1. Name and Address of Reporting Person

DALZELL RICHARD L

C/O TWILIO INC, 101 SPEAR STREET, FIRST FLOOR

SAN FRANCISCO, CA 94105

2. Issuer Name and Ticker or Trading Symbol

TWILIO INC [ TWLO ]

3. Date of Earliest Transaction (MM/DD/YYYY)

5/13/2020

4. If Amendment, Date Original Filed (MM/DD/YYYY)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X__ Director

10% Owner

Officer (give title below)

Other (specify below)

9. Number of Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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<th>Amount (A)</th>
<th>Price</th>
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10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

Class A Common Stock

$3.86

5/13/2020

M

9000

3/24/2024

Class B Common Stock

9000.0

0

106500

D

Class A Common Stock

(10)

5/13/2020

M

9000

Class B Common Stock

9000.0

0

D

(1) A portion of these shares represent Restricted Stock Units (“RSUs”). Each RSU represents a contingent right to receive one share of Issuer’s Class A common stock.

(2) The sales reported were effected pursuant to a 10b5-1 trading plan adopted by the Reporting Person.

(3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $181.38 to $181.52 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, written notice if the average price changes or the price per share is less than the reported average price.
(4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $182.70 to $183.65 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $183.79 to $184.70 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $184.88 to $185.87 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $185.95 to $186.85 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(8) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $187.33 to $187.98 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(9) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $188.68 to $189.66 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(10) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $189.87 to $190.84 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(11) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $190.92 to $191.87 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(12) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $192.11 to $193.03 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(13) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $193.21 to $193.98 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(14) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $194.29 to $194.75 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(15) The shares subject to the option vested in 36 equal installments commencing on March 25, 2014. The shares subject to the option are fully vested and exercisable by the reporting person.

(16) 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.

<table>
<thead>
<tr>
<th>Reporting Owners</th>
</tr>
</thead>
<tbody>
<tr>
<td>Reporting Owner Name / Address</td>
</tr>
<tr>
<td>Director</td>
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<tr>
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</tbody>
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Signature

/s/ Shanti Ariker as attorney in fact for Reporting Person

5/15/2020

**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).


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 control number.