

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  
burden hours per  
response... 0.5

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

Edgar Filing: TWITTER, INC. - Form 4

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 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	315,16

## 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.

## Edgar Filing: TWITTER, INC. - Form 4

- (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.

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.