

TWITTER, INC.
Form 3
November 06, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â RTLC II, LLC</p> <p>(Last) (First) (Middle)</p> <p>C/O JP MORGAN INVESTMENT MANAGEMENT INC.,Â 270 PARK AVENUE</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10017</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/06/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TWITTER, INC. [TWTR]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___X_ 10% Owner ___ Officer ___ Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>_X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person</p>
-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	---------------------------------------------------------------------------------------	--------------------------------------------------------------------------------	--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	-------------------------------------------------------------	----------------------------------------------------------------------------------------------------------------------------------------------------------------------

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	4,994,364	D	Â

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

SEC 1473 (7-02)

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.

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
-----------------------------------------------	-------------------------------------------------------------	------------------------------------------------------------------	---------------------------	----------------------	----------------------------------------------------------

Edgar Filing: TWITTER, INC. - Form 3

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock	Â (1)	Â (1)	Common Stock	11,755	\$ (1)	D	Â
Series B Preferred Stock	Â (2)	Â (2)	Common Stock	315,164	\$ (2)	D	Â
Series C Preferred Stock	Â (3)	Â (3)	Common Stock	393,672	\$ (3)	D	Â
Series D Preferred Stock	Â (4)	Â (4)	Common Stock	1,734,738	\$ (4)	D	Â
Series E Preferred Stock	Â (5)	Â (5)	Common Stock	1,001,832	\$ (5)	D	Â
Series G-1 Preferred Stock	Â (6)	Â (6)	Common Stock	8,233,068	\$ (6)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RTLCL II, LLC C/O JP MORGAN INVESTMENT MANAGEMENT INC. 270 PARK AVENUE NEW YORK, NY 10017	Â	Â X	Â	Â

Signatures

/s/ Tyler Jayroe, RTLCL II, LLC, By: J.P. Morgan Investment Management Inc., By: Tyler Jayroe, Executive Director

11/06/2013

**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) The Series A preferred stock is convertible into common stock on a one-for-one basis and has no expiration date. Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series A preferred stock will automatically convert into shares of common stock of the Issuer.

(2) The Series B preferred stock is convertible into common stock on a one-for-one basis and has no expiration date. Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series B preferred stock will automatically convert into shares of common stock of the Issuer.

(3) The Series C preferred stock is convertible into common stock on a one-for-one basis and has no expiration date. Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series C preferred stock will automatically convert into shares of common stock of the Issuer.

(4) The Series D preferred stock is convertible into common stock on a one-for-one basis and has no expiration date. Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series D preferred stock will automatically convert into shares of

Edgar Filing: TWITTER, INC. - Form 3

common stock of the Issuer.

(5) The Series E preferred stock is convertible into common stock on a one-for-one basis and has no expiration date. Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series E preferred stock will automatically convert into shares of common stock of the Issuer.

(6) The Series G-1 preferred stock is convertible into common stock on a one-for-one basis and has no expiration date. Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series G-1 preferred stock will automatically convert into shares of common stock of the Issuer.

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.