

TWITTER, INC.

Reported by
FENTON PETER H

FORM 4

(Statement of Changes in Beneficial Ownership)

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

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 *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
FENTON PETER H	TWITTER, INC. [TWTR]	<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
2480 SAND HILL ROAD, SUITE 200	11/13/2013	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
MENLO PARK, CA 94025		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		<input type="checkbox"/> 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. 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	11/13/2013		C	31459052 A (1)	31567052	I	See footnote (2)
Common Stock					1688	I	See footnote (3)

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				
Series C Convertible Preferred Stock	(1)	11/13/2013		C	291960	(1) (1)	Common Stock 291960	\$0	0	I	See footnote (2)
Series D Convertible Preferred Stock	(1)	11/13/2013		C	29223720	(1) (1)	Common Stock 29223720 (4)	\$0	0	I	See footnote (2)
Series E Convertible Preferred Stock	(1)	11/13/2013		C	750828	(1) (1)	Common Stock 750828	\$0	0	I	See footnote (2)
Series F Convertible Preferred Stock	(1)	11/13/2013		C	1192544	(1) (1)	Common Stock 1192544	\$0	0	I	See footnote (2)

Explanation of Responses:

- (1) Each share of the Series C Convertible Preferred Stock, Series D Convertible Preferred Stock, Series E Convertible Preferred Stock and Series F Convertible Preferred Stock automatically converted into Common Stock on a one-for-one basis immediately prior to the

completion of the Issuer's initial public offering of Common Stock and had no expiration date.

- (2) The shares are held of record by Benchmark Capital Partners VI, L.P. ("BCP VI"), for itself and as nominee for Benchmark Founders' Fund VI, L.P. ("BFF VI"), Benchmark Founders' Fund VI-B, L.P. ("BFF IV-B") and related individuals. Benchmark Capital Management Co. VI, L.L.C., the general partner of each of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole voting and investment power over the reported shares of the Issuer's stock held by such funds.
- (3) The shares are held of record by the Fenton Family Trust, for which the Reporting Person and his spouse serve as trustees.
- (4) The total number of shares has been reduced by 10,000 shares from the Form 3 filed on November 6, 2013 which over-reported the total number of shares underlying the Series D Convertible Preferred Stock.

Remarks:

Alexandre Balkanski, Matthew R. Cohler, Bruce W. Dunlevie, Peter H. Fenton, J. William Gurley, Kevin R. Harvey, Robert Kagle, Mitchell H. Lasky and Steven M. Spurlock are the managing members of Benchmark Capital Management Co. VI, L.L.C., which serves as general partner to Benchmark Capital Partners VI, L.P., Benchmark Founders' Fund VI, L.P. and Benchmark Founders' Fund VI-B, L.P., and may be deemed to share voting and investment power over the shares beneficially held by such entities. Each such person and entity disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the extent of such person's or entity's pecuniary interest in such securities) other than any securities being reported herein as being directly owned by such person or entity

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FENTON PETER H 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025	X			

Signatures

/s/ Steven M. Spurlock, by power of attorney for Peter H. Fenton

11/13/2013

** 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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