

TWITTER, INC.

Reported by
GUPTA MIKE

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 11/06/13 for the Period Ending 11/06/13

Address	1355 MARKET STREET, SUITE 900 San Francisco, CA 94103
Telephone	(415) 222-9670
CIK	0001418091
Symbol	TWTR
SIC Code	7370 - Computer Programming, Data Processing, And
Fiscal Year	12/31

FORM 3

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

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30
(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Gupta Mike	2. Date of Event Requiring Statement (MM/DD/YYYY) 11/6/2013	3. Issuer Name and Ticker or Trading Symbol TWITTER, INC. [TWTR]
(Last) (First) (Middle) C/O TWITTER, INC., 1355 MARKET STREET, SUITE 900	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner ____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Financial Officer /	
(Street) SAN FRANCISCO, CA 94103 (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ <input checked="" type="checkbox"/> _ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	900000 (1)	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

- (1) Of the reported shares, 500,000 shares are represented by restricted stock units (RSUs) pursuant to which one-fourth of the shares subject to the RSUs vest on March 1, 2014 and the remaining shares subject to the RSUs vest in twelve equal quarterly installments beginning on June 1, 2014 and an additional 400,000 shares are represented by RSUs pursuant to which 20% of the shares subject to the RSUs vest on August 1, 2014, an additional 5% of the shares subject to the RSUs vest quarterly beginning on November 1, 2014 through August 1, 2015 and an additional 7.5% of the shares subject to the RSUs vest quarterly beginning on November 1, 2015 through August 1, 2017.

Remarks:

Exhibit 24 - Power of Attorney

The Reporting Person holds restricted stock units awarded prior to February 1, 2013 (the "Pre-2013 RSUs"), the

vesting of which is subject to the satisfaction of both a service condition and a performance condition. Accordingly, the Pre-2013 RSUs are not yet reportable for purposes of Section 16 and are not included in this Form 3. The performance condition will be satisfied on the earlier of (i) the date that is the earlier of (x) six months after the effective date of the Issuer's initial public offering or (y) March 8th of the calendar year following the effective date of the Issuer's initial public offering (which the Issuer may elect to accelerate to February 15th); and (ii) the date of a change in control.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gupta Mike C/O TWITTER, INC. 1355 MARKET STREET, SUITE 900 SAN FRANCISCO, CA 94103			Chief Financial Officer	

Signatures

/s/ Sean Edgett, attorney-in-fact

11/6/2013

** Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Twitter, Inc. (the "Company"), hereby constitutes and appoints each of Vijaya Gadde and Sean Edgett, the undersigned's true and lawful attorney-in-fact to:

1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain EDGAR codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
2. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
3. do all acts necessary in order to file such forms with the SEC, any securities exchange or national association, the Company and such other person or agency as the attorney-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorney-in-fact and agent shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of October, 2013.

Signature: /s/ Mike Gupta

Print Name: Mike Gupta