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

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
Lawson Jeff
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)
2/18/2020

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

5. Relationship of Reporting Person(s) to Issuer
(X) Director  (X) 10% Owner  ___ Officer (give title below)  ___ Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
(X) Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Trans. Date</th>
<th>2A. Deemed Execution Date, if any</th>
<th>3. Trans. Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>2/18/2020</td>
<td></td>
<td>F</td>
<td>S806 D</td>
<td>$127,8932</td>
<td>D</td>
<td>By Lawson Revocable Trust (2)</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>2/18/2020</td>
<td></td>
<td>G(4)</td>
<td>5956 D</td>
<td>121843 (2)</td>
<td>D</td>
<td>By Lawson Revocable Trust (2)</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>2/18/2020</td>
<td></td>
<td>C</td>
<td>35000 A</td>
<td>79657 (2)</td>
<td>I</td>
<td>By Lawson Revocable Trust (2)</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>2/18/2020</td>
<td></td>
<td>S(6)</td>
<td>5350 D</td>
<td>$126,7624 (2)</td>
<td>I</td>
<td>By Lawson Revocable Trust (2)</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>2/18/2020</td>
<td></td>
<td>S(6)</td>
<td>15951 D</td>
<td>$127,6801 (2)</td>
<td>I</td>
<td>By Lawson Revocable Trust (2)</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>2/18/2020</td>
<td></td>
<td>S(6)</td>
<td>13699 D</td>
<td>$128,583 (2)</td>
<td>I</td>
<td>By Lawson Revocable Trust (2)</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th></th>
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<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Class B Common Stock</td>
<td>(12)</td>
<td>2/18/2020</td>
<td></td>
<td>C</td>
<td>35000 (10)</td>
<td>35000.0</td>
<td>50 (10)</td>
<td>5724569 (11)</td>
<td>I</td>
<td>By Lawson 2014 Revocable Trust (12)</td>
<td></td>
</tr>
<tr>
<td>Class B Common Stock</td>
<td>(10)</td>
<td></td>
<td></td>
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</tbody>
</table>

Explanation of Responses:
(1) Represents shares of Class A common stock that were withheld by the Issuer to satisfy tax withholding obligations of the Reporting Person in connection with the vesting of Restricted Stock Units ("RSUs").

(2) A portion of these shares represent RSUs. Each RSU represents a contingent right to receive one share of Issuer's Class A common stock.
(3) Represents shares that were contributed by the Reporting Person to the Reporting Person's trust.

(4) Represents the shares received by the Reporting Person's trust.


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

(7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $126.11 to $127.10 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 $127.11 to $128.10 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 $128.11 to $129.04 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) 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.

(11) On 2/7/2020, the Reporting Person transferred 15,909 shares of Class B common stock from the Lawson 2014 GRAT to the Lawson Revocable Trust in connection with a GRAT annuity payment.

(12) On 2/7/2020, the Reporting Person transferred 710,035 shares of Class B common stock from the Lawson 2014 GRAT to the Lawson 2014 Irrevocable Trust in connection with a GRAT expiration.


**Reporting Owners**

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Lawson Jeff</td>
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<td>C/O TWILIO INC.</td>
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<tr>
<td>101 SPEAR STREET, FIRST FLOOR</td>
<td>X X Chief Executive Officer</td>
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<tr>
<td>SAN FRANCISCO, CA 94105</td>
<td></td>
</tr>
</tbody>
</table>

**Signatures**

/s/ Shanti Ariker as attorney in fact for Reporting Person 2/20/2020

**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.

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