

TWITTER, INC.
Form 4
August 13, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
FENTON PETER H

(Last) (First) (Middle)
2965 WOODSIDE ROAD
(Street)
WOODSIDE, CA 94062
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/11/2014

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 Beneficial Ownership (Instr. 4)
Common Stock	08/11/2014		S	35,622 D	\$ 43.3777 ⁽⁷⁾ 0	I	Reporting Person received none of the proceeds from this sale. ⁽⁶⁾
Common Stock					21,715,504	I	See footnote ⁽¹⁾
Common Stock					1,358,115	I	See footnote ⁽²⁾

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Common Stock	891,334	I	See footnote <u>(3)</u>
Common Stock	208,685	I	See footnote <u>(5)</u>
Common Stock	26,299,877	I	See footnote <u>(4)</u>

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

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(9-02)

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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	Code	V	(A)	(D)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FENTON PETER H 2965 WOODSIDE ROAD WOODSIDE, CA 94062	X			

Signatures

/s/ Steven M. Spurlock, by power of attorney for Peter H. Fenton

08/13/2014

 **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) Shares are owned directly by Benchmark Capital Partners VI, L.P. ("BCP VI").
- (2) Shares are owned directly by Benchmark Founders' Fund VI, L.P. ("BFF VI").
- (3) Shares are owned directly by Benchmark Founders' Fund VI-B, L.P. ("BFF VI-B").
Benchmark Capital Management Co. VI, L.L.C. ("BCMC VI"), the general partner of each of BCP VI, BFF VI and BFF VI-B, may be deemed to have the sole voting and dispositive power over the 26,299,877 shares of the Issuer's Common Stock held by BCP VI and its affiliated funds and associated persons (the "Benchmark VI Funds"). BCMC VI and each of its managing members disclaim beneficial ownership of these shares except to the extent of any pecuniary interest therein, and the filing of this report is not an admission that BCMC VI and its managing members are the beneficial owner of these shares for purposes of Section 16 or any other purpose.
- (5) Shares are owned directly by the Fenton Family Trust.
- (6) Shares are owned directly by Benchmark Capital Holdings Co., L.L.C., which serves as the Benchmark VI Funds' management company and is under common control with BCMC VI. The Reporting Person received none of the proceeds from this sale.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.29 to \$43.468, inclusive. 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)

Remarks:

Peter H. Fenton is a managing member of BCMC VI, which serves as the general partner of the Benchmark VI Funds. The R

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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