

TWITTER, INC.
Form SC 13G
February 14, 2014

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No.)*

Twitter, Inc.
(Name of Issuer)
Common Stock, par value \$0.000005 per share
(Title of Class of Securities)
90184L 102
(CUSIP Number)
December 31, 2013
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (" Act ") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 90184L 102

1. Names of Reporting Persons

J.P. Morgan Investment Management Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐ (b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 704,140

6. Shared Voting Power

Beneficially

Owned by 16,684,593

Each 7. Sole Dispositive Power

Reporting

Person 708,040

8. Shared Dispositive Power

With

48,849,820

9. Aggregate Amount Beneficially Owned by Each Reporting Person

49,557,860

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row (9)

9.1%

12. Type of Reporting Person (See Instructions)

IA

CUSIP No. 90184L 102

1. Names of Reporting Persons

J.P. Morgan Digital Growth Fund L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐ (b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares

0

6. Shared Voting Power

Beneficially

Owned by

16,684,593

Each

7. Sole Dispositive Power

Reporting

Person

0

8. Shared Dispositive Power

With

48,849,820

9. Aggregate Amount Beneficially Owned by Each Reporting Person

48,849,820

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row (9)

9.0%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 90184L 102

1. Names of Reporting Persons

RTLC, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐ (b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares

0

6. Shared Voting Power

Beneficially

Owned by

0

Each

7. Sole Dispositive Power

Reporting

Person

0

8. Shared Dispositive Power

With

32,165,227

9. Aggregate Amount Beneficially Owned by Each Reporting Person

32,165,227

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row (9)

5.9%

12. Type of Reporting Person (See Instructions)

OO

CUSIP No. 90184L 102

1. Names of Reporting Persons

RTLC II, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐ (b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares

0

6. Shared Voting Power

Beneficially

Owned by

16,684,593

Each

7. Sole Dispositive Power

Reporting

Person

0

8. Shared Dispositive Power

With

16,684,593

9. Aggregate Amount Beneficially Owned by Each Reporting Person

16,684,593

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row (9)

3.1%

12. Type of Reporting Person (See Instructions)

OO

CUSIP No. 90184L 102

1. Names of Reporting Persons

JPMorgan Chase Bank, National Association

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐ (b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power

Number of

Shares 75,821

6. Shared Voting Power

Beneficially

Owned by 24,600

7. Sole Dispositive Power

Each

Reporting

Person 77,224

8. Shared Dispositive Power

With

24,935

9. Aggregate Amount Beneficially Owned by Each Reporting Person

102,159

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row (9)

<0.1%

12. Type of Reporting Person (See Instructions)

BK

Item 1.

(a) Name of Issuer:

Twitter, Inc.

(b) Address of Issuer's Principal Executive Offices:

1355 Market Street, Suite 900

San Francisco, California 94103

Item 2.

(a) Name of Person Filing:

This statement is filed by J.P. Morgan Investment Management Inc. (JPMIM); J.P. Morgan Digital Growth Fund L.P. (DGF); RTLC, LLC (RTLC); RTLC II, LLC (RTLC II); and JPMorgan Chase Bank, National Association (JPMCB, and together with JPMIM, DGF, RTLC and RTLC II, the Reporting Persons).

Attached as Exhibit 99.1 hereto, which is incorporated by reference herein, is an agreement between JPMIM, DGF, RTLC, RTLC II and JPMCB that this Schedule 13G is filed on behalf of each of them.

(b) Address of Principal Business Office or, if none, Residence:

For each Reporting Person:

270 Park Avenue

New York, New York 10017

(c) Citizenship:

For each Reporting Persons other than JPMCB, Delaware.

For JPMCB, United States of America

(d) Title of Class of Securities:

Common Stock, par value \$0.000005 per share

(e) CUSIP Number:

90184L 102

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

Item 4. Ownership

1. J.P. Morgan Investment Management Inc.

(a) Amount beneficially owned: 49,557,860 (1)

(b) Percent of class: 9.1% (2)

(c)(i) Sole power to vote or to direct the vote: 704,140 (3)

- (c)(ii) Shared power to vote or to direct the vote: 16,684,593 (4)
 - (c)(iii) Sole power to dispose or to direct the disposition of: 708,040 (3)
 - (c)(iv) Shared power to dispose or to direct the disposition of: 48,849,820 (5)
2. J.P. Morgan Digital Growth Fund L.P.
- (a) Amount beneficially owned: 48,849,820 (5)
 - (b) Percent of class: 9.0% (2)
 - (c)(i) Sole power to vote or to direct the vote: 0
 - (c)(ii) Shared power to vote or to direct the vote: 16,684,593 (4)
 - (c)(iii) Sole power to dispose or to direct the disposition of: 0
 - (c)(iv) Shared power to dispose or to direct the disposition of: 48,849,820 (5)
3. RTLC, LLC
- (a) Amount beneficially owned: 32,165,227 (6)
 - (b) Percent of class: 5.9% (2)
 - (c)(i) Sole power to vote or to direct the vote: 0
 - (c)(ii) Shared power to vote or to direct the vote: 0
 - (c)(iii) Sole power to dispose or to direct the disposition of: 0
 - (c)(iv) Shared power to dispose or to direct the disposition of: 32,165,227 (6)
4. RTLC II, LLC
- (a) Amount beneficially owned: 16,684,593
 - (b) Percent of class: 3.1% (2)
 - (c)(i) Sole power to vote or to direct the vote: 0
 - (c)(ii) Shared power to vote or to direct the vote: 16,684,593
 - (c)(iii) Sole power to dispose or to direct the disposition of: 0
 - (c)(iv) Shared power to dispose or to direct the disposition of: 16,684,593
5. JPMorgan Chase Bank, National Association
- (a) Amount beneficially owned: 102,159 (7)
 - (b) Percent of class: <0.1% (2)

