

/s/ Albert Wenger, as a Managing Member of Union Square GP 2008, L.L.C., the General Partner of Union Square Ventures 2008, L.P.
06/28/2016

** 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.