
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **November 9, 2018**

Twilio Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37806
(Commission
File Number)

26-2574840
(IRS Employer
Identification No.)

375 Beale Street, Suite 300
San Francisco, California 94105
(Address of principal executive offices) (Zip Code)

(415) 390-2337
(Registrant's telephone number, including area code)

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of New Director

On November 9, 2018, the Board of Directors of Twilio Inc. (“Twilio”), upon the recommendation of the Nominating and Corporate Governance Committee, appointed Donna L. Dubinsky to the Board of Directors of Twilio (the “Board”) as a Class III director, effective December 1, 2018. Ms. Dubinsky will serve until the 2019 annual meeting of stockholders or until her successor has been duly elected and qualified. Ms. Dubinsky qualifies as an independent director under the listing standards of the New York Stock Exchange. The Board has appointed Ms. Dubinsky to serve as a member of the audit committee.

There is no arrangement or understanding between Ms. Dubinsky and any other persons pursuant to which Ms. Dubinsky was appointed as a director. Furthermore, there are no transactions between Ms. Dubinsky and Twilio that would be required to be reported under Item 404(a) of Regulation S-K.

Ms. Dubinsky will participate in Twilio’s standard non-employee director compensation arrangements. Under the terms of those arrangements, Ms. Dubinsky will receive, among other things, annual compensation of \$30,000 for serving on the Board and an initial grant of restricted stock units with a value of \$425,000, that vest annually over three years.

Twilio will also enter into a standard form of indemnification agreement with Ms. Dubinsky (the “Indemnification Agreement”). The Indemnification Agreement provides, among other things, that Twilio will indemnify Ms. Dubinsky, under the circumstances and to the extent provided therein, for certain expenses which she may be required to pay in connection with certain claims to which she may be made a party by reason of her position as a director of Twilio, and otherwise to the fullest extent permitted under Delaware law, Twilio’s certificate of incorporation and Twilio’s bylaws.

The press release announcing Ms. Dubinsky’s election as a director of the company is attached hereto as Exhibit 99.1 and is filed herewith.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Exhibit Description
99.1	Press Release, dated November 14, 2018.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TWILIO INC.

Date: November 14, 2018

By: /s/ Khozema Shipchandler
Name: Khozema Shipchandler
Title: Chief Financial Officer

Twilio Welcomes Technology Pioneer Donna Dubinsky to its Board of Directors

San Francisco, Nov. 14, 2018 — Twilio (NYSE:TWLO), the leading cloud communications platform, is pleased to welcome Donna Dubinsky, CEO of Numenta and former CEO of Palm Computing, as the newest member of the Twilio board of directors. Donna is an accomplished operational executive with extensive experience building leading technology companies across multiple sectors, and scaling companies through hyper-growth. As an early pioneer in the smartphone industry at Palm and Handspring, Donna brings a wealth of communications, mobile and developer expertise to the Twilio board. Currently, Donna is CEO of Numenta, whose mission is to understand the neocortex and build machines based on those principles.

“Donna’s roots in the technology world are nearly unmatched,” said Jeff Lawson, CEO and co-founder of Twilio. “Not only was she one of the first technology leaders at the start of the smartphone boom, Donna has built career leading organizations that fearlessly disrupt markets through innovation. We are thrilled to have her join the Twilio board as we work to transform the communications industry from its legacy in hardware to its future in software.”

Donna is a serial entrepreneur best known for her work as CEO of Palm Computing and then Handspring, pioneers of the first successful handheld computers and smartphones. Previously, Donna spent 10 years in sales, sales support and logistics at Apple and at Claris, an Apple software subsidiary. In 2005, she founded Numenta with her long-time business partner Jeff Hawkins, where she currently serves as chief executive officer.

“Twilio is a high-impact company that resonates with many of my passions - innovation, enabling developers, communications and positive impact in the community,” said Donna Dubinsky, chief executive officer at Numenta. “I’m delighted to be joining Twilio’s board at this exciting time.”

Donna earned a B.A. from Yale University, and an M.B.A. from Harvard Business School. She also serves on the boards of Numenta and Cortical.io. Donna recently served on the board of Yale University from 2006-2018, including two years as senior fellow.

Donna joins other Twilio directors, including Rick Dalzell, formerly of Amazon.com; Byron Deeter, managing partner at Bessemer Venture Partners; Elena Donio, CEO of Axiom Global; Jeff Epstein, operating partner at Bessemer Venture Partners; Erika Rottenberg, general counsel at Chan Zuckerberg Initiative; and Twilio chairman, CEO and co-founder Jeff Lawson. Donna will also serve as a member of the audit committee.

About Twilio

Millions of developers around the world have used Twilio to unlock the magic of communications to improve any human experience. Twilio has democratized communications channels like voice, text, chat, and video by virtualizing the world’s telecommunications infrastructure through APIs that are simple enough for any developer to use, yet robust enough to power the world’s most demanding applications. By making communications a part of every software developer’s toolkit, Twilio is enabling innovators across every industry — from emerging leaders to the world’s largest organizations — to reinvent how companies engage with their customers.

Source: Twilio Inc.
