

TWITTER, INC.
Reported by
ROETTER ALEXANDER

FORM 3/A
(Amended Statement of Beneficial Ownership)

Filed 06/04/14 for the Period Ending 06/04/14

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| 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

OMB APPROVAL
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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 * Roetter Alexander | 2. Date of Event Requiring Statement (MM/DD/YYYY) 6/4/2014 | 3. Issuer Name and Ticker or Trading Symbol TWITTER, INC. [TWTR] |
| (Last) (First) (Middle) 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) VP, Engineering / | |
| (Street) SAN FRANCISCO, CA 94103 (City) (State) (Zip) | 5. If Amendment, Date Original Filed (MM/DD/YYYY) 6/4/2014 | 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 | 811493 (1) (2) | 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 | | | |
| Employee Stock Option (right to buy) | (3) | 11/22/2020 | Common Stock | 3907 | \$0 | D | |

Explanation of Responses:

- (1) Of the reported shares (i) 77,083 shares are represented by restricted stock units (RSUs) which first vested on 2/19/14, and 4,167 vested on 4/1/14, the remaining 18,750 shares vest quarterly from 7/1/14 through 1/1/15, (ii) 22,916 shares are represented by RSUs which first vested on 2/19/14, and 2,084 vested on 1/1/14, the remaining 50,000 vest quarterly from 6/1/14 through 3/1/16, (iii) 17,708
- (2) (Continued from footnote 1) shares are represented by RSUs which first vested on 3/1/2014, the remaining 168,750 vest quarterly through 3/1/17, (v) 500,000 are represented by RSUs pursuant to which 29% of the shares subject to the RSUs vest on 8/1/14, an additional 5% of the shares subject to the RSUs vest quarterly beginning on 9/1/14 through 8/1/15 and an additional 7.5% of the shares subject to the RSUs vest quarterly beginning on 9/1/15 - 8/1/17.
- (3) An option to purchase 150,000 shares was granted on November 23, 2010 and was exercised in part prior to the date on which the

Reporting Person became subject to Section 16. One-fourth of the shares subject to the option vested on October 4, 2011 and on forty-eighth of the shares vest monthly thereafter.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Roetter Alexander 1355 MARKET STREET, SUITE 900 SAN FRANCISCO, CA 94103 | | | VP, Engineering | |

Signatures

/s/ Sean Edgett, Attorney-in-Fact

6/4/2014

** 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 Mike Gupta, 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 29th day of May 2014.

Signature: /s/ Alexander Roetter

Print Name: Alexander Roetter