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
Chew Chee
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)
5/15/2020

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

5. Relationship of Reporting Person(s) to Issuer
__ Director
X_ 10% Owner
__ Officer (give title below)  
Chief Product 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>Title of Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Deemed Execution Date, if any</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Relationship of Reporting Person(s) to Issuer</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>5/15/2020</td>
<td>S</td>
<td></td>
<td>V</td>
<td>501 (I) D $190.3663 (2)</td>
<td>Director</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>5/15/2020</td>
<td>S</td>
<td></td>
<td>V</td>
<td>1509 (I) D $190.7887 (2)</td>
<td>10% Owner</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Derivative Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date</th>
<th>Title and Amount of Derivative Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 6)</th>
<th>Relationship of Reporting Person(s) to Issuer</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Director</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) Represents the number of shares sold to cover the statutory tax withholding obligations in connection with the vesting of Restricted Stock Units (“RSUs”). This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of minimum statutory tax withholding obligations to be funded by a "sell-to-cover" transaction and does not represent a discretionary sale by the Reporting Person.

(2) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $189.50 to $190.44 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.

(3) A portion of these shares represent RSUs. Each RSU represents a contingent right to receive one share of Issuer's Class A common stock.

(4) Includes 246 shares acquired by the Reporting Person pursuant to the Issuer's 2016 Employee Stock Purchase Plan on May 15, 2020.

(5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $190.6225 to $191.07 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.

Reporting Owners

Reporting Owner Name / Address  
Chew Chee  
C/O TWILIO INC.  
101 SPEAR STREET, FIRST FLOOR  
SAN FRANCISCO, CA 94105

Relationships  
Director  
Officer  
Other  

Chief Product Officer

Signatures

/s/ Shanti Ariker as attorney in fact for Reporting Person  
5/19/2020
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.