

TWITTER, INC.  
Form 3  
November 06, 2013

**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 <b>and</b> Ticker or Trading Symbol |  |
| Â Rowghani Ali                                    |         | (Month/Day/Year)                     | TWITTER, INC. [TWTR]                               |  |
| (Last)  | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |         | 11/06/2013                           |  |  |
| C/O TWITTER, INC.,Â 1355 MARKET STREET, SUITE 900 |         |                                      | (Check all applicable)                             |  |
| (Street)  |         |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                                     |
|   |         |                                      | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other   |
|   |         |                                      | (give title below)                                 | (specify below)  |
|   |         |                                      | Chief Operating Officer                            |  |
|   |         |                                      |  | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   |         |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

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                    | 664,064 <sup>(1)</sup>                                | 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)            | 03/24/2020      | Common Stock | 2,333,178 \$ 0.8417        |  | D                          | Â |
| Employee Stock Option (right to buy) | Â (3)            | 11/22/2020      | Common Stock | 300,000 \$ 1.83            |  | D                          | Â |
| Employee Stock Option (right to buy) | Â (4)            | 04/11/2022      | Common Stock | 217,526 \$ 14.42           |  | D                          | Â |

## Reporting Owners

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

## Signatures

/s/ Sean Edgett,  
attorney-in-fact

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) Of the reported shares, 400,000 shares are represented by restricted stock units (RSUs) pursuant to which 20% of the shares subject to the RSUs vest on August 1, 2014, an additional 5% of the shares subject to the RSUs vest quarterly beginning on November 1, 2014 through August 1, 2015 and an additional 7.5% of the shares subject to the RSUs vest quarterly beginning on November 1, 2015 through August 1, 2017.
- (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. On April 15, 2011, 59,586 shares subject to the option vested and an additional 69,198 shares vest monthly over thirty-four months beginning on May 15, 2011 and an additional 69,234 shares vest on March 15, 2014.
- (3) One-fourth of the shares subject to the option vested on November 22, 2011 and one forty-eighth of the shares vest monthly thereafter.
- (4) Shares subject to the option vest in eight equal quarterly installments beginning on July 1, 2014.

Â

### Remarks:

Exhibit 24 - Power of Attorney

The Reporting Person holds restricted stock units awarded prior to February 1, 2013 (the "Pre-2013")

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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