

# TWITTER, INC.

Reported by  
**BAIN ADAM**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/03/14 for the Period Ending 12/01/14

|             |  |
|-------------|--|
| Address     | 1355 MARKET STREET, SUITE 900<br>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)  |  |
| Bain Adam  |  | TWITTER, INC. [ TWTR ]                            |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>President of Revenue</b> |  |
| (Last) (First) (Middle)                          |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |  |
| C/O TWITTER, INC., 1355 MARKET STREET, SUITE 900 |  | 12/1/2014   |  |  |  |
| (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<br><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) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|--|---|
| Common Stock                    | 12/1/2014      |                                   | M (1)                     | 39020 A \$0.845   | 628710 (2)  | D  |   |
| Common Stock                    | 12/1/2014      |                                   | S (1)                     | 39020 D \$39.7672 (3)   | 589690 (2)  | D  |   |
| Common Stock                    | 12/1/2014      |                                   | S (1)                     | 18267 D \$39.7697 (4)   | 571423 (2)  | D  |   |
| Common Stock                    |                |                                   |                           |   | 1000000   | I  | See Footnote (5)                                      |

**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) |
|--|--|----------------|-----------------------------------|---------------------------|--|---|---|--|---|--|--|
| Employee Stock Option (right to buy)     | \$0.845  | 12/1/2014      |                                   | M (1)                     | 39020  | (6) 9/23/2020                           | Common Stock 39020  | \$0  | 1820105   | D  |  |

#### Explanation of Responses:

- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- Of the reported shares 569,718 shares are represented by RSUs.
- The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$39.05 to \$41.25 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.
- The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$39.06 to \$41.25 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.

- (5) The shares are held of record by The Bain 2013 Grantor Retained Annuity Trust, dated October 22, 2013 for which the Reporting Person serves as trustee.
- (6) An option to purchase 2,646,456 shares was granted on September 24, 2010 and was exercised in part prior to the date on which the Reporting Person became subject to Section 16. The option was fully vested as of September 7, 2014.

#### Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| <b>Bain Adam</b><br><b>C/O TWITTER, INC.</b><br><b>1355 MARKET STREET, SUITE 900</b><br><b>SAN FRANCISCO, CA 94103</b> |               |           | <b>President of Revenue</b> |       |

#### Signatures

/s/ Sean Edgett, Attorney-in-Fact

12/3/2014

\*\* 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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