

TWITTER, INC.

FORM D

(Small Company Offering and Sale of Securities Without Registration)

Filed 01/08/10

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

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

FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL
OMB Number: 3235-0076
Expires: June 30, 2012
Estimated Average burden hours per response: 4.0

1. Issuer's Identity

CIK (Filer ID Number)

0001418091

Previous Name(s) ☒ None

Name of Issuer

Twitter Inc

Entity Type

☒

Corporation

☐

Limited Partnership

☐

Limited Liability Company

☐

General Partnership

☐

Business Trust

☐

Other

Jurisdiction of
Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

☐

Over Five Years Ago

☒

Within Last Five Years (Specify Year) 2007

☐

Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

Twitter Inc

Street Address 1

795 Folsom Street, Suite 600

Street Address 2

City

San Francisco

State/Province/Country

CA

ZIP/Postal Code

94107

Phone No. of Issuer

(415) 896-2008

3. Related Persons

Last Name	First Name	Middle Name
Williams	Evan	
Street Address 1	Street Address 2	
795 Folsom Street, Suite 600		
City	State/Province/Country	ZIP/Postal Code
San Francisco	CA	94107
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Dorsey	Jack	
Street Address 1	Street Address 2	
795 Folsom Street, Suite 600		
City	State/Province/Country	ZIP/Postal Code
San Francisco	CA	94107
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Goldman	Jason	
Street Address 1	Street Address 2	
795 Folsom Street, Suite 600		
City	State/Province/Country	ZIP/Postal Code
San Francisco	CA	94107
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Wilson	Fred	
Street Address 1	Street Address 2	
915 Broadway, Suite 1408		
City	State/Province/Country	ZIP/Postal Code
New York	NY	10010
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Sabet	Bijan	
Street Address 1	Street Address 2	
137 Newbury Street, 8th Floor		
City	State/Province/Country	ZIP/Postal Code
Boston	MA	02116
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
<input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Fenton	Peter	
Street Address 1	Street Address 2	
2480 Sand Hill Road, Suite 200		
City	State/Province/Country	ZIP/Postal Code
Menlo Park	CA	94025
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
<input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Costolo	Dick	
Street Address 1	Street Address 2	
795 Folsom Street, Suite 600		
City	State/Province/Country	ZIP/Postal Code
San Francisco	CA	94107
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
<input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

4. Industry Group

☐ Agriculture

Banking & Financial Services

☐ Commercial Banking

☐ Insurance

☐ Investing

☐ Investment Banking

☐ Pooled Investment Fund

☐ Other Banking & Financial Services

Business Services

Energy

☐ Coal Mining

☐ Electric Utilities

☐ Energy Conservation

☐ Environmental Services

☐ Oil & Gas

☐ Other Energy

Health Care

☐ Biotechnology

☐ Health Insurance

☐ Hospitals & Physicians

☐ Pharmaceuticals

☐ Other Health Care

Manufacturing

Real Estate

☐ Commercial

☐ Construction

☐ REITS & Finance

☐ Residential

☐ Other Real Estate

☐ Retailing

Restaurants

Technology

☐ Computers

☐ Telecommunications

☐ Other Technology

Travel

☐ Airlines & Airports

☐ Lodging & Conventions

☐ Tourism & Travel Services

☐ Other Travel

☒ Other

5. Issuer Size

Revenue Range

☐ No Revenues

☐ \$1 - \$1,000,000

☐ \$1,000,001 - \$5,000,000

☐ \$5,000,001 - \$25,000,000

☐ \$25,000,001 - \$100,000,000

☐ Over \$100,000,000

☒ Decline to Disclose

☐ Not Applicable

Aggregate Net Asset Value Range

☐ No Aggregate Net Asset Value

☐ \$1 - \$5,000,000

☐ \$5,000,001 - \$25,000,000

☐ \$25,000,001 - \$50,000,000

☐ \$50,000,001 - \$100,000,000

☐ Over \$100,000,000

☐ Decline to Disclose

☐ Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505 |
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input checked="" type="checkbox"/> Rule 506 |
| <input type="checkbox"/> Rule 504 (b)(1)(ii) | <input type="checkbox"/> Securities Act Section 4(6) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii) | <input type="checkbox"/> Investment Company Act Section 3(c) |

7. Type of Filing

- ☒ New Notice Date of First Sale **2009-12-23** ☐ First Sale Yet to Occur
- ☐ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☐ Yes ☒ No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|--|---|
| <input type="checkbox"/> Pooled Investment Fund Interests | <input checked="" type="checkbox"/> Equity |
| <input type="checkbox"/> Tenant-in-Common Securities | <input type="checkbox"/> Debt |
| <input type="checkbox"/> Mineral Property Securities | <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input checked="" type="checkbox"/> Other (describe) |
- Issuance of (i) Common Stock, and (ii) Series E Preferred Stock and the underlying Common Stock issuable upon conversion thereof.

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☒ Yes ☐ No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ **0** USD

12. Sales Compensation

Recipient		Recipient CRD Number		<input type="checkbox"/>	None
(Associated) Broker or Dealer		<input type="checkbox"/>	None	(Associated) Broker or Dealer CRD Number	
		<input type="checkbox"/>	None		
Street Address 1		Street Address 2			
City		State/Province/Country		ZIP/Postal Code	
State(s) of Solicitation		<input type="checkbox"/>	All States		

13. Offering and Sales Amounts

Total Offering Amount	\$ 5166511 USD	<input type="checkbox"/> Indefinite
Total Amount Sold	\$ 5166511 USD	
Total Remaining to be Sold	\$ 0 USD	<input type="checkbox"/> Indefinite

Clarification of Response (if Necessary)

14. Investors

☒ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, 0

Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 26

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$ 0 USD	<input type="checkbox"/> Estimate
Finders' Fees	\$ 0 USD	<input type="checkbox"/> Estimate

Clarification of Response (if Necessary)

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0 USD	<input type="checkbox"/> Estimate
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Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Twitter Inc	/s/ Evan Williams	Evan Williams	President and Chief Executive Officer	2010-01-07