

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â J.P. Morgan Digital Growth Fund L.P.</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>
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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	6,652,126	I	See footnote <u>(1)</u>
Common Stock	4,994,364	I	See footnote <u>(2)</u>

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)

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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) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	Â (3)	Â (3)	Common Stock	18,320,186	\$ (3)	I	See footnote (4)
Series A Preferred Stock	Â (3)	Â (3)	Common Stock	11,755	\$ (3)	I	See footnote (5)
Series B Preferred Stock	Â (6)	Â (6)	Common Stock	315,164	\$ (6)	I	See footnote (7)
Series C Preferred Stock	Â (8)	Â (8)	Common Stock	2,812,757	\$ (8)	I	See footnote (9)
Series C Preferred Stock	Â (8)	Â (8)	Common Stock	393,672	\$ (8)	I	See footnote (10)
Series D Preferred Stock	Â (11)	Â (11)	Common Stock	944,459	\$ (11)	I	See footnote (12)
Series D Preferred Stock	Â (11)	Â (11)	Common Stock	1,734,738	\$ (11)	I	See footnote (13)
Series E Preferred Stock	Â (14)	Â (14)	Common Stock	3,435,699	\$ (14)	I	See footnote (15)
Series E Preferred Stock	Â (14)	Â (14)	Common Stock	1,001,832	\$ (14)	I	See footnote (16)
Series G-1 Preferred Stock	Â (17)	Â (17)	Common Stock	8,233,068	\$ (17)	I	See footnote (18)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
J.P. Morgan Digital Growth Fund L.P. C/O JP MORGAN INVESTMENT MANAGEMENT INC. 270 PARK AVENUE NEW YORK, NY 10017	Â	Â X	Â	Â

Signatures

/s/ Tyler Jayroe, J.P. Morgan Digital Growth Fund L.P., 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) Represents shares of common stock held by Institutional Associates Fund, LLC ("IAF"). J.P. Morgan Digital Growth Fund L.P. ("DGF") is the majority member of RTLC, LLC, a member-managed limited liability company. In order to make certain dispositions of its securities, IAF is required to obtain the consent of RTLC, LLC. DGF disclaims pecuniary interest in such shares except to the extent of its economic interest.
- (2) Represents shares of common stock held by RTLC II, LLC, a member-managed limited liability company. DGF is the majority member of RTLC II, LLC. DGF disclaims pecuniary interest in such shares except to the extent of its economic interest.
- (3) 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.
- (4) Represents shares of Series A preferred stock held by IAF. DGF is the majority member of RTLC, LLC, a member-managed limited liability company. In order to make certain dispositions of its securities, IAF is required to obtain the consent of RTLC, LLC. DGF disclaims pecuniary interest in such shares except to the extent of its economic interest.
- (5) Represents shares of Series A preferred stock held by RTLC II, LLC, a member-managed limited liability company. DGF is the majority member of RTLC II, LLC. DGF disclaims pecuniary interest in such shares except to the extent of its economic interest.
- (6) 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.
- (7) Represents shares of Series B preferred stock held by RTLC II, LLC, a member-managed limited liability company. DGF is the majority member of RTLC II, LLC. DGF disclaims pecuniary interest in such shares except to the extent of its economic interest.
- (8) 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.
- (9) Represents shares of Series C preferred stock held by IAF. DGF is the majority member of RTLC, LLC, a member-managed limited liability company. In order to make certain dispositions of its securities, IAF is required to obtain the consent of RTLC, LLC. DGF disclaims pecuniary interest in such shares except to the extent of its economic interest.
- (10) Represents shares of Series C preferred stock held by RTLC II, LLC, a member-managed limited liability company. DGF is the majority member of RTLC II, LLC. DGF disclaims pecuniary interest in such shares except to the extent of its economic interest.
- (11) 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 common stock of the Issuer.
- (12) Represents shares of Series D preferred stock held by IAF. DGF is the majority member of RTLC, LLC, a member-managed limited liability company. In order to make certain dispositions of its securities, IAF is required to obtain the consent of RTLC, LLC. DGF disclaims pecuniary interest in such shares except to the extent of its economic interest.
- (13) Represents shares of Series D preferred stock held by RTLC II, LLC, a member-managed limited liability company. DGF is the majority member of RTLC II, LLC. DGF disclaims pecuniary interest in such shares except to the extent of its economic interest.
- (14) 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.
- (15) Represents shares of Series E preferred stock held by IAF. DGF is the majority member of RTLC, LLC, a member-managed limited liability company. In order to make certain dispositions of its securities, IAF is required to obtain the consent of RTLC, LLC. DGF disclaims pecuniary interest in such shares except to the extent of its economic interest.
- (16) Represents shares of Series E preferred stock held by RTLC II, LLC, a member-managed limited liability company. DGF is the majority member of RTLC II, LLC. DGF disclaims pecuniary interest in such shares except to the extent of its economic interest.
- (17) 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.
- (18)

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Represents shares of Series G-1 preferred stock held by RTALC II, LLC, a member-managed limited liability company. DGF is the majority member of RTALC II, LLC. DGF disclaims pecuniary interest in such shares except to the extent of its economic interest.

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.