

TWITTER, INC.
Form 4
November 13, 2013

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
J.P. Morgan Digital Growth Fund
L.P.

(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		18,320,186	A	<u>(1)</u>	24,972,312	I	See footnote <u>(7)</u>
Common Stock	11/12/2013 ⁽¹⁾		C		11,755	A	<u>(1)</u>	5,006,119	I	See footnote <u>(8)</u>
Common Stock	11/12/2013 ⁽²⁾		C		315,164	A	<u>(2)</u>	5,321,283	I	See footnote <u>(8)</u>
Common	11/12/2013 ⁽³⁾		C		2,812,757	A	<u>(3)</u>	27,785,069	I	See

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Stock								footnote (7)
Common Stock	11/12/2013 ⁽³⁾	C	393,672	A	<u>(3)</u>	5,714,955	I	See footnote (8)
Common Stock	11/12/2013 ⁽⁴⁾	C	944,459	A	<u>(4)</u>	28,729,528	I	See footnote (7)
Common Stock	11/12/2013 ⁽⁴⁾	C	1,734,738	A	<u>(4)</u>	7,449,693	I	See footnote (8)
Common Stock	11/12/2013 ⁽⁵⁾	C	3,435,699	A	<u>(5)</u>	32,165,227	I	See footnote (7)
Common Stock	11/12/2013 ⁽⁵⁾	C	1,001,832	A	<u>(5)</u>	8,451,525	I	See footnote (8)
Common Stock	11/12/2013 ⁽⁶⁾	C	8,233,068	A	<u>(6)</u>	16,684,593	I	See footnote (8)

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

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(9-02)

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 of Number of Shares
Series A Preferred Stock	(1)	11/12/2013(1)		C		18,320,186		(1)	(1)	Common Stock	18,320,
Series A Preferred Stock	(1)	11/12/2013(1)		C		11,755		(1)	(1)	Common Stock	11,75
Series B Preferred	(2)	11/12/2013(2)		C		315,164		(2)	(2)	Common Stock	315,1

Stock

Series C Preferred Stock	<u>(3)</u>	11/12/2013 <u>(3)</u>	C	2,812,757	<u>(3)</u>	<u>(3)</u>	Common Stock	2,812,757
Series C Preferred Stock	<u>(3)</u>	11/12/2013 <u>(3)</u>	C	393,672	<u>(3)</u>	<u>(3)</u>	Common Stock	393,672
Series D Preferred Stock	<u>(4)</u>	11/12/2013 <u>(4)</u>	C	944,459	<u>(4)</u>	<u>(4)</u>	Common Stock	944,459
Series D Preferred Stock	<u>(4)</u>	11/12/2013 <u>(4)</u>	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 <u>(5)</u>	C	3,435,699	<u>(5)</u>	<u>(5)</u>	Common Stock	3,435,699
Series E Preferred Stock	<u>(5)</u>	11/12/2013 <u>(5)</u>	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 <u>(6)</u>	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
J.P. Morgan Digital Growth Fund L.P. C/O JP MORGAN INVESTMENT MANAGEMENT INC. 270 PARK AVENUE NEW YORK, NY 10017			X	

Signatures

/s/ Tyler Jayroe, J.P. Morgan Digital Growth Fund L.P., 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.

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- (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.
Represents shares of common stock held by Institutional Associates Fund, LLC ("IAF"). J.P. Morgan Digital Growth Fund L.P. ("DGF") is the majority member of RTLC, LLC, a member-managed limited liability company. In order to make certain dispositions of its securities, IAF is required to obtain the consent of RTLC, LLC. DGF disclaims pecuniary interest in such shares except to the extent of its economic interest.
- (7) Represents shares of common stock held by RTLC II, LLC, a member-managed limited liability company. DGF is the majority member of RTLC II, LLC. DGF disclaims pecuniary interest in such shares except to the extent of its economic interest.
- (8)

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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