

TWITTER, INC.
Form 4
November 23, 2016

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 *
Noto Anthony

(Last) (First) (Middle)

C/O TWITTER, INC., 1355
MARKET STREET, SUITE 900

(Street)

SAN FRANCISCO, CA 94103

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TWITTER, INC. [TWTR]

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

11/21/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)
CFO and COO

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 Ownership (Instr. 4)
Common Stock	11/21/2016		A	Amount (1) 940,000	(A) or (D) A \$ 0 2,366,633 (2)	D	
Common Stock	11/21/2016		A	Amount (3) 325,000	A \$ 0 2,691,633 (4)	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Noto Anthony
C/O TWITTER, INC.
1355 MARKET STREET, SUITE 900
SAN FRANCISCO, CA 94103

CFO and COO

Signatures

/s/ Sean Edgett,
Attorney-in-Fact 11/23/2016

__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) Of the reported shares, 940,000 shares are represented by restricted stock units ("RSUs") granted on November 21, 2016, pursuant to which, 50,000 RSUs will vest on each of February 1, May 1, August 1 and November 1, 2017; 53,750 RSUs will vest on each of February 1, May 1, August 1 and November 1, 2018; 50,000 RSUs will vest on each of February 1, May 1, August 1 and November 1, 2019; and 81,250 RSUs will vest on each of February 1, May 1, August 1 and November 1, 2020.
- (2) Of the reported shares 1,885,000 shares are represented by RSUs and 40,380 shares are held jointly with the Reporting Person's spouse.
- (3) Of the reported shares, 325,000 shares are represented by performance RSUs granted on November 21, 2016, pursuant to which the Issuer's Board of Directors or the Compensation Committee will set the performance targets and the performance periods prior to the end of the first quarter of each year, as applicable, and will assess achievement against those performance targets in the first quarter after the end of the performance periods. Assuming the achievement of target-level performance, 35,000 performance RSUs, 90,000 performance RSUs and 200,000 performance RSUs may vest for performance in the fiscal years ending December 31, 2017, 2018 and 2019, respectively.
- (4) Of the reported shares 2,210,000 shares are represented by RSUs and 40,380 shares are held jointly with the Reporting Person's spouse.

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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