

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, 2015
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 FENTON PETER H		(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		
2480 SAND HILL ROAD,Â SUITE 200			(Check all applicable)	
	(Street)		<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
MENLO PARK,Â CAÂ 94025			<input type="checkbox"/> Officer	<input type="checkbox"/> 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
				<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	108,000	I	See footnote <u>(1)</u>
Common Stock	1,688	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 C Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	291,960	\$ (3)	I	See footnote (1)
Series D Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	29,233,720	\$ (3)	I	See footnote (1)
Series E Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	750,828	\$ (3)	I	See footnote (1)
Series F Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	1,192,544	\$ (3)	I	See footnote (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FENTON PETER H 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025	Â X	Â	Â	Â

Signatures

/s/ Steven M. Spurlock, by power of attorney for Peter H. Fenton

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 Benchmark Capital Partners VI, L.P. ("BCP VI"), for itself and as nominee for Benchmark Founders' Fund VI, L.P. ("BFF VI"), Benchmark Founders' Fund VI-B, L.P. ("BFF IV-B") and related individuals. Benchmark Capital Management Co. VI, L.L.C., the general partner of each of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole voting and investment power over the reported shares of the Issuer's stock held by such funds.
 - (2) The shares held of record by the Fenton Family Trust, for which the Reporting Person and his spouse serve as trustees.
 - (3) Each share of the Series C Convertible Preferred Stock, Series D Convertible Preferred Stock, Series E Convertible Preferred Stock and Series F Convertible Preferred Stock shall automatically convert into Common Stock on a one-for-one basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and has no expiration date.

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Remarks:

AlexandreÂ Balkanski,Â MatthewÂ R.Â Cohler,Â BruceÂ W.Â Dunlevie,Â PeterÂ H.Â Fenton,Â J.Â WilliamÂ Gurley,Â K

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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