

**TWITTER, INC.**  
Filed by  
**J.P. MORGAN INVESTMENT MANAGEMENT INC.**

**FORM SC 13G/A**  
(Amended Statement of Ownership)

Filed 03/19/14

|             |  |
|-------------|--|
| Address     | 1355 MARKET STREET, SUITE 900<br>San Francisco, CA 94103 |
| Telephone   | (415) 222-9670   |
| CIK         | 0001418091   |
| Symbol      | TWTR   |
| Fiscal Year | 12/31  |

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

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**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

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**Twitter, Inc.**  
(Name of Issuer)

**Common Stock, par value \$0.000005 per share**  
(Title of Class of Securities)

**90184L 102**  
(CUSIP Number)

**December 31, 2013**  
(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☒ Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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### **Explanatory Note**

The Reporting Persons are filing this Amendment No. 1 to the Schedule 13G to correctly report the amount of shares for which J.P. Morgan Investment Management Inc. and JPMorgan Chase Bank, National Association have sole voting power and sole dispositive power. The Schedule 13G filed on February 14, 2014 incorrectly attributed 88,100 shares to J.P. Morgan Investment Management Inc.'s sole voting power and sole dispositive power when such shares should have been attributed to JPMorgan Chase Bank, National Association's sole voting power and sole dispositive power.

|  |   |                          |
|--|---|--------------------------|
| 1.   | Names of Reporting Persons  |                          |
|  | J.P. Morgan Investment Management Inc.  |                          |
| 2.   | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |                          |
| 3.   | SEC Use Only  |                          |
| 4.   | Citizenship or Place of Organization  |                          |
|  | Delaware  |                          |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person<br>With | 5.  | Sole Voting Power        |
|  |   | 616,040                  |
|  | 6.  | Shared Voting Power      |
|  |   | 16,684,593               |
|  | 7.  | Sole Dispositive Power   |
|  |   | 619,940                  |
|  | 8.  | Shared Dispositive Power |
|  |   | 48,849,820               |
| 9.   | Aggregate Amount Beneficially Owned by Each Reporting Person  |                          |
|  | 49,469,760  |                          |
| 10.  | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>                                |                          |
| 11.  | Percent of Class Represented by Amount in Row (9)   |                          |
|  | 8.7%  |                          |
| 12.  | Type of Reporting Person (See Instructions)   |                          |
|  | IA  |                          |

|  |  |                          |  |
|--|--|--------------------------|--|
| 1.   | Names of Reporting Persons   |                          |  |
|  | J.P. Morgan Digital Growth Fund L.P.   |                          |  |
| 2.   | Check the Appropriate Box if a Member of a Group (See Instructions)  |                          |  |
|  | (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>   |                          |  |
| 3.   | SEC Use Only   |                          |  |
| 4.   | Citizenship or Place of Organization   |                          |  |
|  | Delaware   |                          |  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person<br>With | 5.   | Sole Voting Power        |  |
|  |  | 0                        |  |
|  | 6.   | Shared Voting Power      |  |
|  |  | 16,684,593               |  |
|  | 7.   | Sole Dispositive Power   |  |
|  |  | 0                        |  |
|  | 8.   | Shared Dispositive Power |  |
|  |  | 48,849,820               |  |
| 9.   | Aggregate Amount Beneficially Owned by Each Reporting Person   |                          |  |
|  | 48,849,820   |                          |  |
| 10.  | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/> |                          |  |
| 11.  | Percent of Class Represented by Amount in Row (9)  |                          |  |
|  | 8.6%   |                          |  |
| 12.  | Type of Reporting Person (See Instructions)  |                          |  |
|  | PN   |                          |  |

|  |   |  |  |
|--|---|--|--|
| 1.   | Names of Reporting Persons<br><br>RTLCL, LLC  |  |  |
| 2.   | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |  |  |
| 3.   | SEC Use Only  |  |  |
| 4.   | Citizenship or Place of Organization<br><br>Delaware  |  |  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person<br>With | 5.  | Sole Voting Power<br><br>0                 |  |
|  | 6.  | Shared Voting Power<br><br>0               |  |
|  | 7.  | Sole Dispositive Power<br><br>0            |  |
|  | 8.  | Shared Dispositive Power<br><br>32,165,227 |  |
| 9.   | Aggregate Amount Beneficially Owned by Each Reporting Person<br><br>32,165,227  |  |  |
| 10.  | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>                                |  |  |
| 11.  | Percent of Class Represented by Amount in Row (9)<br><br>5.6%   |  |  |
| 12.  | Type of Reporting Person (See Instructions)<br><br>OO   |  |  |

