

FORM 4

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

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OMB Number: 3235-0287
Estimated average burden
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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)	
Bessemer Venture Partners VII L.P.		TWILIO INC [TWLO]		<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O BESSEMER VENTURE PARTNERS, 1865 PALMER AVE., SUITE 104		6/28/2016			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
LARCHMONT, NY 10538				<input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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			
Common Stock	6/28/2016		J (9)		128375	D	(9)	0	I	See footnotes (2)(3)
Common Stock (1)	6/28/2016		C		436994	A	\$0	565369	I	See footnotes (2)(4)
Common Stock (1)	6/28/2016		C		8728534	A	\$0	9293903	I	See footnotes (2)(5)
Common Stock (1)	6/28/2016		C		6025808	A	\$0	15319711	I	See footnotes (2)(6)
Common Stock (1)	6/28/2016		C		5156216	A	\$0	20475927	I	See footnotes (2)(7)
Common Stock (1)	6/28/2016		C		88417	A	\$0	20564344	I	See footnotes (2)(8)
Common Stock	6/28/2016		J (9)		20564344	D	(10)	0	I	See footnote (2)(11)

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Preferred Stock	(1)	6/28/2016		C		436994	(1)	(1)	Common Stock	436994	\$0.00	0	I	See footnotes (2)(4)
Series B Preferred Stock	(1)	6/28/2016		C		8728534	(1)	(1)	Common Stock	8728534	\$0.00	0	I	See footnotes (2)(5)
Series C Preferred Stock	(1)	6/28/2016		C		6025808	(1)	(1)	Common Stock	6025808	\$0.00	0	I	See footnotes (2)(6)
Series D Preferred Stock	(1)	6/28/2016		C		5156216	(1)	(1)	Common Stock	5156216	\$0.00	0	I	See footnotes (2)(7)
Series E Preferred Stock	(1)	6/28/2016		C		88417	(1)	(1)	Common Stock	88417	\$0.00	0	I	See footnotes (2)(8)

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			Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(10)	6/28/2016		J (9)		20564344		(10)	(10)	Class A Common Stock	20564344	\$0.00	20564344	I	See footnotes (2)(11)

Explanation of Responses:

- (The aggregate number of shares of Issuer's Preferred Stock held by the Reporting Person converted into Common Stock immediately prior to the closing of the Issuer's initial public offering and has no expiration date. These shares converted into Common Stock on a 1-for-1 basis.
- (Deer VII & Co. Ltd. ("Deer Ltd.") is the general partner of Deer VII & Co. L.P. ("Deer L.P."), which is the general partner of Bessemer Venture Partners VII Institutional LP ("BVP VII Inst"), Bessemer Venture Partners VII, LP ("BVP VII") and BVP VII Special Opportunity Fund LP ("BVP VII SOF"). 15 Angels, LLC is a wholly owned subsidiary of BVP VII Inst (BVP VII SOF, together with 15 Angels, LLC, BVP VII Inst and BVP VII, collectively, the "Funds"). Deer Ltd. and Deer L.P. disclaim beneficial ownership of the securities held by the Funds, and this report shall not be deemed an admission that Deer Ltd. and Deer L.P. are the beneficial owners of such securities, except to the extent of their pecuniary interest therein, if any, by virtue of their direct and indirect general partner interests in the Funds.
- (17,972 of these shares were owned directly by BVP VII Inst, 41,080 shares were owned directly by BVP VII and 69,323 shares were owned directly by BVP VII SOF.
- (Reflects the conversion of the Issuer's Preferred Stock into Common Stock on a 1-for-1 basis, which became effective immediately prior to the closing of the Issuer's initial public offering. 399,702 of these shares were owned directly by 15 Angels LLC, 5,220 of these shares were owned directly by BVP VII Inst, 11,934 of these shares were owned directly by BVP VII and 20,138 of these shares were owned directly by BVP VII SOF.
- (Reflects the conversion of the Issuer's Preferred Stock into Common Stock on a 1-for-1 basis, which became effective immediately prior to the closing of the Issuer's initial public offering. 1,221,994 of these shares were owned directly by BVP VII Inst, 2,793,130 of these shares were owned directly by BVP VII and 4,713,410 of these shares were owned directly by BVP VII SOF.
- (Reflects the conversion of the Issuer's Preferred Stock into Common Stock on a 1-for-1 basis, which became effective immediately prior to the closing of the Issuer's initial public offering. 843,614 of these shares were owned directly by BVP VII Inst, 1,928,258 of these shares were owned directly by BVP VII and 3,253,936 of these shares were owned directly by BVP VII SOF.
- (Reflects the conversion of the Issuer's Preferred Stock into Common Stock on a 1-for-1 basis, which became effective immediately prior to the closing of the Issuer's initial public offering. 721,870 of these shares were owned directly by BVP VII Inst, 1,649,988 of these shares were owned directly by BVP VII and 2,784,358 of these shares were owned directly by BVP VII SOF.
- (Reflects the conversion of the Issuer's Preferred Stock into Common Stock on a 1-for-1 basis, which became effective immediately prior to the closing of the Issuer's initial public offering. 12,378 of these shares were owned directly by BVP VII Inst, 28,293 of these shares were owned directly by BVP VII and 47,746 of these shares were owned directly by BVP VII SOF.
- (Immediately prior to the closing of the Issuer's initial public offering and following the conversion of each series of the Issuer's convertible preferred stock into Common Stock, each share of Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
- (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.
- (399,702 of these shares are owned directly by 15 Angels, LLC, 2,823,048 of these shares are owned directly by BVP VII Inst, 6,452,683 of these shares are owned directly by BVP VII and 10,888,911 of these shares are owned directly by BVP VII SOF.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bessemer Venture Partners VII L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVE., SUITE 104 LARCHMONT, NY 10538		X		
Deer VII & Co. Ltd. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVE., SUITE 104 LARCHMONT, NY 10538		X		
Deer VII & Co. L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVE., SUITE 104 LARCHMONT, NY 10538		X		
BVP VII SPECIAL OPPORTUNITY FUND LP C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVE., SUITE 104 LARCHMONT, NY 10538		X		

Bessemer Venture Partners VII Institutional L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVE., SUITE 104 LARCHMONT, NY 10538		X		
15 Angels LLC C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVE., SUITE 104 LARCHMONT, NY 10538		X		

Signatures

/s/ Scott Ring, General Counsel, Deer VII & Co. Ltd., the General Partner of Deer VII & Co. L.P., the General Partner of Bessemer Venture Partners VII L.P.	6/28/2016
<hr/> Signature of Reporting Person	Date
/s/Scott Ring, General Counsel, Deer VII & Co. Ltd., the General Partner of Deer VII & Co. L.P., the General Partner of Bessemer Venture Partners VII Institutional L.P.	6/28/2016
<hr/> Signature of Reporting Person	Date
/s/Scott Ring, General Counsel, Deer VII & Co. Ltd., the General Partner of Deer VII & Co. L.P., the General Partner of BVP VII Special Opportunity Fund L.P.	6/28/2016
<hr/> Signature of Reporting Person	Date
/s/Scott Ring, General Counsel, Deer VII & Co. Ltd., the General Partner of Deer VII & Co. L.P	6/28/2016
<hr/> Signature of Reporting Person	Date
/s/ Scott Ring, General Counsel, Deer VII & Co. Ltd	6/28/2016
<hr/> Signature of Reporting Person	Date
/s/ Scott Ring, Authorized Person	6/23/2016
<hr/> 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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