Reporting Owners

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
DALZELL RICHARD L
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)
1/15/2020

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

5. Relationship of Reporting Person(s) to Issuer

☐ __ Director
☐ __ 10% Owner
☐ __ Officer (give title below)
☐ __ Other (specify below)

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

| 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) | 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) |
|-------------------------------|----------------|----------------------------------|---------------------------|-----------------------------------------------|-------------------------------------------------|-------------------------------------------------|
| Class A Common Stock          | 1/15/2020      | C                                | 500                        | A                                             | 11883 (I)                                        | D                                               |
| Class A Common Stock          | 1/15/2020      | D                                | 200                        | D                                             | 11608 (I)                                        | D                                               |
| Class A Common Stock          | 1/15/2020      | S(2)                             | 100                        | D                                             | 11583 (I)                                        | D                                               |
| Class A Common Stock          | 1/15/2020      | S(2)                             | 200                        | D                                             | 11383 (I)                                        | D                                               |

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Trans. Date</th>
<th>3A. Deemed Execution Date, if any</th>
<th>4. Trans. Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</th>
<th>6. Date Exercisable and Expiration Date</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee Stock Option (right to buy)</td>
<td>$3.86</td>
<td>1/15/2020</td>
<td>M</td>
<td>500 (D)</td>
<td>3/24/2024</td>
<td>Class B Common Stock (D)</td>
<td>500.0</td>
<td>$0</td>
<td>117000</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class B Common Stock (I)</td>
<td></td>
<td>1/15/2020</td>
<td>M</td>
<td>500 (D)</td>
<td>Class A Common Stock</td>
<td>500.0</td>
<td>$0</td>
<td>500</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class B Common Stock (I)</td>
<td></td>
<td>1/15/2020</td>
<td>C</td>
<td>500 (D)</td>
<td>Class A Common Stock</td>
<td>500.0</td>
<td>$0</td>
<td>0</td>
<td>D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation 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 $119.43 to $119.91 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 $122.97 to $123.22 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 shares subject to the option vested in 36 equal installments commencing on March 25, 2014. The shares subject to the option are fully vested and exercisable by the reporting person.

(6) 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.
<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>DALZELL RICHARD L</td>
<td>X</td>
</tr>
<tr>
<td>C/O TWILIO INC.</td>
<td>10% Owner</td>
</tr>
<tr>
<td>101 SPEAR STREET, FIRST FLOOR</td>
<td>Officer</td>
</tr>
<tr>
<td>SAN FRANCISCO, CA 94105</td>
<td>Other</td>
</tr>
</tbody>
</table>

Signatures

/s/ Shanti Ariker as attorney in fact for Reporting Person 1/17/2020

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.