

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)

<p>1. Name and Address of Reporting Person *</p> <p>RTLC, LLC</p> <p>(Last) (First) (Middle)</p> <p>C/O JP MORGAN INVESTMENT MANAGEMENT INC., 270 PARK AVENUE</p> <p>(Street)</p> <p>NEW YORK, NY 10017</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/06/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TWITTER, INC. [TWTR]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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 (1)

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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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
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).

(1) 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.

(2) 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.

(3) 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.

(4) 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.

(5) 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.

(6) 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 RTALC, LLC. RTALC, 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
- (8) 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 RTALC, LLC. RTALC, 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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