(c)(i) Sole power to vote or to direct the vote: 75,821 (7)

(c)(ii) Shared power to vote or to direct the vote: 24,600 (7)

(c)(iii) Sole power to dispose or to direct the disposition of: 77,224 (7)

(c)(iv) Shared power to dispose or to direct the disposition of: 24,935 (7)

- (1) Consists of (i) 32,165,227 shares of common stock held by Institutional Associates Fund, LLC (IAF); (ii) 16,684,593 shares of common stock held by RTLII and (iii) 708,040 shares of common stock held by client accounts, to which JPMIM serves as investment advisor. JPMIM serves as investment advisor to DGF, which is

the majority member of each of RTLC and RTLC II, each a member-managed limited liability company. In order to make certain dispositions of its securities, IAF is required to obtain the consent of RTLC. JPMIM disclaims beneficial ownership of the shares held by IAF.

- (2) Percentage amount is based on 544,696,816 shares of common stock outstanding immediately after the completion of the Issuer's initial public offering, as indicated by the Issuer's prospectus filed pursuant to Rule 424(b)(4) filed with the Securities and Exchange Commission on November 7, 2013.
- (3) Consists of shares of common stock held by client accounts, to which JPMIM serves as investment advisor.
- (4) Consists of shares of common stock held by RTLC II. DGF is the majority member of RTLC II, a member-managed limited liability company. JPMIM serves as investment advisor to DGF.
- (5) Consists of (i) 32,165,227 shares of common stock held by IAF and (ii) 16,684,593 shares of common stock held by RTLC II. JPMIM serves as investment advisor to DGF, which is the majority member of each of RTLC and RTLC II, each a member-managed limited liability company. In order to make certain dispositions of its securities, IAF is required to obtain the consent of RTLC. Each of JPMIM and DGF disclaims beneficial ownership of the shares held by IAF.
- (6) Consists of shares of common stock held by IAF. In order to make certain dispositions of its securities, IAF is required to obtain the consent of RTLC. RTLC disclaims beneficial ownership of the shares held by IAF.
- (7) Consists of shares of common stock held by client accounts, to which JPMCB serves as investment advisor.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following “.”

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated February 14, 2014

J.P. MORGAN INVESTMENT MANAGEMENT INC.

By: /s/ Tyler Jayroe
Name: Tyler Jayroe
Title: Executive Director

**J.P. MORGAN DIGITAL GROWTH
FUND L.P.**

By: J.P. Morgan Investment Management Inc.,

its investment advisor

By: /s/ Tyler Jayroe
Name: Tyler Jayroe
Title: Executive Director

RTL, LLC

By: J.P. Morgan Digital Growth Fund L.P., authorized person

By: J.P. Morgan Investment Management Inc.,

its investment advisor

By: /s/ Tyler Jayroe
Name: Tyler Jayroe
Title: Executive Director

RTL II, LLC

By: J.P. Morgan Digital Growth Fund L.P.,
authorized person

By: J.P. Morgan Investment Management Inc.,

its investment advisor

By: /s/ Tyler Jayroe
Name: Tyler Jayroe
Title: Executive Director

**JPMORGAN CHASE BANK, NATIONAL
ASSOCIATION**

By: /s/ Steven J. Bower
Name: Steven J. Bower
Title: Executive Director

JOINT FILING AGREEMENT

The undersigned hereby agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, and that all subsequent amendments to this statement on Schedule 13G may be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. Nothing herein shall be deemed to be an admission that the parties hereto, or any of them, are members of a group (within the meaning of Section 13(d) of the Act and the rules promulgated thereunder) with respect to any securities of Twitter, Inc.

Dated February 14, 2014

**J.P. MORGAN INVESTMENT MANAGEMENT
INC.**

By: /s/ Tyler Jayroe
Name:
Tyler Jayroe
Title: Executive Director

J.P. MORGAN DIGITAL GROWTH FUND L.P.

By: J.P. Morgan Investment Management Inc.,

its investment advisor

By: /s/ Tyler Jayroe
Name: Tyler Jayroe
Title: Executive Director

RTL C, LLC

By: J.P. Morgan Digital Growth Fund L.P., authorized
person

By: J.P. Morgan Investment Management Inc.,

its investment advisor

By: /s/ Tyler Jayroe
Name: Tyler Jayroe
Title: Executive Director

RTL C II, LLC

By: J.P. Morgan Digital Growth Fund L.P., authorized
person

By: J.P. Morgan Investment Management Inc.,

its investment advisor

By: /s/ Tyler Jayroe
Name: Tyler Jayroe
Title: Executive Director

**JPMORGAN CHASE BANK, NATIONAL
ASSOCIATION**

By: /s/ Steven J. Bower
Name: Steven J. Bower
Title: Executive Director