

# **TWITTER, INC.**

Reported by  
**FENTON PETER H**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 08/13/14 for the Period Ending 08/11/14

Address	1355 MARKET STREET, SUITE 900 San Francisco, CA 94103
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# FORM 4

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

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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)
<b>FENTON PETER H</b>	<b>TWITTER, INC. [ TWTR ]</b>	<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)
<b>2965 WOODSIDE ROAD</b>	<b>8/11/2014</b>	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
<b>WOODSIDE, CA 94062</b>		<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	8/11/2014		S		35622	D	\$43.3777 <sup>(7)</sup>	0	I	Reporting Person received none of the proceeds from this sale. <sup>(6)</sup>
Common Stock								21715504	I	See footnote (1)
Common Stock								1358115	I	See footnote (2)
Common Stock								891334	I	See footnote (3)
Common Stock								208685	I	See footnote (5)
Common Stock								26299877	I	See footnote (4)

**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) Shares are owned directly by Benchmark Capital Partners VI, L.P. ("BCP VI").
- (2) Shares are owned directly by Benchmark Founders' Fund VI, L.P. ("BFF VI").
- (3) Shares are owned directly by Benchmark Founders' Fund VI-B, L.P. ("BFF VI-B").
- (4) Benchmark Capital Management Co. VI, L.L.C. ("BCMC VI"), the general partner of each of BCP VI, BFF VI and BFF VI-B, may be deemed to have the sole voting and dispositive power over the 26,299,877 shares of the Issuer's Common Stock held by BCP VI and its affiliated funds and associated persons (the "Benchmark VI Funds"). BCMC VI and each of its managing members disclaim beneficial ownership of these shares except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that BCMC VI and its managing members are the beneficial owner of these shares for purposes of Section 16 or any other purpose.
- (5) Shares are owned directly by the Fenton Family Trust.
- (6) Shares are owned directly by Benchmark Capital Holdings Co., L.L.C., which serves as the Benchmark VI Funds' management company and is under common control with BCMC VI. The Reporting Person received none of the proceeds from this sale.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.29 to \$43.468, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

**Remarks:**

Peter H. Fenton is a managing member of BCMC VI, which serves as the general partner of the Benchmark VI Funds. The Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of any securities except to the extent of the Reporting Person's pecuniary interest therein.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>FENTON PETER H</b> <b>2965 WOODSIDE ROAD</b> <b>WOODSIDE, CA 94062</b>	<b>X</b>			

**Signatures**

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

\*\* Signature of Reporting Person

8/13/2014

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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