

TWITTER, INC.

Form 3

November 06, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated 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 *

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 Issuer5. 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)

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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 of5. Ownership
Form of
Derivative6. 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).
- 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.
- (1) 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.
 - (2) 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.
 - (3) One-fourth of the shares subject to the option vested on November 22, 2011 and one forty-eighth of the shares vest monthly thereafter.
 - (4) Shares subject to the option vest in eight equal quarterly installments beginning on July 1, 2014.
 - (5)

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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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