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

Hu George

2. Issuer Name and Ticker or Trading Symbol

TWILIO INC [ TWLO ]

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

6/11/2020

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

SAN FRANCISCO, CA 94105

1. Title of Security (Instr. 3)

2. Trans. Date

3. Trans. Code

4. Securities Acquired (A) or Disposed of (D)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

6. Amount of Securities Beneficially Owned Prior to Reported Transaction(s)

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

8. Price of Security (Instr. 5)

9. Amount Realized (Instr. 6)

10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

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

Class A Common Stock 6/11/2020 M 35000 A $31.72 186061 D

Class A Common Stock 6/11/2020 S 3545 D $196,9646 D

Class A Common Stock 6/11/2020 S 6250 D $198,0751 D

Class A Common Stock 6/11/2020 S 4739 D $199,3997 D

Class A Common Stock 6/11/2020 S 20557 D $200,1709 D

Class A Common Stock 6/12/2020 M 15000 A $31.72 160961 D

Class A Common Stock 6/12/2020 S 5393 D $191,2589 D

Class A Common Stock 6/12/2020 S 1127 D $192,1577 D

Class A Common Stock 6/12/2020 S 8286 D $193,1089 D

Class A Common Stock 6/12/2020 S 194 D $193,9339 D

Class A Common Stock 6/11/2020 M 35000 A $31.72 186061 D

Class A Common Stock 6/11/2020 S 3545 D $196,9646 D

Class A Common Stock 6/11/2020 S 6250 D $198,0751 D

Class A Common Stock 6/11/2020 S 4739 D $199,3997 D

Class A Common Stock 6/11/2020 S 20557 D $200,1709 D

Class A Common Stock 6/12/2020 M 15000 A $31.72 160961 D

Class A Common Stock 6/12/2020 S 5393 D $191,2589 D

Class A Common Stock 6/12/2020 S 1127 D $192,1577 D

Class A Common Stock 6/12/2020 S 8286 D $193,1089 D

Class A Common Stock 6/12/2020 S 194 D $193,9339 D

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

4. Trans. Code

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. 3 and 4)

10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

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

Employee Stock Option (right to buy) $31.72 6/11/2020 M 35000 (11) 2/27/2024 Class A Common Stock 35000.0 $0 419258 D

Employee Stock Option (right to buy) $31.72 6/12/2020 M 15000 (11) 2/27/2024 Class A Common Stock 15000.0 $0 404258 D

Employee Stock Option (right to buy) $33.01 2/19/2028 Class A Common Stock 96214.0 96214 D

Employee Stock Option (right to buy) $31.72 2/27/2024 Class A Common Stock 18500.0 185000 D

Employee Stock Option (right to buy) $31.72 2/27/2024 Class A Common Stock 18500.0 18500 D

Employee Stock Option (right to buy) $31.72 2/27/2024 Class A Common Stock 18500.0 18500 D

Employee Stock Option (right to buy) $111.32 1/30/2029 Class A Common Stock 73798.0 73798 D

Employee Stock Option (right to buy) $117.94 2/21/2030 Class A Common Stock 58559.0 58559 D

 FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Explanations of Responses:

(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 $196.54 to $197.38 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.

(4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $197.685 to $198.465 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 $198.88 to $199.76 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 $199.95 to $200.75 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.

(7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $190.62 to $191.6075 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 $191.63 to $192.61 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 $192.87 to $193.645 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 $193.90 to $193.97 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 shares subject to the stock option vest as follows: 25% of the stock option vested on February 28, 2018 and the remaining shares subject to the stock option shall vest in equal monthly installments over the following three years, subject to the Reporting Person's continued service to the Issuer through each vesting date.

(12) The shares subject to the stock option vest as follows: 1/48th of the shares vested on March 15, 2018 and the remaining shares subject to the stock option shall vest in equal monthly installments over the following four years, subject to the Reporting Person's continued service to the Issuer through each vesting date.

(13) The shares subject to the stock option vest as follows: 50% of the stock option vested on March 31, 2018 and the remaining shares subject to the stock option shall vest in 24 equal monthly installments thereafter, subject to the Reporting Person's continued service to the Issuer through each vesting date.

(14) The shares subject to the stock option vest as follows: 50% of the stock option vested on December 31, 2018 and the remaining shares subject to the stock option shall vest in 24 equal monthly installments thereafter, subject to the Reporting Person's continued service to the Issuer through each vesting date.

(15) The shares subject to the stock option vest as follows: 50% of the stock option vested on March 31, 2019 and the remaining shares subject to the stock option shall vest in 24 equal monthly installments thereafter, subject to the Reporting Person's continued service to the Issuer through each vesting date.

(16) The stock option vests as follows: 33% of the stock option shall vest on December 31, 2020, 33% of the stock option shall vest on December 31, 2021 and 34% of the stock option shall vest on December 31, 2022, subject to the Reporting Person's continued service to the Issuer through each vesting date.

(17) The stock option shall vest as follows: 33% of the stock option shall vest in equal quarterly installments between the first and second anniversaries of December 31, 2019, 33% of the stock option shall vest in equal quarterly installments between the second and third anniversaries of December 31, 2019 and 34% of stock option shall vest in equal quarterly installments between the third and fourth anniversaries of December 31, 2019, subject to the Reporting Person's continued service to the Issuer through each vesting date.

Reporting Owners:

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Hu George C/O TWILIO INC.</td>
<td>Director, 10% Owner, Officer, Chief Operating Officer</td>
</tr>
<tr>
<td>101 SPEAR STREET, FIRST FLOOR</td>
<td></td>
</tr>
<tr>
<td>SAN FRANCISCO, CA 94105</td>
<td></td>
</tr>
</tbody>
</table>

Signatures:

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

Date: 6/15/2020

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.