

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

SCHEDULE 13G

Under the Securities and Exchange Act of 1934
(Amendment No. 2)*

Twilio Inc.

(Name of Issuer)

Class A common stock

(Title of Class of Securities)

90138F 102

(CUSIP Number)

December 31, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP No. 90138F 102

1 Name of Reporting Persons
I.R.S Identification Nos. of Above Persons

Jeff Lawson

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization
United States of America

5 Sole Voting Power
1,220,392 (1)(3)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6 Shared Voting Power
6,465,357 (2)(3)

7 Sole Dispositive Power
1,220,392 (1)(3)

8 Shared Dispositive Power
6,465,357 (2)(3)

9 Aggregate Amount Beneficially Owned by Each Reporting Person
7,685,749 (1)(2)(3)

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

11 Percent of Class Represented by Amount in Row 9
8.7% (3)(4)(5)

12 Type of Reporting Person
IN

(1) Consists of (i) 740,364 shares of Class B common stock held of record by Mr. Lawson, as trustee of the Lawson 2014 GRAT, (ii) 316,667 shares of Class B common stock subject to outstanding options that are exercisable within 60 days of December 31, 2018, (iii) 139,670 shares of Class A common stock subject to outstanding options that are exercisable within 60 days of December 31, 2018, (iv) 11,875 shares of Class B common stock subject to outstanding restricted stock units for which the service condition will be satisfied within 60 days of December 31, 2018 and (v) 11,816 shares of Class A common stock subject to outstanding restricted stock units for which the service condition will be satisfied within 60 days of December 31, 2018. The reporting person has sole voting power and sole dispositive power with respect to these shares.

(2) Consists of (i) 90,372 shares of Class A common stock and 6,051,815 shares of Class B common stock held of record by Mr. Lawson, as trustee of the Lawson Revocable Trust and (ii) 323,170 shares of Class B common stock held of record by the Lawson 2014 Irrevocable Trust, J.P. Morgan Trust Company, as trustee. Erica Lawson, Mr. Lawson's wife, is also a trustee of the Lawson Revocable Trust. Mr. Lawson serves on an investment committee that holds voting and dispositive power over the Lawson 2014 Irrevocable Trust. The reporting person has shared voting power and shared dispositive power with respect to these shares.

- (3) Each share of Class A common stock is entitled to one vote and each share of Class B common stock is entitled to ten votes. Each share of Class B common stock is convertible into one share of Class A common stock at any time at the option of the holder and upon the occurrence of certain other events as described in the Issuer's Amended and Restated Certificate of Incorporation. In addition, each share of Class B common stock will automatically convert into one share of Class A common stock upon any transfer, except for certain permitted transfers described in the Issuer's Amended and Restated Certificate of Incorporation.
- (4) The percent of class was calculated based on 80,769,763 shares of Class A common stock and 19,310,465 shares of Class B common stock outstanding as of December 31, 2018.
- (5) Based on the aggregate number of shares of Class B common stock beneficially owned by the reporting person, which pursuant to Rule 13d-3 of the Securities Exchange Act of 1934, as amended, is treated as converted into Class A common stock only for purposes of computing the percentage ownership of the reporting person. The percentage reported does not reflect the ten for one voting power of the Class B common stock. The 7,443,891 shares of Class B common stock and 241,858 shares of Class A common stock held by the reporting person represent 26.9% of the aggregate combined voting power of the Class A common stock and Class B common stock.

Item 1

- (a) Name of Issuer:
Twilio Inc.
-
- (b) Address of Issuer's Principal Executive Offices:
375 Beale Street, Suite 300, San Francisco, California 94105
-

Item 2

- (a) Name of Person Filing:
Jeff Lawson
-
- (b) Address of Principal Business Office or, if none, Residence:
c/o Twilio Inc.
375 Beale Street, Suite 300, San Francisco, California 94105
-
- (c) Citizenship:
United States of America
-
- (d) Title of Class of Securities:
Class A common stock
-
- (e) CUSIP Number:
90138F 102
-

Item 3 **If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:_____.

Item 4 Ownership.

(a) and (b)

Amount beneficially owned and Percent of class:

241,858 shares of Class A common stock and 7,443,891 shares of Class B common stock, consisting of (i) 90,372 shares of Class A common stock and 6,051,815 shares of Class B common stock held of record by Mr. Lawson, as trustee of the Lawson Revocable Trust, (ii) 323,170 shares of Class B common stock held of record by the Lawson 2014 Irrevocable Trust, J.P. Morgan Trust Company, as trustee, (iii) 740,364 shares of Class B common stock held of record by Mr. Lawson, as trustee of the Lawson 2014 GRAT, (iv) 316,667 shares of Class B common stock subject to outstanding options that are exercisable within 60 days of December 31, 2018, (v) 139,670 shares of Class A common stock subject to outstanding options that are exercisable within 60 days of December 31, 2018, (vi) 11,875 shares of Class B common stock subject to outstanding restricted stock units for which the service condition will be satisfied within 60 days of December 31, 2018 and (v) 11,816 shares of Class A common stock subject to outstanding restricted stock units for which the service condition will be satisfied within 60 days of December 31, 2018, which when such shares are treated as converted into Class A common stock only for purposes of computing the percentage ownership of the reporting person pursuant to Rule 13d-3 of the Securities Exchange Act of 1934, as amended, represent approximately 8.7% of the outstanding shares of Class A common stock. The percentage reported does not reflect the ten for one voting power of the Class B common stock. The 7,443,891 shares of Class B common stock and 241,858 shares of Class A common stock held by the reporting person represent 26.9% of the aggregate combined voting power of the Class A common stock and Class B common stock. The percent of class was calculated based on 80,769,763 shares of Class A common stock and 19,310,465 shares of Class B common stock outstanding as of December 31, 2018.

(c) Number of shares as to which the person has:

-
- (i) Sole power to vote or direct the vote:
1,220,392
-
- (ii) Shared power to vote or to direct the vote:
6,465,357
-
- (iii) Sole power to dispose or to direct the disposition of:
1,220,392
-
- (iv) Shared power to dispose or to direct the disposition of:
6,465,357
-

Item 5 Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6 Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8 Identification and Classification of Members of the Group.

Not applicable.

Item 9 Notice of Dissolution of Group.

Not applicable.

Item 10 Certification.

Not applicable.

