TWITTER, INC.
Form 4
November 13, 2013

FORM 4

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

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 burden hours per response...	0.5

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

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

Stock									footnote (7)
Common Stock	11/12/2013(3)		C	393,672	A	(3)	5,714,955	I	See footnote (8)
Common Stock	11/12/2013(4)		C	944,459	A	(4)	28,729,528	I	See footnote (7)
Common Stock	11/12/2013(4)		C	1,734,738	A	(4)	7,449,693	I	See footnote (8)
Common Stock	11/12/2013(5)		C	3,435,699	A	(5)	32,165,227	I	See footnote (7)
Common Stock	11/12/2013(5)		C	1,001,832	A	(5)	8,451,525	I	See footnote (8)
Common Stock	11/12/2013(6)		C	8,233,068	A	(6)	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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SEC 1474 (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 o Number o 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	(3)	11/12/2013(3)	C	2,812,757	(3)	(3)	Common Stock	2,812,7
Series C Preferred Stock	(3)	11/12/2013(3)	C	393,672	(3)	(3)	Common Stock	393,6
Series D Preferred Stock	(4)	11/12/2013(4)	C	944,459	(4)	(4)	Common Stock	944,4
Series D Preferred Stock	(4)	11/12/2013(4)	C	1,734,738	(4)	(4)	Common Stock	1,734,7
Series E Preferred Stock	(5)	11/12/2013(5)	C	3,435,699	(5)	(5)	Common Stock	3,435,6
Series E Preferred Stock	(5)	11/12/2013(5)	C	1,001,832	(5)	(5)	Common Stock	1,001,8
Series G-1 Preferred Stock	(6)	11/12/2013(6)	C	8,233,068	(6)	(6)	Common Stock	8,233,0

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.

(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.

(7) 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.

(8) 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.

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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