

# **TWITTER, INC.**

Reported by  
**WEIL KEVIN**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 11/05/14 for the Period Ending 11/03/14

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)	
Weil Kevin		TWITTER, INC. [ TWTR ]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Vice President of Product</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
1355 MARKET STREET, SUITE 900		11/3/2014			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
SAN FRANCISCO, CA 94103				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 (D) Price			
Common Stock	11/3/2014		S (1)	18170 D \$40.2982 (2)	684291 (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				
Employee Stock Option (right to buy)	\$0.1989					(4) 7/6/2019	Common Stock 16000		16000	D	
Employee Stock Option (right to buy)	\$0.845					(5) 7/15/2020	Common Stock 20000		20000	D	
Employee Stock Option (right to buy)	\$2.275					(6) 1/25/2021	Common Stock 118238		118238	D	
Employee Stock Option (right to buy)	\$2.275					(7) 1/25/2021	Common Stock 540		540	D	

#### Explanation of Responses:

- (1) Represents the number of shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of RSUs. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the Reporting Person.
- (2) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$40.17 to \$40.53 per share. 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.

- (3) Of the reported shares, 634,625 shares are represented by restricted stock units (RSUs) of which (1) 78,125 shares subject to the RSUs vest quarterly beginning on December 1, 2014, (2) an additional 384,000 shares subject to the RSUs vest quarterly beginning on November 1, 2014, (3) an additional 112,500 shares subject to the RSUs vest quarterly beginning on November 1, 2014 and (4) an additional 60,000 shares subject to the RSUs vest quarterly beginning on October 1, 2017.
- (4) An option to purchase 315,000 shares was granted on July 7, 2009 and was exercised in part prior to the date on which the Reporting Person became subject to Section 16. The remaining shares subject to the option are fully vested and exercisable.
- (5) This option to purchase 20,000 shares was granted on July 16, 2010. The shares subject to the option are fully vested and exercisable.
- (6) An option to purchase 118,238 shares was granted on January 26, 2011. One-fourth of the shares subject to the option vested on January 1, 2012 and 1/48th of the shares have vested and will vest monthly thereafter.
- (7) An option to purchase 41,762 shares was granted on January 26, 2011 and was exercised in part prior to the date on which the Reporting Person became subject to Section 16. The remaining shares subject to the option are fully vested and exercisable.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Weil Kevin</b> <b>1355 MARKET STREET, SUITE 900</b> <b>SAN FRANCISCO, CA 94103</b>			<b>Vice President of Product</b>	

#### Signatures

/s/ Sean Edgett, attorney-in-fact

11/5/2014

\*\* 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 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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