|  |   |  |  |
|--|---|--|--|
| 1.   | Names of Reporting Persons<br><br>RTLCL II, LLC   |  |  |
| 2.   | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |  |  |
| 3.   | SEC Use Only  |  |  |
| 4.   | Citizenship or Place of Organization<br><br>Delaware  |  |  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person<br>With | 5.  | Sole Voting Power<br><br>0                 |  |
|  | 6.  | Shared Voting Power<br><br>16,684,593      |  |
|  | 7.  | Sole Dispositive Power<br><br>0            |  |
|  | 8.  | Shared Dispositive Power<br><br>16,684,593 |  |
| 9.   | Aggregate Amount Beneficially Owned by Each Reporting Person<br><br>16,684,593  |  |  |
| 10.  | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>                                |  |  |
| 11.  | Percent of Class Represented by Amount in Row (9)<br><br>2.9%   |  |  |
| 12.  | Type of Reporting Person (See Instructions)<br><br>OO   |  |  |

|  |   |  |  |
|--|---|--|--|
| 1.   | Names of Reporting Persons<br><br>JPMorgan Chase Bank, National Association   |  |  |
| 2.   | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |  |  |
| 3.   | SEC Use Only  |  |  |
| 4.   | Citizenship or Place of Organization<br><br>United States of America  |  |  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person<br>With | 5.  | Sole Voting Power<br><br>163,921       |  |
|  | 6.  | Shared Voting Power<br><br>24,600      |  |
|  | 7.  | Sole Dispositive Power<br><br>165,324  |  |
|  | 8.  | Shared Dispositive Power<br><br>24,935 |  |
| 9.   | Aggregate Amount Beneficially Owned by Each Reporting Person<br><br>190,259   |  |  |
| 10.  | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>                                |  |  |
| 11.  | Percent of Class Represented by Amount in Row (9)<br><br><0.1%  |  |  |
| 12.  | Type of Reporting Person (See Instructions)<br><br>BK   |  |  |



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**Item 1.**

- (a) **Name of Issuer:**  
Twitter, Inc.
- (b) **Address of Issuer's Principal Executive Offices:**  
1355 Market Street, Suite 900  
San Francisco, California 94103

**Item 2.**

- (a) **Name of Person Filing:**  
This amendment no. 1 to the statement is filed by J.P. Morgan Investment Management Inc. ("JPMIM"); J.P. Morgan Digital Growth Fund L.P. ("DGF"); RTLC, LLC ("RTLC"); RTLC II, LLC ("RTLC II"); and JPMorgan Chase Bank, National Association ("JPMCB," and together with JPMIM, DGF, RTLC and RTLC II, the "Reporting Persons").
- (b) **Address of Principal Business Office or, if none, Residence:**  
For each Reporting Person:  
270 Park Avenue  
New York, New York 10017
- (c) **Citizenship:**  
For each Reporting Persons other than JPMCB, Delaware.  
For JPMCB, United States of America
- (d) **Title of Class of Securities:**  
Common Stock, par value \$0.000005 per share
- (e) **CUSIP Number:**  
90184L 102

**Item 3.**      **If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**  
Not Applicable.

**Item 4.      Ownership**

1. J.P. Morgan Investment Management Inc.
- (a) Amount beneficially owned: 49,469,760 (1)  
(b) Percent of class: 8.7% (2)  
(c)(i) Sole power to vote or to direct the vote: 616,040 (3)  
(c)(ii) Shared power to vote or to direct the vote: 16,684,593 (4)  
(c)(iii) Sole power to dispose or to direct the disposition of: 619,940 (3)  
(c)(iv) Shared power to dispose or to direct the disposition of: 48,849,820 (5)

