

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RTLCL, 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		18,320,186	A	<u>(1)</u> 24,972,312	I	See Footnote <u>(5)</u>
Common Stock	11/12/2013 ⁽²⁾		C		2,812,757	A	<u>(2)</u> 27,785,069	I	See Footnote <u>(5)</u>
Common Stock	11/12/2013 ⁽³⁾		C		944,459	A	<u>(3)</u> 28,729,528	I	See Footnote <u>(5)</u>
Common	11/12/2013 ⁽⁴⁾		C		3,435,699	A	<u>(4)</u> 32,165,227	I	See

Stock

Footnote
(5)

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	18,320,186
Series C Preferred Stock	(2)	11/12/2013(2)		C		2,812,757		(2)	(2)	Common Stock	2,812,757
Series D Preferred Stock	(3)	11/12/2013(3)		C		944,459		(3)	(3)	Common Stock	944,459
Series E Preferred Stock	(4)	11/12/2013(4)		C		3,435,699		(4)	(4)	Common Stock	3,435,699

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

X

Signatures

/s/ Tyler Jayroe, RTL, 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 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.
- (3) 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.
- (4) 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.

- Represents shares of common stock held by Institutional Associates Fund, LLC ("IAF"). In order to make certain dispositions of its
- (5) securities, IAF is required to obtain the consent of RTLC, LLC. RTLC, LLC 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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