

TWITTER, INC.
Form 4
May 08, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
RTL Management, LLC

(Last) (First) (Middle)

260 EAST BROWN STREET, SUITE 380

(Street)

BIRMINGHAM, MI 48009

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TWITTER, INC. [TWTR]

3. Date of Earliest Transaction (Month/Day/Year)
05/06/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/06/2014		J ⁽¹⁾		634,296	D	\$ 0 0	I	See footnote (2)
Common Stock	05/06/2014		J ⁽¹⁾		20,047,516	D	\$ 0 0	I	See footnote (3)
Common Stock	05/06/2014		J ⁽¹⁾		1,471,200	D	\$ 0 0	I	See footnote (4)
Common Stock	05/06/2014		J ⁽¹⁾		17,283,700	D	\$ 0 0	I	See footnote

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RTL Management, LLC 260 EAST BROWN STREET SUITE 380 BIRMINGHAM, MI 48009		X		
Giampetroni John 260 EAST BROWN STREET SUITE 380 BIRMINGHAM, MI 48009		X		
RIZVI SUHAIL 1003 LAKE AVE GREENWICH, CT 06831		X		
RT Kendall, LLC 260 EAST BROWN STREET SUITE 380 BIRMINGHAM, MI 48009		X		
RT Kingdom, LLC 575 MADISON AVENUE		X		

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__Signature of Reporting Person

Date

/s/ Viqar Shariff, Vice President of RTLC Management, LLC, the Sole Member of RTLC Management VI, LLC, the Manager of RT Spartan III, LLC

05/08/2014

__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) Transactions reported on this form represent pro rata liquidating distributions, and not a purchase or sale of securities, by RTLC Management, LLC, RT Kendall, LLC, RT Kingdom, LLC, RT Morningside, LLC and RT Spartan III, LLC to their respective members without consideration.
- (2) Shares held directly by RT Kendall, LLC. RTLC Management, LLC (the manager of RT Kendall, LLC), and John Giampetroni and Suhail Rizvi (the managers of RTLC Management, LLC) have shared voting and investment power over the securities held by RT Kendall, LLC. Such persons and entities disclaim beneficial ownership of shares held by RT Kendall, LLC except to the extent of any pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (3) Shares held directly by RT Kingdom, LLC. RTLC Management, LLC (the sole member of RTLC Management IV, LLC, which is the manager of RT Kingdom, LLC), and John Giampetroni and Suhail Rizvi (the managers of RTLC Management, LLC) have sole voting and shared investment power over the securities held by RT Kingdom, LLC. Such persons and entities disclaim beneficial ownership of shares held by RT Kingdom, LLC except to the extent of any pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (4) Shares held directly by RT Morningside, LLC. RTLC Management, LLC (the manager of RT Morningside, LLC), and John Giampetroni and Suhail Rizvi (the managers of RTLC Management, LLC) have sole voting and shared investment power over the securities held by RT Morningside, LLC. Such persons and entities disclaim beneficial ownership of shares held by RT Morningside, LLC except to the extent of any pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (5) Shares held directly by RT Spartan III, LLC. RTLC Management, LLC (the sole member of RTLC Management VI, LLC, which is the manager of RT Spartan III, LLC), and John Giampetroni and Suhail Rizvi (the managers of RTLC Management, LLC) have sole voting and shared investment power over the securities held by RT Spartan III, LLC. Such persons and entities disclaim beneficial ownership of shares held by RT Spartan III, LLC except to the extent of any pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

Remarks:

This report is filed as one of three to report related transactions for the following filers: RTLC Management, LLC; John Giamp

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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