

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 RTLC, LLC

(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)

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)

C/O JP MORGAN  
INVESTMENT  
MANAGEMENT INC.,Â 270  
PARK AVENUE

(Street)

NEW YORK,Â NYÂ 10017

(City)

(State)

(Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 <sup>(1)</sup>

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

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

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			(Instr. 4)		Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	Â (2)	Â (2)	Common Stock	18,320,186	\$ (2)	I	See footnote (3)
Series C Preferred Stock	Â (4)	Â (4)	Common Stock	2,812,757	\$ (4)	I	See footnote (5)
Series D Preferred Stock	Â (6)	Â (6)	Common Stock	944,459	\$ (6)	I	See footnote (7)
Series E Preferred Stock	Â (8)	Â (8)	Common Stock	3,435,699	\$ (8)	I	See footnote (9)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RTLC, LLC C/O JP MORGAN INVESTMENT MANAGEMENT INC. 270 PARK AVENUE NEW YORK, NY 10017	Â	Â X	Â	Â

## Signatures

/s/ Tyler Jayroe, RTLC, LLC, By: 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).

Represents shares of common stock held by Institutional Associates Fund, LLC ("IAF"). In order to make certain dispositions of its securities, IAF is required to obtain the consent of RTLC, LLC. RTLC, LLC disclaims pecuniary interest in such shares except to the extent of its economic interest.

(1) 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.

(2) Represents shares of Series A preferred stock held by IAF. In order to make certain dispositions of its securities, IAF is required to obtain the consent of RTLC, LLC. RTLC, LLC disclaims pecuniary interest in such shares except to the extent of its economic interest.

(3) 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.

(4) Represents shares of Series C preferred stock held by IAF. In order to make certain dispositions of its securities, IAF is required to obtain the consent of RTLC, LLC. RTLC, LLC disclaims pecuniary interest in such shares except to the extent of its economic interest.

(5) 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.

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- (7) Represents shares of Series D preferred stock held by IAF. In order to make certain dispositions of its securities, IAF is required to obtain the consent of RTLCL, LLC. RTLCL, LLC disclaims pecuniary interest in such shares except to the extent of its economic interest.

- 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.

- (9) Represents shares of Series E preferred stock held by IAF. In order to make certain dispositions of its securities, IAF is required to obtain the consent of RTLCL, LLC. RTLCL, LLC 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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