

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 * |         |          | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| J.P. Morgan Investment Management Inc.    |         |          | (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)                   |
| 270 PARK AVENUE                           |         |          |                                      | (Check all applicable)                             |  |
| (Street)                                  |         |          |                                      | ____ Director                                      | <input checked="" type="checkbox"/> 10% Owner                          |
| NEW YORK, NY 10017                        |         |          |                                      | ____ Officer                                       | ____ Other   |
| (City)                                    | (State) | (Zip)    |                                      | (give title below)                                 | (specify below)  |
|   |         |          |                                      |  | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   |         |          |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |          |                                      |  | ____ 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                    | 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)**

| 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 | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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|                            | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |                   |
|----------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|-------------------|
| 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 Investment Management Inc.<br>270 PARK AVENUE<br>NEW YORK, NY 10017 | Â             | Â X       | Â       | Â     |

## Signatures

/s/ Tyler Jayroe 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 Investment Management Inc. ("JPMIM") serves as investment advisor to J.P. Morgan Digital Growth Fund L.P. ("DGF"), which 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

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consent of RTLC, LLC. JPMIM disclaims beneficial ownership of the shares held by IAF and 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. JPMIM serves as investment advisor to DGF, which is the majority member of RTLC II, LLC. JPMIM disclaims beneficial ownership of the shares held by RTLC II, LLC and 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. JPMIM serves as investment advisor to DGF, which 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. JPMIM disclaims beneficial ownership of the shares held by IAF and 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. JPMIM serves as investment advisor to DGF, which is the majority member of RTLC II, LLC. JPMIM disclaims beneficial ownership of the shares held by RTLC II, LLC and 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. JPMIM serves as investment advisor to DGF, which is the majority member of RTLC II, LLC. JPMIM disclaims beneficial ownership of the shares held by RTLC II, LLC and 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. JPMIM serves as investment advisor to DGF, which 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. JPMIM disclaims beneficial ownership of the shares held by IAF and 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. JPMIM serves as investment advisor to DGF, which is the majority member of RTLC II, LLC. JPMIM disclaims beneficial ownership of the shares held by RTLC II, LLC and 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. JPMIM serves as investment advisor to DGF, which 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. JPMIM disclaims beneficial ownership of the shares held by IAF and 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. JPMIM serves as investment advisor to DGF, which is the majority member of RTLC II, LLC. JPMIM disclaims beneficial ownership of the shares held by RTLC II, LLC and 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. JPMIM serves as investment advisor to DGF, which 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. JPMIM disclaims beneficial ownership of the shares held by IAF and 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. JPMIM serves as investment advisor to DGF, which is the majority member of RTLC II, LLC. JPMIM disclaims beneficial ownership of the shares held by RTLC II, LLC and disclaims pecuniary interest in such shares except to the extent of its economic interest.

(17)

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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) Represents shares of Series G-1 preferred stock held by RTALC II, LLC, a member-managed limited liability company. JPMIM serves as investment advisor to DGF, which is the majority member of RTALC II, LLC. JPMIM disclaims beneficial ownership of the shares held by RTALC II, LLC and 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.

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