

TWITTER, INC.
Form 4
November 13, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
RTLCL II, LLC

(Last) (First) (Middle)

C/O JP MORGAN INVESTMENT MANAGEMENT INC., 270 PARK AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TWITTER, INC. [TWTR]

3. Date of Earliest Transaction (Month/Day/Year)
11/13/2013

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	11/12/2013 ⁽¹⁾		C		11,755	A	<u>(1)</u> 5,006,119
Common Stock	11/12/2013 ⁽²⁾		C		315,164	A	<u>(2)</u> 5,321,283
Common Stock	11/12/2013 ⁽³⁾		C		393,672	A	<u>(3)</u> 5,714,955
Common Stock	11/12/2013 ⁽⁴⁾		C		1,734,738	A	<u>(4)</u> 7,449,693
Common Stock	11/12/2013 ⁽⁵⁾		C		1,001,832	A	<u>(5)</u> 8,451,525

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Common Stock 11/12/2013⁽⁶⁾ C 8,233,068 A (6) 16,684,593 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series A Preferred Stock	<u>(1)</u>	11/12/2013 ⁽¹⁾		C	11,755	<u>(1)</u> <u>(1)</u>	Common Stock 11,755
Series B Preferred Stock	<u>(2)</u>	11/12/2013 ⁽²⁾		C	315,164	<u>(2)</u> <u>(2)</u>	Common Stock 315,164
Series C Preferred Stock	<u>(3)</u>	11/12/2013 ⁽³⁾		C	393,672	<u>(3)</u> <u>(3)</u>	Common Stock 393,672
Series D Preferred Stock	<u>(4)</u>	11/12/2013 ⁽⁴⁾		C	1,734,738	<u>(4)</u> <u>(4)</u>	Common Stock 1,734,738
Series E Preferred Stock	<u>(5)</u>	11/12/2013 ⁽⁵⁾		C	1,001,832	<u>(5)</u> <u>(5)</u>	Common Stock 1,001,832
Series G-1 Preferred Stock	<u>(6)</u>	11/12/2013 ⁽⁶⁾		C	8,233,068	<u>(6)</u> <u>(6)</u>	Common Stock 8,233,068

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RTLII, LLC

X

C/O JP MORGAN INVESTMENT MANAGEMENT INC.
270 PARK AVENUE
NEW YORK, NY 10017

Signatures

/s/ Tyler Jayroe, RTLC II, LLC, By: J.P. Morgan Investment Management Inc., By: Tyler Jayroe, Executive Director

11/13/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series A preferred stock were automatically converted on a one-for-one basis to shares of common stock of the Issuer. The Series A preferred stock had no expiration date.
- (2) Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series B preferred stock were automatically converted on a one-for-one basis to shares of common stock of the Issuer. The Series B preferred stock had no expiration date.
- (3) Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series C preferred stock were automatically converted on a one-for-one basis to shares of common stock of the Issuer. The Series C preferred stock had no expiration date.
- (4) Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series D preferred stock were automatically converted on a one-for-one basis to shares of common stock of the Issuer. The Series D preferred stock had no expiration date.
- (5) Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series E preferred stock were automatically converted on a one-for-one basis to shares of common stock of the Issuer. The Series E preferred stock had no expiration date.
- (6) Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series G-1 preferred stock were automatically converted on a one-for-one basis to shares of common stock of the Issuer. The Series G-1 preferred stock had no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.