

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 SECURITIESFiled 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 *

Bain Adam

(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., 1355
MARKET STREET, SUITE 900

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
President of Global Revenue6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

SAN

FRANCISCO, CA 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

200,000 ⁽¹⁾

D

A

Common Stock

100,000

I

See footnote ⁽²⁾

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**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)	
Employee Stock Option (right to buy)	Â (3)	09/23/2020	Common Stock	1,937,165	\$ 0.845	D	Â
Employee Stock Option (right to buy)	Â (4)	11/22/2020	Common Stock	400,000	\$ 1.83	D	Â
Employee Stock Option (right to buy)	Â (5)	04/11/2022	Common Stock	217,526	\$ 14.42	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bain Adam C/O TWITTER, INC. 1355 MARKET STREET, SUITE 900 SAN FRANCISCO, CA 94103	Â	Â	Â President of Global Revenue	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, 200,000 shares are represented by restricted stock units (RSUs) pursuant to which 8.25% of the shares subject to the RSUs vest quarterly beginning on January 1, 2015 through October 1, 2016 and an additional 8.5% of the shares subject to the RSUs vest quarterly beginning on January 1, 2017 through October 1, 2017.
- (2) The shares are held of record by The Bain 2013 Grantor Retained Annuity Trust, dated October 22, 2013 for which the Reporting Person serves as trustee.
- (3) An option to purchase 2,646,456 shares was granted on September 24, 2010 and was exercised in part prior to the date on which the Reporting Person became subject to Section 16. One-fourth of the shares subject to the option vested on September 7, 2011 and one forty-eighth of the shares vest monthly thereafter.
- (4) One-fourth of the shares subject to the option vested on November 22, 2011 and one forty-eighth of the shares vest monthly thereafter.
- (5) 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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