

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Twilio Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

26-2574840
(I.R.S. Employer
Identification Number)

**375 Beale Street, Suite 300
San Francisco, California 94105**
(Address of Registrant's Principal Executive Offices)

**2016 Stock Option and Incentive Plan
2016 Employee Stock Purchase Plan**
(Full title of the plan)

Jeff Lawson
Chief Executive Officer
Twilio Inc.
375 Beale Street, Suite 300
San Francisco, California 94105
(415) 390-2337
(Name, address and telephone number of agent for service)

Copies to:

Anthony J. McCusker, Esq.
Richard A. Kline
Goodwin Procter LLP
601 Marshall Street
Redwood City, California 94063
(650) 752-3100

Karyn Smith, Esq.
General Counsel
Twilio Inc.
375 Beale Street, Suite 300
San Francisco, California 94105
(415) 390-2337

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

| | | | | |
|-------------------------|-------------------------------------|---|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |
| | | | Emerging growth company | <input type="checkbox"/> |

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.

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|----------------------------------|---|--|-------------------------------|
| Class A Common Stock, \$0.001 par value per share: | | | | |
| —2016 Stock Option and Incentive Plan | 9,060,917(2) | \$ 42.64(4) | \$ 386,357,500.88 | \$ 48,101.51 |
| —2016 Employee Stock Purchase Plan | 1,812,183(3) | \$ 36.24(5) | \$ 65,673,511.92 | \$ 8,176.35 |
| TOTAL: | 10,873,100 | | \$ 452,031,012.80 | \$ 56,277.86 |

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Class A Common Stock ("Class A Common Stock") that become issuable under the Registrant's 2016 Stock Option and Incentive Plan ("2016 Plan") and the Registrant's 2016 Employee Stock Purchase Plan ("2016 ESPP") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Class A Common Stock.
- (2) Represents automatic increases on January 1, 2017 and January 1, 2018 to the number of shares available for issuance under the 2016 Plan in accordance with the automatic annual increase provisions of the 2016 Plan.
- (3) Represents automatic increases on January 1, 2017 and January 1, 2018 to the number of shares available for issuance under the 2016 ESPP in accordance with the automatic annual increase provisions of the 2016 ESPP.

- (4) Estimated in accordance with Rule 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of \$42.64 per share, which is the average of the high and low prices of Class A common stock, as reported on the New York Stock Exchange on May 3, 2018.
 - (5) Estimated in accordance with Rule 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of 85% of \$42.64 per share, which is the average of the high and low prices of Class A common stock, as reported on the New York Stock Exchange on May 3, 2018. Pursuant to the 2016 ESPP, the purchase price of the shares of Class A Common Stock reserved for issuance thereunder will be at least 85% of the lower of the fair market value of a share of Class A Common Stock on the first trading day of the offering period or on the exercise date.
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**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, Twilio Inc. (the “Registrant”) is filing this Registration Statement on Form S-8 with the U.S. Securities and Exchange Commission (the “Commission”) to register an additional 9,060,917 shares of the Registrant’s Class A common stock for issuance under the Registrant’s 2016 Stock Option and Incentive Plan (the “2016 Plan”) and an additional 1,812,183 shares of the Registrant’s Class A common stock for issuance under the Registrant’s 2016 Employee Stock Purchase Plan (the “2016 ESPP”), pursuant to the provisions of the 2016 Plan and the 2016 ESPP that provide for an automatic annual increase in the number of shares reserved for issuance under these respective plans. With respect to the shares of Class A common stock issuable under the 2016 Plan and the 2016 ESPP, this Registration Statement hereby incorporates by reference the contents of the Registrant’s Registration Statement on Form S-8 filed with the Commission on June 23, 2016 (File No. 333-212191) to the extent not replaced hereby.

