

TWITTER, INC.  
Form 4  
June 10, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

OMB  
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2015  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Rowghani Ali

(Last) (First) (Middle)

1355 MARKET STREET, SUITE  
900

(Street)

SAN FRANCISCO, CA 94103

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

TWITTER, INC. [TWTR]

3. Date of Earliest Transaction  
(Month/Day/Year)

06/06/2014

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 06/06/2014                              |                                                             | M <sup>(1)</sup>                        | 45,500 A                                                                | \$ 0.8417 1,035,854                                                                                                | D                                                                       |                                                                   |
| Common<br>Stock                       | 06/06/2014                              |                                                             | S <sup>(1)</sup>                        | 45,500<br>(3) D                                                         | \$ 33.5763 990,354                                                                                                 | D <sup>(4)</sup>                                                        |                                                                   |
| Common<br>Stock                       | 06/10/2014                              |                                                             | M <sup>(1)</sup>                        | 29,100 A                                                                | \$ 0.8417 1,019,454                                                                                                | D                                                                       |                                                                   |
| Common<br>Stock                       | 06/10/2014                              |                                                             | S <sup>(1)</sup>                        | 29,100<br>(5) D                                                         | \$ 35.2108 990,354                                                                                                 | D <sup>(4)</sup>                                                        |                                                                   |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 0.8417                                                             | 06/06/2014                              |                                                             | M                                       |                                                                                                              | 45,500                                                         |     | <u>(2)</u>                                                          | 03/24/2020         | Common<br>Stock | 45,500                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 0.8417                                                             | 06/10/2014                              |                                                             | M                                       |                                                                                                              | 29,100                                                         |     | <u>(2)</u>                                                          | 03/24/2020         | Common<br>Stock | 29,100                              |

## Reporting Owners

| Reporting Owner Name / Address                                           | Relationships                    |
|--------------------------------------------------------------------------|----------------------------------|
|                                                                          | Director 10% Owner Officer Other |
| Rowghani Ali<br>1355 MARKET STREET, SUITE 900<br>SAN FRANCISCO, CA 94103 | Chief Operating Officer          |

## Signatures

/s/ Sean Edgett,  
Attorney-in-Fact

06/10/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

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- (2) An option to purchase 2,481,552 shares was granted on March 25, 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 March 15, 2014.

The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from

- (3) \$33.30 to \$34.31 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.

- (4) Of the reported shares, 726,290 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 \$35.00 to \$35.50 per share. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the

- (5) 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.

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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