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2. J.P. Morgan Digital Growth Fund L.P.
    - (a) Amount beneficially owned: 48,849,820 (5)
    - (b) Percent of class: 8.6% (2)
    - (c)(i) Sole power to vote or to direct the vote: 0
    - (c)(ii) Shared power to vote or to direct the vote: 16,684,593 (4)
    - (c)(iii) Sole power to dispose or to direct the disposition of: 0
    - (c)(iv) Shared power to dispose or to direct the disposition of: 48,849,820 (5)
  3. RTLCL, LLC
    - (a) Amount beneficially owned: 32,165,227 (6)
    - (b) Percent of class: 5.6% (2)
    - (c)(i) Sole power to vote or to direct the vote: 0
    - (c)(ii) Shared power to vote or to direct the vote: 0
    - (c)(iii) Sole power to dispose or to direct the disposition of: 0
    - (c)(iv) Shared power to dispose or to direct the disposition of: 32,165,227 (6)
  4. RTLCL II, LLC
    - (a) Amount beneficially owned: 16,684,593
    - (b) Percent of class: 2.9% (2)
    - (c)(i) Sole power to vote or to direct the vote: 0
    - (c)(ii) Shared power to vote or to direct the vote: 16,684,593
    - (c)(iii) Sole power to dispose or to direct the disposition of: 0
    - (c)(iv) Shared power to dispose or to direct the disposition of: 16,684,593
  5. JPMorgan Chase Bank, National Association
    - (a) Amount beneficially owned: 190,259 (7)
    - (b) Percent of class: <0.1% (2)
    - (c)(i) Sole power to vote or to direct the vote: 163,921 (7)
    - (c)(ii) Shared power to vote or to direct the vote: 24,600 (7)
    - (c)(iii) Sole power to dispose or to direct the disposition of: 165,324 (7)
    - (c)(iv) Shared power to dispose or to direct the disposition of: 24,935 (7)

(1) Consists of (i) 32,165,227 shares of common stock held by Institutional Associates Fund, LLC ("IAF"); (ii) 16,684,593 shares of common stock held by RTLCL II and (iii) 619,940 shares of common stock held by client accounts, to which JPMIM serves as investment advisor. JPMIM serves as investment advisor to DGF, which is the majority member of each of RTLCL and RTLCL II, each a member-managed limited liability company. In order to make certain dispositions of its securities, IAF is required to obtain the consent of RTLCL. JPMIM disclaims beneficial ownership of the shares held by IAF.

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(2) Percentage amount is based on 569,921,608 shares of common stock outstanding as of December 31, 2013, as indicated by the Issuer's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 6, 2014.

(3) Consists of shares of common stock held by client accounts, to which JPMIM serves as investment advisor.

(4) Consists of shares of common stock held by RTLC II. DGF is the majority member of RTLC II, a member-managed limited liability company. JPMIM serves as investment advisor to DGF.

(5) Consists of (i) 32,165,227 shares of common stock held by IAF and (ii) 16,684,593 shares of common stock held by RTLC II. JPMIM serves as investment advisor to DGF, which is the majority member of each of RTLC and RTLC II, each a member-managed limited liability company. In order to make certain dispositions of its securities, IAF is required to obtain the consent of RTLC. Each of JPMIM and DGF disclaims beneficial ownership of the shares held by IAF.

(6) Consists of shares of common stock held by IAF. In order to make certain dispositions of its securities, IAF is required to obtain the consent of RTLC. RTLC disclaims beneficial ownership of the shares held by IAF.

(7) Consists of shares of common stock held by client accounts, to which JPMCB serves as investment advisor.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☐ .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certification**

Not applicable.

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**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated March 19, 2014

**J.P. MORGAN INVESTMENT MANAGEMENT INC.**

By: /s/ Tyler Jayroe  
Name: Tyler Jayroe  
Title: Executive Director

**J.P. MORGAN DIGITAL GROWTH FUND L.P.**

By: J.P. Morgan Investment Management Inc.,  
its investment advisor

By: /s/ Tyler Jayroe  
Name: Tyler Jayroe  
Title: Executive Director

**RTLCL, LLC**

By: J.P. Morgan Digital Growth Fund L.P., authorized person  
By: J.P. Morgan Investment Management Inc.,  
its investment advisor

By: /s/ Tyler Jayroe  
Name: Tyler Jayroe  
Title: Executive Director

**RTLCL II, LLC**

By: J.P. Morgan Digital Growth Fund L.P., authorized person  
By: J.P. Morgan Investment Management Inc.,  
its investment advisor

By: /s/ Tyler Jayroe  
Name: Tyler Jayroe  
Title: Executive Director

**JPMORGAN CHASE BANK, NATIONAL ASSOCIATION**

By: /s/ Andrew J. Anderson  
Name: Andrew J. Anderson  
Title: Executive Director