**Form 4**

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

   Shipchandler Khozema  
   (Last)  (First)  (Middle)
   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)

   2/20/2020

5. Relationship of Reporting Person(s) to Issuer

   (Check all applicable)
   __ Director  ____ 10% Owner
   __ Officer (give title below)  ____ Other (specify below)
   Chief Financial 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

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Trans. Date</th>
<th>3. Trans. Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>2/22/2020</td>
<td>A</td>
<td>29276 A</td>
<td>0</td>
<td>105509 D</td>
<td>D</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th></th>
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<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee Stock Option (right to buy)</td>
<td>$117.94</td>
<td>2/22/2020</td>
<td>A</td>
<td>58681</td>
<td>2/21/2030</td>
<td>Class A Common Stock</td>
<td>S8681.00</td>
<td>0</td>
<td>S8681.00</td>
<td>D</td>
</tr>
<tr>
<td>Employee Stock Option (right to buy)</td>
<td>$76.63</td>
<td>10/31/2028</td>
<td>A</td>
<td>160000.0</td>
<td>160000.0</td>
<td>Class A Common Stock</td>
<td>160000.0</td>
<td></td>
<td></td>
<td>D</td>
</tr>
</tbody>
</table>

**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 $123.98 to $124.97 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.

3. 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.

4. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $125.06 to $126.05 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 $126.19 to $127.02 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 $127.22 to $128.00 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.
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 $128.22 to $128.55 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 shares reported in this transaction represent RSUs, each RSU represents the contingent right to receive one share of the Issuer's Class A common stock. The RSUs shall vest as follows: 33% of the RSUs shall vest in equal quarterly installments between the first and second anniversaries of December 31, 2019, 33% of the RSUs shall vest in equal quarterly installments between the second and third anniversaries of December 31, 2019 and 34% of RSUs 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.

(9) 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.

(10) The shares subject to the stock option vest as follows: 25% of the stock option shall vest on November 1, 2019, 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.

### Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Shipchandler Khozema</td>
<td>Chief Financial Officer</td>
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<td>SAN FRANCISCO, CA 94105</td>
<td></td>
</tr>
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</table>

### Signatures

/s/ Shanti Ariker as attorney in fact for Reporting Person 2/24/2020

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.