

# 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

<b>1. Name and Address of Reporting Person -*</b>  <b>Smith Karyn</b>  (Last) (First) (Middle)  <b>C/O TWILIO INC., 375 BEALE STREET, SUITE 300</b>  (Street)  <b>SAN FRANCISCO, CA 94105</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>TWILIO INC [ TWLO ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>1/31/2019</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  ___ Director ___ 10% Owner ___ X ___ Officer (give title below) ___ Other (specify below) <b>General Counsel and Secretary</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  ___ 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**

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	1/31/2019		A		12453 (1)	A	\$0	55151 (2)	D	
Class A Common Stock								2821	I	By The Karyn Smith Revocable Trust (3)

**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)	\$111.32	1/31/2019		A		27060		(4)	1/30/2029	Class A Common Stock	27060	\$0	27060	D	
Employee Stock Option (right to buy)	\$4.73							(5)	10/28/2024	Class B Common Stock (6)	158792		158792	D	
Employee Stock Option (right to buy)	\$10.09							(7)	12/30/2025	Class B Common Stock (6)	22939		22939	D	
Employee Stock Option (right to buy)	\$31.96							(8)	2/9/2027	Class A Common Stock	59000		59000	D	
Employee Stock Option (right to buy)	\$33.01							(9)	2/19/2028	Class A Common Stock	61557		61557	D	

**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: 33% of the RSUs shall vest on December 31, 2020, 33% of the RSUs shall vest on December 31, 2021 and 34% of the RSUs shall vest on December 31, 2022, subject to the Reporting Person's continued service to the Issuer through each vesting date.
- (2) A portion of these shares represent RSUs. Each RSU represents the contingent right to receive one share of the Issuer's Class A common stock.
- (3) The Karyn Smith Revocable Trust U/A/D 9/15/06 Amended 12/23/11, Karyn Smith Trustee.
- (4) The stock option shall vest 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.
- (5) 25% of the shares subject to this option vested on September 2, 2015, and the remaining shares subject to this option vest in 36 equal monthly installments

thereafter, subject to the Reporting Person's continued service to the Issuer through each vesting date. The option is early 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.
- (7) The shares subject to this option vest in 48 equal monthly installments, with the first installment on February 15, 2016, subject to the Reporting Person's continuous service to the Issuer through each vesting date. The option is early exercisable by the Reporting Person.
- (8) This option shall vest as follows: 1/4th of the option shall vest on January 1, 2018 and 1/48th of the option shall vest monthly thereafter, subject to the Reporting Person's continued service to the Issuer through each vesting date.
- (9) 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 continued service to the Issuer through each vesting date.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Smith Karyn</b> <b>C/O TWILIO INC.</b> <b>375 BEALE STREET, SUITE 300</b> <b>SAN FRANCISCO, CA 94105</b>			<b>General Counsel and Secretary</b>	

**Signatures**

/s/ Alexis Rhorer as attorney in fact for Reporting Person

2/4/2019

\*\* 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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