FORM 4

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
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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 *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Kirkpatrick Lee	**TWILIO INC [TWLO]**	____ Director ____ 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	__ X __ Officer (give title below) ____ Other (specify below)
C/O TWILIO INC., 375 BEALE STREET, SUITE 300	**2/21/2017**	**Chief Financial Officer**
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
SAN FRANCISCO, CA 94105		_ X _ Form filed by One Reporting Person
(City) (State) (Zip)		___ Form filed by More than One Reporting Person

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

1.Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	**2/21/2017**		**C**		**10000**	**A**	**$0**	**10000**	**D**	
Class A Common Stock	**2/21/2017**		**S** (1)		**9100**	**D**	**$31.734** (2)	**900**	**D**	
Class A Common Stock	**2/21/2017**		**S** (1)		**900**	**D**	**$32.4967** (3)	**0**	**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	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		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. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	**$1.24**	**2/21/2017**		**M**			**5449**	(4)	**5/16/2022**	**Class B Common Stock** (5)	**5449**	**$0**	**501076**	**D**	
Class B Common Stock (5)	(5)	**2/21/2017**		**M**		**5449**		(5)	(5)	**Class A Common Stock**	**5449**	**$0**	**131404**	**D**	
Class B Common Stock (5)	(5)	**2/21/2017**		**C**			**10000**	(5)	(5)	**Class A Common Stock**	**10000**	**$0**	**121404**	**D**	
Employee Stock Option (right to buy)	**$10.09**							(6)	**12/30/2025**	**Class B Common Stock** (5)	**175000**		**175000**	**D**	

Explanation of Responses:

(1) The sales reported were effected pursuant to a 10b5-1 trading plan adopted 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 $31.45 to $32.34 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) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $32.47 to $32.57 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) 25% of the shares subject to this option vested on May 7, 2013, and the remaining shares subject to this option vest in 36 equal monthly installments thereafter, subject to the reporting person's continuous service to the Issuer on each such date. The option is early exercisable by the reporting person.

(5) 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.

(The shares subject to this option vest in 34 equal monthly installments, with the first installment on May 7, 2012. The option is early exercisable by the

6) reporting person.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kirkpatrick Lee **C/O TWILIO INC.** **375 BEALE STREET, SUITE 300** **SAN FRANCISCO, CA 94105**			**Chief Financial Officer**	

Signatures

/s/ Alexis Rhorer as attorney in fact for Reporting Person — **2/23/2017**

** 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).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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