

TWITTER, INC.  
Form DEFA14A  
May 20, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-2  
TWITTER, INC.

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

May 20, 2016

To: Stockholders of Twitter, Inc.

Re: Twitter, Inc. 2016 Equity Incentive Plan

Dear Stockholders:

We appreciate the stockholder feedback we have received on our proposal to approve the Twitter, Inc. (“Twitter”) 2016 Equity Incentive Plan (the “2016 Plan”) at our 2016 Annual Meeting of Stockholders (the “Annual Meeting”).

In October 2015, our Co-Founder and Chief Executive Officer, Jack Dorsey, agreed to contribute 6,814,085 shares of his own Twitter common stock to Twitter to be granted to our employees without any cost or charge to Twitter. We are asking our stockholders to approve the 2016 Plan at the Annual Meeting in order to allow us to fulfill Mr. Dorsey’s objectives of making his contributed shares available for grants to our employees. Mr. Dorsey and we believe our success is due to our highly talented employee base and that our future success depends on our ability to attract and retain high caliber people.

Based on discussions with our stockholders, we have committed to amend the 2016 Plan after the Annual Meeting to prohibit the repricing of stock options, including through an option exchange program or cash buyout, without the consent of Twitter’s stockholders. We recognize the importance of protecting the value of your investment in Twitter and we also endeavor to be responsive to stockholder feedback on our compensation programs.

As a company, we are committed to recruiting and retaining highly talented personnel, and ensuring that employee and stockholder interests are aligned. We believe that the 2016 Plan allows us to further our goal of incentivizing the quality personnel we need to move our business forward without causing dilution to our stockholders.

We thank you for your continued support of Twitter and look forward to either greeting you in person at the Annual Meeting or receiving your proxy.

Very truly yours,

Vijaya Gadde

General Counsel & Secretary