

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 *

Â Rowghani Ali

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

11/06/2013

3. Issuer Name and Ticker or Trading Symbol
TWITTER, INC. [TWTR]

4. Relationship of Reporting Person(s) to Issuer

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

C/O TWITTER, INC.,Â 1355
MARKET STREET, SUITE 900

(Street)

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer ____ Other
 (give title below) (specify below)
 Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

SAN

FRANCISCO,Â CAAÂ 94103

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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 ⁽¹⁾

D

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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)

Title

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 C/O TWITTER, INC. 1355 MARKET STREET, SUITE 900 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.

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Remarks:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

TheÂ ReportingÂ PersonÂ holdsÂ restrictedÂ stockÂ unitsÂ awardedÂ priorÂ toÂ FebruaryÂ 1,Â 2013Â (theÂ "Pre-2013Â

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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