

TWITTER, INC.
Form 4
November 13, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(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 Stock | 11/12/2013 ⁽³⁾ | | C | | 2,812,757 | A | (3) 27,785,069 | I | See |

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| | | | | | | | | | |
|--------------|---------------------------|--|---|-----------|---|------------|------------|------------------------|-------------------------------|
| Stock | | | | | | | | footnote <u>(7)</u> | |
| Common Stock | 11/12/2013 ⁽³⁾ | | C | 393,672 | A | <u>(3)</u> | 5,714,955 | I | See footnote <u>(8)</u> |
| Common Stock | 11/12/2013 ⁽⁴⁾ | | C | 944,459 | A | <u>(4)</u> | 28,729,528 | I | See footnote <u>(7)</u> |
| Common Stock | 11/12/2013 ⁽⁴⁾ | | C | 1,734,738 | A | <u>(4)</u> | 7,449,693 | I | See footnote <u>(8)</u> |
| Common Stock | 11/12/2013 ⁽⁵⁾ | | C | 3,435,699 | A | <u>(5)</u> | 32,165,227 | I | See footnote <u>(7)</u> |
| Common Stock | 11/12/2013 ⁽⁵⁾ | | C | 1,001,832 | A | <u>(5)</u> | 8,451,525 | I | See footnote <u>(8)</u> |
| Common Stock | 11/12/2013 ⁽⁶⁾ | | C | 8,233,068 | A | <u>(6)</u> | 16,684,593 | I | See footnote <u>(8)</u> |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Series A Preferred Stock | <u>(1)</u> | 11/12/2013 ⁽¹⁾ | | C | 18,320,186 | <u>(1)</u> <u>(1)</u> | Common Stock 18,320, |
| Series A Preferred Stock | <u>(1)</u> | 11/12/2013 ⁽¹⁾ | | C | 11,755 | <u>(1)</u> <u>(1)</u> | Common Stock 11,75 |
| Series B Preferred | <u>(2)</u> | 11/12/2013 ⁽²⁾ | | C | 315,164 | <u>(2)</u> <u>(2)</u> | Common Stock 315,1 |

Stock

| | | | | | | | | |
|----------------------------|-----|---------------|---|-----------|-----|-----|--------------|-----------|
| Series C Preferred Stock | (3) | 11/12/2013(3) | C | 2,812,757 | (3) | (3) | Common Stock | 2,812,757 |
| Series C Preferred Stock | (3) | 11/12/2013(3) | C | 393,672 | (3) | (3) | Common Stock | 393,672 |
| Series D Preferred Stock | (4) | 11/12/2013(4) | C | 944,459 | (4) | (4) | Common Stock | 944,459 |
| Series D Preferred Stock | (4) | 11/12/2013(4) | C | 1,734,738 | (4) | (4) | Common Stock | 1,734,738 |
| Series E Preferred Stock | (5) | 11/12/2013(5) | C | 3,435,699 | (5) | (5) | Common Stock | 3,435,699 |
| Series E Preferred Stock | (5) | 11/12/2013(5) | C | 1,001,832 | (5) | (5) | Common Stock | 1,001,832 |
| Series G-1 Preferred Stock | (6) | 11/12/2013(6) | C | 8,233,068 | (6) | (6) | 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.

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- (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) 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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