

# TWITTER, INC.

Reported by  
**RTLC II, LLC**

## 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

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

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

## 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)
RTLCLL, LLC	TWITTER, INC. [ TWTR ]	
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	____ Director _____ 10% Owner ____ Officer (give title below) _____ Other (specify below)
C/O JP MORGAN INVESTMENT MANAGEMENT INC., 270 PARK AVENUE	11/13/2013	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
NEW YORK, NY 10017		____ X ____ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person
(City) (State) (Zip)		

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	11/12/2013 (1)		C		11755	A	(1)	5006119	D	
Common Stock	11/12/2013 (2)		C		315164	A	(2)	5321283	D	
Common Stock	11/12/2013 (3)		C		393672	A	(3)	5714955	D	
Common Stock	11/12/2013 (4)		C		1734738	A	(4)	7449693	D	
Common Stock	11/12/2013 (5)		C		1001832	A	(5)	8451525	D	
Common Stock	11/12/2013 (6)		C		8233068	A	(6)	16684593	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Preferred Stock	(1)	11/12/2013 (1)		C		11755	(1)	(1)	Common Stock	11755	\$0	0	D	
Series B Preferred Stock	(2)	11/12/2013 (2)		C		315164	(2)	(2)	Common Stock	315164	\$0	0	D	
Series C Preferred Stock	(3)	11/12/2013 (3)		C		393672	(3)	(3)	Common Stock	393672	\$0	0	D	
Series D Preferred		11/12/2013				1734738			Common					

**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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock	(4)	(4)		C			(4)	(4)	Stock	1734738	\$0	0	D	
Series E Preferred Stock	(5)	11/12/2013 (5)		C		1001832	(5)	(5)	Common Stock	1001832	\$0	0	D	
Series G-1 Preferred Stock	(6)	11/12/2013 (6)		C		8233068	(6)	(6)	Common Stock	8233068	\$0	0	D	

**Explanation of Responses:**

- (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.
- (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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RTLC II, LLC C/O JP MORGAN INVESTMENT MANAGEMENT INC.  270 PARK AVENUE NEW YORK, NY 10017		X		

**Signatures**

/s/ Tyler Jayroe, RTLC II, LLC, By: J.P. Morgan Investment Management Inc., By: Tyler Jayroe, Executive Director

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.

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.