

TWITTER, INC.
Form 4
April 05, 2017

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
Williams Evan Clark

(Last) (First) (Middle)

C/O TWITTER, INC., 1355
MARKET STREET, SUITE 900

(Street)

SAN FRANCISCO, CA 94103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TWITTER, INC. [TWTR]

3. Date of Earliest Transaction
(Month/Day/Year)
04/03/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 04/03/2017 | | S ⁽¹⁾ | | 1,478 | D | \$ 14.7635 (2) |
| | | | | | | | 471,134 |
| | | | | | | | I |
| | | | | | | | See footnote (3) |
| Common Stock | 04/04/2017 | | S ⁽¹⁾ | | 1,478 | D | \$ 14.6646 (4) |
| | | | | | | | 469,656 |
| | | | | | | | I |
| | | | | | | | See footnote (3) |
| Common Stock | 04/03/2017 | | S ⁽¹⁾ | | 1,584 | D | \$ 14.7635 (2) |
| | | | | | | | 505,136 |
| | | | | | | | I |
| | | | | | | | See footnote (5) |
| Common Stock | 04/04/2017 | | S ⁽¹⁾ | | 1,584 | D | \$ 14.6646 |
| | | | | | | | 503,552 |
| | | | | | | | I |
| | | | | | | | See footnote |

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| | | | | | (4) | | | (5) |
|--------------|------------|------------------|---------|---|------------|------------|-------|-------------------|
| Common Stock | 04/03/2017 | S ⁽¹⁾ | 14,955 | D | \$ 14.7635 | 4,768,113 | (6) I | See footnote (7) |
| Common Stock | 04/04/2017 | S ⁽¹⁾ | 14,955 | D | \$ 14.6646 | 4,753,158 | (6) I | See footnote (7) |
| Common Stock | 04/03/2017 | S ⁽¹⁾ | 9,173 | D | \$ 14.7635 | 2,924,620 | (6) D | |
| Common Stock | 04/04/2017 | S ⁽¹⁾ | 9,173 | D | \$ 14.6646 | 2,915,447 | (6) D | |
| Common Stock | 04/03/2017 | S ⁽¹⁾ | 109,310 | D | \$ 14.7635 | 34,850,271 | I | See footnote (8) |
| Common Stock | 04/04/2017 | S ⁽¹⁾ | 109,310 | D | \$ 14.6646 | 34,740,961 | I | See footnote (8) |
| Common Stock | 04/03/2017 | S ⁽¹⁾ | 200 | D | \$ 14.76 | 19,114 | I | See footnote (10) |
| Common Stock | 04/04/2017 | S ⁽¹⁾ | 100 | D | \$ 14.655 | 19,014 | I | See footnote (10) |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|-----------|
| | | | | Code | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Williams Evan Clark C/O TWITTER, INC. 1355 MARKET STREET, SUITE 900 SAN FRANCISCO, CA 94103 | | X | | |

Signatures

/s/ Sean Edgett,
Attorney-in-Fact

04/05/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$14.65 to \$14.945 per share. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2) The shares are held of record by Green Monster Trust dated November 7, 2012, for which the Goldman Sachs Trust Company serves as trustee.
The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$14.585 to \$14.755 per share. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) The shares are held of record by The Family Trust under the Williams 2010 Qualified Annuity Trust 1 dated August 31, 2010, for which the Reporting Person's spouse serves as trustee.
- (4) This amount reflects the transfer from the Article IV Family Trust Under Williams 2010 Qualified Annuity Trust 5, for which the Reporting Person's spouse and the Goldman Sachs Trust Company serve as co-trustees to the Reporting Person as an annuity payment.
- (5) The shares are held of record by the Article IV Family Trust Under Williams 2010 Qualified Annuity Trust 5, for which the Reporting Person's spouse and the Goldman Sachs Trust Company serve as co-trustees.
- (6) The shares are held of record by Obvious, LLC, for which the Reporting Person serves as the sole member.
The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$14.695 to \$14.825 per share. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (7) The shares are held of record by the Reporting Person's spouse.
- (8) The shares are held of record by the Reporting Person's spouse.
- (9) The shares are held of record by the Reporting Person's spouse.
- (10) The shares are held of record by the Reporting Person's spouse.

Remarks:

Based on an internal audit, the Reporting Person's holdings for Green Monster are restated by 200 shares less reported in this Form 4.
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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