

TWITTER, INC.
Form 4
May 08, 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 *
RTL Management, LLC

(Last) (First) (Middle)

260 EAST BROWN STREET,
SUITE 380

(Street)

BIRMINGHAM, MI 48009

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/06/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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) | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 05/06/2014 | | J ⁽¹⁾ | | 294,118 | D | \$ 0 0 | I | See footnote (2) |
| Common Stock | 05/06/2014 | | J ⁽¹⁾ | | 232,643 | D | \$ 0 0 | I | See footnote (3) |
| Common Stock | 05/06/2014 | | J ⁽¹⁾ | | 300,000 | D | \$ 0 0 | I | See footnote (4) |
| Common Stock | 05/06/2014 | | J ⁽¹⁾ | | 1,000,000 | D | \$ 0 0 | I | See footnote |

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RTL Management, LLC 260 EAST BROWN STREET, SUITE 380 BIRMINGHAM, MI 48009 | | X | | |
| Giampetroni John 260 EAST BROWN STREET, SUITE 380 BIRMINGHAM, MI 48009 | | X | | |
| RIZVI SUHAIL 260 EAST BROWN STREET, SUITE 380 BIRMINGHAM, MI 48009 | | X | | |
| RT EA, LLC 260 EAST BROWN STREET, SUITE 380 BIRMINGHAM, MI 48009 | | X | | |
| RTL Management III, LLC 260 EAST BROWN STREET, SUITE 380 BIRMINGHAM, MI 48009 | | X | | |
| | | | | X |

RT-FF SM II, LLC
260 EAST BROWN STREET, SUITE 380
BIRMINGHAM, MI 48009

RT-FF SM, LLC
260 EAST BROWN STREET, SUITE 380 X
BIRMINGHAM, MI 48009

RT Morningside II LLC
260 EAST BROWN STREET, SUITE 380 X
BIRMINGHAM, MI 48009

Signatures

| | |
|-------------------------------------------------------------------------------------------------------------------------------------------|------------|
| /s/ Viqar Shariff, Vice President, RTLC Management, LLC | 05/08/2014 |
| __Signature of Reporting Person | Date |
| /s/ John Giampetroni | 05/08/2014 |
| __Signature of Reporting Person | Date |
| /s/ Suhail Rizvi | 05/08/2014 |
| __Signature of Reporting Person | Date |
| /s/ Viqar Shariff, Vice President of RTLC Management, LLC, the Manager of RT-FF SM II, LLC | 05/08/2014 |
| __Signature of Reporting Person | Date |
| /s/ Viqar Shariff, Vice President of RTLC Management, LLC, the Manager of RT-FF SM, LLC | 05/08/2014 |
| __Signature of Reporting Person | Date |
| /s/ Viqar Shariff, Vice President of RTLC Management, LLC, the Manager of RTLC Management III, LLC | 05/08/2014 |
| __Signature of Reporting Person | Date |
| /s/ Viqar Shariff, Vice President of RTLC Management, LLC, the Manager of RTLC Management III, LLC, the Manager of RT Morningside II, LLC | 05/08/2014 |
| __Signature of Reporting Person | Date |
| /s/ Viqar Shariff, Vice President of RTLC Management, LLC, the Manager of RTLC Management III, LLC, the Manager of RT EA, LLC | 05/08/2014 |
| __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).
Transactions reported on this form represent pro rata liquidating distributions, and not a purchase or sale of securities, by RTLC Management, LLC, RT-FF SM II, LLC, RT-FF SM, LLC, RT Morningside II, LLC and RT EA, LLC to their respective members without consideration.
- (1) Shares held directly by RT-FF SM II, LLC. RTLC Management, LLC (the manager of RT-FF SM II, LLC), and John Giampetroni and Suhail Rizvi (the managers of RTLC Management, LLC) have sole voting and investment power over the securities held by RT-FF SM II, LLC. Such persons and entities disclaim beneficial ownership of shares held by RT-FF SM II, LLC except to the extent of any pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (2)

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(3) Shares held directly by RT-FF SM, LLC. RTLC Management, LLC (the manager of RT-FF SM, LLC), and John Giampetroni and Suhail Rizvi (the managers of RTLC Management, LLC) have sole voting and investment power over the securities held by RT-FF SM, LLC. Such persons and entities disclaim beneficial ownership of shares held by RT-FF SM, LLC except to the extent of any pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

(4) Shares held directly by RT Morningside II, LLC. RTLC Management, LLC (the manager of RTLC Management III, LLC, which is the manager of RT Morningside II, LLC), and John Giampetroni and Suhail Rizvi (the managers of RTLC Management, LLC) have sole voting and shared investment power over the securities held by RT Morningside II, LLC. Such persons and entities disclaim beneficial ownership of shares held by RT Morningside II, LLC except to the extent of any pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

(5) Shares held directly by RT EA, LLC. RTLC Management, LLC (the manager of RTLC Management III, LLC, which is the manager of RT EA, LLC), and John Giampetroni and Suhail Rizvi (the managers of RTLC Management, LLC) have sole voting and investment power over the securities held by RT EA, LLC. Such persons and entities disclaim beneficial ownership of shares held by RT EA, LLC except to the extent of any pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

Remarks:

This report is filed as one of three to report related transactions for the following filers: RTLC Management, LLC; John Giamp

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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