

FORM 4

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

OMB APPROVAL
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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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Hu George		TWILIO INC [TWLO]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Operating Officer	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O TWILIO INC., 101 SPEAR STREET, FIRST FLOOR		2/22/2020			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
SAN FRANCISCO, CA 94105				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

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	2/22/2020		A		29215 (1)	A	\$0	166985 (2)	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)	\$117.94	2/22/2020		A		58559		(3)	2/21/2030	Class A Common Stock	58559.0	\$0	58559	D	
Employee Stock Option (right to buy)	\$33.01							(4)	2/19/2028	Class A Common Stock	96214.0		96214	D	
Employee Stock Option (right to buy)	\$31.72							(5)	2/27/2024	Class A Common Stock	185000.0		185000	D	
Employee Stock Option (right to buy)	\$31.72							(6)	2/27/2024	Class A Common Stock	185000.0		185000	D	
Employee Stock Option (right to buy)	\$111.32							(7)	1/30/2029	Class A Common Stock	73798.0		73798	D	
Employee Stock Option (right to buy)	\$31.72							(8)	2/27/2024	Class A Common Stock	686400.0		686400	D	
Employee Stock Option (right to buy)	\$31.72							(9)	2/27/2024	Class A Common Stock	185000.0		185000	D	

Explanation of Responses:

- The shares reported in this transaction represent Restricted Stock Units ("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.
- A portion of these shares represent RSU. Each RSU represents a contingent right to receive one share of Issuer's Class A common stock.
- 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.

- (4) The shares subject to this option vest in 48 equal monthly installments, with the first installment on March 15, 2018, subject to the Reporting Person's continuous service to the Issuer through each vesting date.
- (5) The shares subject to the stock option vest as follows: 50% of the stock option vested on March 31, 2018 and the remaining shares subject to the stock option shall vest in 24 equal monthly installments thereafter, subject to the Reporting Person's continued service to the Issuer through each vesting date.
- (6) The shares subject to the stock option vest as follows: 50% of the stock option vested on June 30, 2019 and the remaining shares subject to the stock option shall vest in 24 equal monthly installments thereafter, subject to the Reporting Person's continued service to the Issuer through each vesting date.
- (7) The stock option vests as follows: 33% of the stock option shall vest on December 31, 2020, 33% of the stock option shall vest on December 31, 2021 and 34% of the stock option shall vest on December 31, 2022, subject to the Reporting Person's continued service to the Issuer through each vesting date.
- (8) The shares subject to the stock option vest as follows: 25% of the stock option vested on February 28, 2018 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.
- (9) The shares subject to the stock option vest as follows: 50% of the stock option vested on December 31, 2018 and the remaining shares subject to the stock option shall vest in 24 equal monthly installments thereafter, subject to the Reporting Person's continued service to the Issuer through each vesting date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hu George C/O TWILIO INC. 101 SPEAR STREET, FIRST FLOOR SAN FRANCISCO, CA 94105			Chief Operating Officer	

Signatures

/s/ Shanti Ariker as attorney in fact for Reporting Person

2/24/2020

**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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