**STATEDMENT 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

   Deeter Byron B  
   C/O Bessemer Venture Partners, 1865 Palmer Avenue, Suite 104  
   Larchmont, NY 10538

2. Issuer Name and Ticker or Trading Symbol

   TWILIO INC [ TWLO ]

3. Date of Earliest Transaction (MM/DD/YYYY)

   6/3/2020

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

   6/3/2020

5. Relationship of Reporting Person(s) to Issuer

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

6. Individual or Joint/Group Filing (Check Applicable Line)

   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**

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>2. Trans. Date</th>
<th>3. Trans. Code</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</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>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>6/3/2020</td>
<td>A</td>
<td>1498 (1) (2)</td>
<td>15621 (3)</td>
<td>D (1)(2)(3)</td>
</tr>
</tbody>
</table>

*See footnote (4)*

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


**Explanation of Responses:**

1. 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: 100% of the RSUs shall vest on the earlier of June 3, 2021 or the date of the 2021 Annual Stockholder Meeting of the Issuer.

2. The Reporting Person has agreed to assign to Deer Management Co. LLC the right to any shares issuable pursuant to this grant or any proceeds from the sale thereof.

3. Includes (i) 14,123 shares of Class A Common Stock and (ii) 1,498 RSUs previously granted to the Reporting Person, each of which units represents a contingent right to receive one share of Class A Common Stock of Twilio upon vesting.

4. These shares are held by the Deeter Trust.

**Reporting Owners**

<table>
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<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
<th>6/5/2020</th>
</tr>
</thead>
<tbody>
<tr>
<td>Deeter Byron B</td>
<td>Director</td>
<td></td>
</tr>
<tr>
<td>C/O Bessemer Venture Partners, 1865 Palmer Avenue, Suite 104 Larchmont, NY 10538</td>
<td>10% Owner</td>
<td></td>
</tr>
</tbody>
</table>

**Signatures**

/s/ Byron Deeter  
Signature of Reporting Person
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.