TWITTER, INC. Form 4

December 24, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

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January 31, 2005

0.5

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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

1(b).

(Print or Type Responses)

See Instruction

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(First)

TWITTER, INC. [TWTR]

(Check all applicable)

C/O TWITTER, INC., 1355

(Street)

(State)

(Middle)

(Zip)

3. Date of Earliest Transaction (Month/Day/Year)

\_X\_\_ Director Officer (give title below)

X\_\_ 10% Owner \_ Other (specify

MARKET STREET, SUITE 900

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

12/22/2014

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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6. Individual or Joint/Group Filing(Check

4!--- C------4!-- A -

SAN FRANCISCO, CA 94103

(City)	(State)	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. Transactic Code (Instr. 8)	4. Securitie or Disposed o (Instr. 3, 4) Amount	f(D)	uired (A) or Price	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)	
Common Stock	12/22/2014		S <u>(1)</u>	11,160	D	\$ 37.9966 (2)	3,152,242	D		
Common Stock	12/23/2014		S <u>(1)</u>	11,160	D	\$ 38.1621 (3)	3,141,082	D		
Common Stock	12/22/2014		S <u>(1)</u>	147,870	D	\$ 37.9976 (2)	43,451,324	I	See footnote (4)	
Common Stock	12/23/2014		S(1)	147,870	D	\$ 38.1633	43,303,454	I	See footnote	

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					(3)			<u>(4)</u>
Common Stock	12/22/2014	S <u>(1)</u>	1,860	D	\$ 37.9769 (2)	553,798	I	See footnote (5)
Common Stock	12/23/2014	S <u>(1)</u>	1,860	D	\$ 38.1637 (3)	551,938	I	See footnote (5)
Common Stock	12/22/2014	S <u>(1)</u>	2,046	D	\$ 37.9769 (2)	595,772	I	See footnote (6)
Common Stock	12/23/2014	S <u>(1)</u>	2,046	D	\$ 38.1322 (3)	593,726	I	See footnote (6)
Common Stock	12/22/2014	S <u>(1)</u>	23,064	D	\$ 37.9929 (2)	6,520,643	I	See footnote (7)
Common Stock	12/23/2014	S <u>(1)</u>	23,064	D	\$ 38.1576 (3)	6,497,579	I	See footnote (7)
Common Stock						19,314	I	See footnote (8)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.		5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ection	rNumber	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code		of	(Month/Day/	Year)	Under	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative					Securities			(Instr.	3 and 4)	
	Security					Acquired					
						(A) or					
						Disposed					
						of (D)					
						(Instr. 3,					
						4, and 5)					
										Amount	
							<b>5</b> .	<b>a</b>		or	
							Date	Expiration	Title	Number	
							Exercisable	Date		of	
				Code	V	(A) (D)				Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

SEC 1474

(9-02)

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Williams Evan Clark

C/O TWITTER, INC.

X

X

1355 MARKET STREET, SUITE 900 SAN FRANCISCO, CA 94103

# **Signatures**

/s/ Sean Edgett, Attorney-in-Fact

12/24/2014

\*\*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.
- The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$37.31 to \$38.80 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.
- The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$37.46 to \$39.22 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.
- (4) The shares are held of record by Obvious, LLC, for which the Reporting Person serves as the sole member.
- (5) The shares are held of record by Green Monster Trust dated November 7, 2012, for which the Goldman Sachs Trust Company serves as trustee.
- (6) 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.
- (7) The shares are held of record by the Williams 2010 Qualified Annuity Trust 5, for which the Reporting Person's spouse serves as co-trustee.
- (8) The shares are held of record by the Reporting Person's spouse.

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.

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