PART I

INFORMATION REQUIRED IN THE PROSPECTUS

The information called for in Part I of Form S-8 has been omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Securities and Exchange Commission (the “Commission”) by the Registrant are hereby incorporated by reference into this Registration Statement:

- (a) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the Commission on March 1, 2018;
- (b) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) since the end of the fiscal year covered by the Registrant’s Annual Report referred to in (a) above (other than the portions of these documents not deemed to be filed); and
- (c) The description of the Registrant’s Class A Common Stock contained in the Registrant’s Registration Statement on Form 8-A (File No. 001-37806) filed with the Commission on June 17, 2016 under Section 12(b) of the Exchange Act, including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act on or after the date of this Registration statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all of the shares registered hereunder have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the respective dates of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein, modifies or supersedes such earlier statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

| Exhibit Number | Description | Incorporated by Reference | | |
|----------------|--|---------------------------|------------|----------------------|
| | | Form | File No. | Filing Date |
| 4.1 | Form of Class A common stock certificate of the Registrant | S-1 | 333-211634 | 4.1 May 26, 2016 |
| 4.2 | 2016 Stock Option and Incentive Plan, and forms of award agreements thereunder | S-1 | 333-211634 | 10.3 May 26, 2016 |
| 4.3 | 2016 Employee Stock Purchase Plan | S-1 | 333-211634 | 10.8 May 26, 2016 |
| 5.1 | Opinion of Goodwin Procter LLP | | | Filed herewith |
| 23.1 | Consent of KPMG LLP, independent registered public accounting firm | | | Filed herewith |
| 23.2 | Consent of Goodwin Procter LLP (included in Exhibit 5.1) | | | Filed herewith |
| 24.1 | Power of Attorney (included on the signature page hereto) | | | Filed herewith |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in San Francisco, California, on May 9, 2018.

TWILIO INC.

By: /s/ Jeff Lawson

Jeff Lawson

Chief Executive Officer and Chairman

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jeff Lawson and Lee Kirkpatrick, and each of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign the Registration Statement on Form S-8 of Twilio Inc., and any or all amendments (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection therewith and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|--|-------------|
| <u>/s/ Jeff Lawson</u> Jeff Lawson | Chief Executive Officer and Chairman (Principal Executive Officer) | May 9, 2018 |
| <u>/s/ Lee Kirkpatrick</u> Lee Kirkpatrick | Chief Financial Officer (Principal Financial and Accounting Officer) | May 9, 2018 |
| <u>/s/ Richard Dalzell</u> Richard Dalzell | Director | May 9, 2018 |
| <u>/s/ Byron Deeter</u> Byron Deeter | Director | May 9, 2018 |
| <u>/s/ Elena Donio</u> Elena Donio | Director | May 9, 2018 |
| <u>/s/ Jeffrey Epstein</u> Jeffrey Epstein | Director | May 9, 2018 |

/s/ James McGeever
James McGeever

Director

May 9, 2018

/s/ Erika Rottenberg
Erika Rottenberg

Director

May 9, 2018

May 9, 2018

Twilio Inc.
375 Beale Street, Suite 300
San Francisco, CA 94105

Re: Securities Being Registered under Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 10,873,100 shares (the "Shares") of Class A common stock, \$0.001 par value per share, of Twilio Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2016 Stock Option and Incentive Plan and 2016 Employee Stock Purchase Plan (collectively, the "Plans").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law. For purposes of the opinion set forth below, we have assumed that a sufficient number of authorized but unissued shares of the Company's Class A common stock will be available for issuance when the Shares are issued.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plans, will be validly issued, fully paid and nonassessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/Goodwin Procter LLP

GOODWIN PROCTER LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Twilio Inc.:

We consent to the use of our reports with respect to the consolidated financial statements and the effectiveness of internal control over financial reporting incorporated by reference herein.

Our report dated March 1, 2018, on the effectiveness of internal control over financial reporting as of December 31, 2017, expresses our opinion that the Company did not maintain effective internal control over financial reporting as of December 31, 2017 because of the effect of a material weakness on the achievement of the objectives of the control criteria and contains an explanatory paragraph that states that a material weakness related to obtaining or generating relevant quality information to support the design and functioning of control activities over the accounting for capitalized software has been identified.

/s/ KPMG LLP

San Francisco, California
May 9, 2018
