

TWITTER, INC.
Form 4
August 11, 2014

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 *
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)
08/08/2014

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 Ownership (Instr. 4)
Common Stock	08/08/2014		J ⁽⁵⁾	4,343,096 D	\$ 0 21,715,504	I	See footnote (1)
Common Stock	08/08/2014		J ⁽⁵⁾	271,625 D	\$ 0 1,358,115	I	See footnote (2)
Common Stock	08/08/2014		J ⁽⁵⁾	178,266 D	\$ 0 891,334	I	See footnote (3)
Common Stock	08/08/2014		J ⁽⁵⁾	208,685 A	\$ 0 208,685	I	See footnote (6)

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- (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 had the sole voting and dispositive power over the 5,261,175 shares of the Issuer's Common Stock being distributed 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.
- (4) Represents a pro-rata, in-kind distribution by the Benchmark VI Funds, without additional consideration, to their respective partners, members and assignees.
 - (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.
 - (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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