

**TWITTER, INC.**  
Reported by  
**FRY CHRISTOPHER**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 11/07/13 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 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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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  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <b>Fry Christopher</b> (Last) (First) (Middle) <b>C/O TWITTER, INC., 1355 MARKET STREET, SUITE 900</b> (Street) <b>SAN FRANCISCO, CA 94103</b> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>TWITTER, INC. [ TWTR ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  ____ Director _____ 10% Owner ____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>SVP of Engineering</b>
3. Date of Earliest Transaction (MM/DD/YYYY) <b>11/6/2013</b>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	11/6/2013		A		600000 (1)	A	\$0	1025000	D	
Common Stock	11/6/2013		A		100000 (2)	A	\$0	1125000 (3)	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

### Explanation of Responses:

- (1) The reported shares are represented by restricted stock units, or RSUs, which will vest upon the satisfaction of both a performance condition and a service condition. The performance condition will be satisfied on the earlier of (i) March 8, 2014 (which the Issuer may elect to accelerate to February 15, 2014) and (ii) the date of a change in control. The service condition was satisfied as to 1/4th of the total number of shares of common stock underlying the RSUs on May 1, 2013. Thereafter, but prior to satisfaction of the performance condition, an additional 1/48th of the total number of shares of common stock underlying the RSUs vests in monthly installments. After satisfaction of the performance condition, an additional 3/48th of the total number of shares of common stock underlying the RSUs will vest in quarterly installments.
- (2) The reported shares are represented by RSUs which will vest upon the satisfaction of both a performance condition and a service condition. The performance condition will be satisfied on the earlier of (i) March 8, 2014 (which the Issuer may elect to accelerate to February 15, 2014) and (ii) the date of a change in control. The service condition was satisfied as to 1/4th of the total number of shares of common stock underlying the RSUs on July 1, 2013. Thereafter, but prior to satisfaction of the performance condition, an additional 1/48th of the total number of shares of common stock underlying the RSUs vests in monthly installments. After satisfaction of the performance condition, an additional 3/48th of the total number of shares of common stock underlying the RSUs will vest in quarterly installments.
- (3) Of the reported shares, 1,125,000 shares are represented by RSUs.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Fry Christopher</b> <b>C/O TWITTER, INC.</b> <b>1355 MARKET STREET, SUITE 900</b> <b>SAN FRANCISCO, CA 94103</b>			<b>SVP of Engineering</b>	

**Signatures**/s/ Sean Edgett, attorney-in-fact11/7/2013

\*\* 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 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).

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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