

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, 2005
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)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Costolo Richard		(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 checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
SAN FRANCISCO,Â CAÂ 94103			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			Chief Executive 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

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	566,920	I	See footnote <u>(1)</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)

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)
		Title			

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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)	09/03/2019	Common Stock 3,752,606 \$ 0.4283	D Â
Employee Stock Option (right to buy)	Â (3)	11/22/2020	Common Stock 4,110,284 \$ 1.83	D Â
Employee Stock Option (right to buy)	Â (4)	04/11/2022	Common Stock 388,440 \$ 14.42	D Â
Employee Stock Option (right to buy)	Â (2)	09/03/2019	Common Stock 273,000 \$ 0.4283	I See footnote (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Costolo Richard C/O TWITTER, INC. 1355 MARKET STREET, SUITE 900 SAN FRANCISCO, CA 94103	Â X	Â	Â Chief Executive 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) The shares are held of record by the Richard Costolo 2001 Living Trust dated February 8, 2001, for which the Reporting Person serves as trustee, and the Lorin Costolo 2001 Living Trust dated February 8, 2001, for which the Reporting Person's spouse serves as trustee.
- (2) The option is fully vested and immediately exercisable.
- (3) One-fourth of the shares subject to the option vested on November 22, 2011 and 1/48th of the shares vest monthly thereafter.
- (4) 6.25% of the shares subject to the option vest on each of July 1, 2014, October 1, 2014, January 1, 2015 and April 1, 2015, and 18.75% of the shares subject to the option vest on each of July 1, 2015, October 1, 2015, January 1, 2016 and April 1, 2016.
- (5) The option is held of record by the Northern Trust Company, as Trustee of the Lorin Costolo 2012 Gift Trust. Ms. Costolo is the spouse of the Reporting Person.

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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