

TWITTER, INC.
Form 4
November 05, 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 *
Weil Kevin

(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)
11/03/2014

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 below) _____ Other (specify below)
Vice President of Product

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/03/2014 | | S ⁽¹⁾ | 18,170 D | 40.2982 ⁽²⁾ 684,291 ⁽³⁾ | D | |

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

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SEC 1474 (9-02)

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

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| 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. F... | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 0.1989 | | | | | <u>(4)</u> | 07/06/2019 | Common Stock | 16,000 |
| Employee Stock Option (right to buy) | \$ 0.845 | | | | | <u>(5)</u> | 07/15/2020 | Common Stock | 20,000 |
| Employee Stock Option (right to buy) | \$ 2.275 | | | | | <u>(6)</u> | 01/25/2021 | Common Stock | 118,238 |
| Employee Stock Option (right to buy) | \$ 2.275 | | | | | <u>(7)</u> | 01/25/2021 | Common Stock | 540 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Weil Kevin 1355 MARKET STREET, SUITE 900 SAN FRANCISCO, CA 94103 | | | Vice President of Product | |

Signatures

/s/ Sean Edgett,
attorney-in-fact

11/05/2014

__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) Represents the number of shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of RSUs. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the Reporting Person.

(2) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$40.17 to \$40.53 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.

(3) Of the reported shares, 634,625 shares are represented by restricted stock units (RSUs) of which (1) 78,125 shares subject to the RSUs vest quarterly beginning on December 1, 2014, (2) an additional 384,000 shares subject to the RSUs vest quarterly beginning on November 1, 2014, (3) an additional 112,500 shares subject to the RSUs vest quarterly beginning on November 1, 2014 and (4) an additional 60,000 shares subject to the RSUs vest quarterly beginning on October 1, 2017.

(4) An option to purchase 315,000 shares was granted on July 7, 2009 and was exercised in part prior to the date on which the Reporting Person became subject to Section 16. The remaining shares subject to the option are fully vested and exercisable.

(5) This option to purchase 20,000 shares was granted on July 16, 2010. The shares subject to the option are fully vested and exercisable.

(6) An option to purchase 118,238 shares was granted on January 26, 2011. One-fourth of the shares subject to the option vested on January 1, 2012 and 1/48th of the shares have vested and will vest monthly thereafter.

(7) An option to purchase 41,762 shares was granted on January 26, 2011 and was exercised in part prior to the date on which the Reporting Person became subject to Section 16. The remaining shares subject to the option are fully vested and exercisable.

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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