

TWITTER, INC.
Form 3/A
June 04, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * <u>Â</u> Roetter Alexander (Last) (First) (Middle) 1355 MARKET STREET, SUITE 900 (Street) SAN FRANCISCO, Â CA Â 94103 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/04/2014	3. Issuer Name and Ticker or Trading Symbol TWITTER, INC. [TWTR]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☐ Director ☐ 10% Owner ☒ Officer ☐ Other (give title below) (specify below) VP, Engineering	5. If Amendment, Date Original Filed(Month/Day/Year) 06/04/2014	6. Individual or Joint/Group Filing(Check Applicable Line) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	811,493 <u>(1)</u> <u>(2)</u>	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (3)	11/22/2020	Common Stock	3,907	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Roetter Alexander 1355 MARKET STREET, SUITE 900 SAN FRANCISCO, CA 94103	Â	Â	Â VP, Engineering	Â

Signatures

/s/ Sean Edgett,
Attorney-in-Fact

06/04/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) Of the reported shares (i) 77,083 shares are represented by restricted stock units (RSUs) which first vested on 2/19/14, and 4,167 vested on 4/1/14, the remaining 18,750 shares vest quarterly from 7/1/14 through 1/1/15, (ii) 22,916 shares are represented by RSUs which first vested on 2/19/14, and 2,084 vested on 1/1/14, the remaining 50,000 vest quarterly from 6/1/14 through 3/1/16, (iii) 17,708

(2) (Continued from footnote 1) shares are represented by RSUs which first vested on 3/1/2014, the remaining 168,750 vest quarterly through 3/1/17, (v) 500,000 are represented by RSUs pursuant to which 29% of the shares subject to the RSUs vest on 8/1/14, an additional 5% of the shares subject to the RSUs vest quarterly beginning on 9/1/14 through 8/1/15 and an additional 7.5% of the shares subject to the RSUs vest quarterly beginning on 9/1/15 - 8/1/17.

(3) An option to purchase 150,000 shares was granted on November 23, 2010 and was exercised in part prior to the date on which the Reporting Person became subject to Section 16. One-fourth of the shares subject to the option vested on October 4, 2011 and on forty-eighth of the shares vest monthly thereafter.

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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