Williams Evan Clark
Form 4
October 12, 2018

# FORM 4

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

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Williams Evan Clark

(Last) (First) (Middle)

C/O TWITTER, INC., 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)
10/10/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 10/10/2018 | | S (1) | | 3,158 | D | $ 27.2943 (2) | 240,359 | I | See footnote (3) |
| Common Stock | 10/10/2018 | | S (1) | | 810 | D | $ 28.0657 (4) | 239,549 | I | See footnote (3) |
| Common Stock | 10/11/2018 | | S (1) | | 3,920 | D | $ 26.9419 (5) | 235,629 | I | See footnote (3) |
| Common Stock | 10/11/2018 | | S (1) | | 48 | D | $ 27.5475 | 235,581 | I | See footnote |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | | | | | (6) | | | (3) |
| Common Stock | 10/10/2018 | S(1) | 3,335 | D | $ 27.3002 (7) | 257,753 | I | See footnote (8) |
| Common Stock | 10/10/2018 | S(1) | 666 | D | $ 28.0199 (9) | 257,087 | I | See footnote (8) |
| Common Stock | 10/10/2018 | S(1) | 254 | D | $ 29.0397 (10) | 256,833 | I | See footnote (8) |
| Common Stock | 10/11/2018 | S(1) | 4,155 | D | $ 26.8429 (11) | 252,678 | I | See footnote (8) |
| Common Stock | 10/11/2018 | S(1) | 100 | D | $ 27.46 | 252,578 | I | See footnote (8) |
| Common Stock | 10/10/2018 | S(1) | 24,143 | D | $ 27.2994 (2) | 1,824,052 | I | See footnote (12) |
| Common Stock | 10/10/2018 | S(1) | 5,990 | D | $ 28.0661 (4) | 1,818,062 | I | See footnote (12) |
| Common Stock | 10/11/2018 | S(1) | 29,781 | D | $ 26.9422 (5) | 1,788,281 | I | See footnote (12) |
| Common Stock | 10/11/2018 | S(1) | 352 | D | $ 27.5475 (6) | 1,787,929 | I | See footnote (12) |
| Common Stock | 10/10/2018 | S(1) | 19,801 | D | $ 27.2992 (13) | 1,491,702 | D | |
| Common Stock | 10/10/2018 | S(1) | 4,268 | D | $ 28.0524 (14) | 1,487,434 | D | |
| Common Stock | 10/10/2018 | S(1) | 574 | D | $ 28.9834 (15) | 1,486,860 | D | |
| Common Stock | 10/11/2018 | S(1) | 23,571 | D | $ 26.8872 (16) | 1,463,289 | D | |
| Common Stock | 10/11/2018 | S(1) | 1,072 | D | $ 27.3414 (17) | 1,462,217 | D | |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Common Stock | 10/10/2018 | | S (1) | 217,711 | D | $ 27.2998 (18) | 16,931,457 | I | See footnote (19) |
| Common Stock | 10/10/2018 | | S (1) | 57,674 | D | $ 28.0521 (20) | 16,873,783 | I | See footnote (19) |
| Common Stock | 10/10/2018 | | S (1) | 2,602 | D | $ 28.9793 (21) | 16,871,181 | I | See footnote (19) |
| Common Stock | 10/11/2018 | | S (1) | 263,037 | D | $ 26.914 (22) | 16,608,144 | I | See footnote (19) |
| Common Stock | 10/11/2018 | | S (1) | 14,950 | D | $ 27.3534 (23) | 16,593,194 | I | See footnote (19) |
| Common Stock | 10/10/2018 | | S (1) | 108 | D | $ 27.2494 (24) | 10,441 | I | See footnote (25) |
| Common Stock | 10/10/2018 | | S (1) | 27 | D | $ 28.7922 (26) | 10,414 | I | See footnote (25) |
| Common Stock | 10/11/2018 | | S (1) | 135 | D | $ 26.7925 (27) | 10,279 | I | See footnote (25) |

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)**

| 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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | 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 |
| Williams Evan Clark<br>C/O TWITTER, INC.<br>1355 MARKET STREET, SUITE 900<br>SAN FRANCISCO, CA 94103 | X | | | |

# Signatures

| | |
|---|---|
| /s/ Sean Edgett, Attorney-in-Fact | 10/12/2018 |
| **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)** The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted 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 $26.80 to $27.79 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)** The shares are held of record by Green Monster Trust dated November 7, 2012, for which the Goldman Sachs Trust Company serves as trustee.

**(4)** The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $27.805 to $28.72 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.

**(5)** The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $26.48 to $27.41 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.

**(6)** The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $27.48 to $27.57 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.

**(7)** The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $26.79 to $27.73 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.

**(8)** The shares are held of record by The Family Trust under the Williams 2010 Qualified Annuity Trust 1 dated August 31, 2010, for which the Reporting Person's spouse serves as trustee.

**(9)** The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $27.83 to $28.61 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.

**(10)**

The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $29.02 to $29.07 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.

**(11)** The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $26.23 to $27.15 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.

**(12)** The shares are held of record by the Article IV Family Trust Under Williams 2010 Qualified Annuity Trust 5, for which the Reporting Person's spouse and the Goldman Sachs Trust Company serve as co-trustees.

**(13)** The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $26.79 to $27.78 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.

**(14)** The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $27.79 to $28.74 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.

**(15)** The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $28.95 to $29.02 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.

**(16)** The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $26.22 to $27.20 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.

**(17)** The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $27.22 to $27.52 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.

**(18)** The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $26.77 to $27.76 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.

**(19)** The shares are held of record by Obvious, LLC, for which the Reporting Person serves as the sole member.

**(20)** The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $27.77 to $28.76 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.

**(21)** The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $28.79 to $29.12 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.

**(22)** The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $26.22 to $27.21 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.

**(23)** The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $27.22 to $27.57 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.

**(24)** The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $26.79 to $27.71 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.

**(25)** The shares are held of record by the Reporting Person's spouse.

**(26)** The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $28.61 to $29.02 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.

**(27)** The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $26.23 to $27.19 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.

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