

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

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 ⁽¹⁾	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)	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 (2)	11/22/2020	Common Stock 3,907 \$ 1.83	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

Sean Edgett 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 shares are represented by RSUs which first vested on 2/19/14, and 1,042 vested on 3/1/14, the remaining 31,250 vest quarterly from 6/1/14 through 9/1/16, (iv) 56,520 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.
- (2) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.