

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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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>Lawson Jeff</u>  (Last) (First) (Middle) <u>C/O TWILIO INC.</u> <u>375 BEALE STREET, SUITE 300</u>  (Street) <u>SAN FRANCISCO CA 94105</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 <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><u>Chief Executive Officer</u></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/15/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			

**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				
Class B Common Stock <sup>(1)</sup>	(1)	04/15/2017		F			4,463 <sup>(2)</sup>	(1)	(1)	Class A Common Stock	4,463	\$0	138,037 <sup>(3)</sup>	D	
Class B Common Stock <sup>(1)</sup>	(1)	04/17/2017		G	V		7,412 <sup>(4)</sup>	(1)	(1)	Class A Common Stock	7,412	\$0	130,625 <sup>(3)</sup>	D	
Class B Common Stock <sup>(1)</sup>	(1)	04/17/2017		G	V	7,412 <sup>(4)</sup>		(1)	(1)	Class A Common Stock	7,412	\$0	6,104,502	I	By Lawson Revocable Trust <sup>(5)</sup>
Class B Common Stock <sup>(1)</sup>	(1)							(1)	(1)	Class A Common Stock	740,364		740,364	I	By Lawson 2014 GRAT <sup>(6)</sup>
Class B Common Stock <sup>(1)</sup>	(1)							(1)	(1)	Class A Common Stock	323,170		323,170	I	By Lawson 2014 Irrevocable Trust <sup>(7)</sup>

**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.
- Represents shares of Class B common stock that were withheld by the Issuer to satisfy tax withholding obligations of the Reporting Person in connection with the vesting of RSUs.
- A portion of these shares represent Restricted Stock Units ("RSUs"). Each RSU represents a contingent right to receive one share of the Issuer's Class B common stock.
- Represents shares that the Reporting Person contributed to the Reporting Person's trust.
- Erica Freeman Lawson and Jeffrey Gordon Lawson Trustees of the Lawson Revocable Trust dated 10/2/11.
- Jeffrey Gordon Lawson Trustee of the Lawson 2014 GRAT dated 12/29/14.
- JP Morgan Trust Company of Delaware Trustee U/A 12/29/14 Lawson 2014 Irrevocable Trust.

/s/ Mariam Sattar as attorney in fact for Reporting Person 04/18/2017

\*\* 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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