

# TWITTER, INC.

Reported by  
**BAIN ADAM**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/24/14 for the Period Ending 12/22/14

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)	
<b>Bain Adam</b> (Last) (First) (Middle)		<b>TWITTER, INC. [ TWTR ]</b>		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President of Revenue</b>	
<b>C/O TWITTER, INC., 1355 MARKET STREET, SUITE 900</b> (Street)		3. Date of Earliest Transaction (MM/DD/YYYY) <b>12/22/2014</b>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
<b>SAN FRANCISCO, CA 94103</b> (City) (State) (Zip)		4. If Amendment, Date Original Filed (MM/DD/YYYY)			

**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	12/22/2014		M <sup>(1)</sup>	27000 A \$1.83	598423 <sup>(2)</sup>	D	
Common Stock					1000000	I	See Footnote <sup>(3)</sup>

**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)	\$1.83	12/22/2014		M <sup>(1)</sup>	27000	<sup>(4)</sup> 11/22/2020	Common Stock 27000	\$0	373000	D	

#### Explanation of Responses:

- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- (2) Of the reported shares 569,718 shares are represented by RSUs.
- (3) 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.
- (4) An option to purchase 400,000 shares was granted on November 23, 2010. One-fourth of the shares subject to the option vested on November 22, 2011 and one forty-eighth of the shares have vested and will vest monthly thereafter.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bain Adam				

C/O TWITTER, INC. 1355 MARKET STREET, SUITE 900 SAN FRANCISCO, CA 94103			President of Revenue	
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**Signatures**

/s/ Sean Edgett, Attorney-in-Fact

12/24/2014

\*\* 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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