

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 -* Deeter Byron B (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 TWILIO INC [TWLO] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/1/2019</p>	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)
4. If Amendment, Date Original Filed (MM/DD/YYYY) <p align="center">2/5/2019</p>		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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/1/2019		A		2740 (1) (7)	A	(1)	12640 (2)	D	
Class A Common Stock	2/1/2019		A		3079413 (3)	A	(3)	3079413	I	See footnote (3)(4)
Class A Common Stock	2/1/2019		A		18608 (5) (7)	A	(1)	329175	I	See footnote (6)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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				

Explanation of Responses:

- (1) Pursuant to the Agreement and Plan of Merger and Reorganization, dated October 15, 2018, by and between Twilio Inc. ("Twilio"), SendGrid, Inc. ("SendGrid") and Topaz Merger Subsidiary, Inc., as amended on December 13, 2018 (the "Merger Agreement"), (i) each share of common stock of SendGrid was canceled and automatically converted into 0.485 shares of Class A Common Stock of Twilio, with fractional shares being paid in cash as provided in the Merger Agreement, and (ii) each restricted stock unit ("RSU") representing a share of SendGrid common stock was cancelled and automatically converted into 0.485 fully-vested shares of Class A Common Stock of Twilio, rounded down to the nearest whole share. Mr. Deeter held 5,651 SendGrid RSUs that pursuant to the Merger Agreement converted into 2,740 fully-vested shares of Class A Common Stock of Twilio.
- (2) Includes (i) 6,005 shares of Class A Common Stock and (ii) 3,895 restricted stock units previously granted to Mr. Deeter, each of which units represents a contingent right to receive one share of Class A Common Stock of Twilio upon vesting.
- (3) Represents 1,681,359 and 1,398,054 shares received by Bessemer Venture Partners VIII Institutional L.P. ("BVP VIII Inst") and Bessemer Venture Partners VIII L.P. ("BVP VIII" and together with BVP VIII Inst, the "BVP VIII Funds"), respectively, pursuant to the Merger Agreement.
- (4) Deer VIII & Co. Ltd. ("Deer VIII Ltd.") is the general partner of Deer VIII & Co. L.P. ("Deer VIII L.P."), which is the general partner of the BVP VIII Funds. Mr. Deeter is a director of Deer VIII Ltd. Mr. Deeter disclaims beneficial ownership of the securities held by the BVP VIII 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 such securities by virtue of his interest in Deer VIII Ltd, his interest in Deer VIII L.P., and his indirect limited partnership interest in the BVP VIII Funds.
- (5) The Byron B. Deeter and Allison K. Deeter Trustees UTD July 28, 2000 held 38,368 shares of common stock of SendGrid that pursuant to the Merger Agreement converted into 18,608 shares of Class A Common Stock of Twilio.
- (6) These shares are held by the Byron B. Deeter and Allison K. Deeter Trustees UTD July 28, 2000.
- (7) This form is being amended to reflect the indirect ownership of the 38,368 shares of common stock of SendGrid held by the Byron B. Deeter and Allison K.

Deeter Trustees UTD July 28, 2000 that pursuant to the Merger Agreement converted into 18,608 shares of Class A Common Stock of Twilio.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Deeter Byron B C/O BESSEMER VENTURE PARTNERS, 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538	X			

Signatures

/s/ Byron Deeter

2/20/2019

—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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