

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2022-10-31** | Period of Report: **2022-10-27**
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REPORTING OWNER

Dorsey Jack

CIK: **1590945**

Type: **3** | Act: **34** | File No.: **001-36164** | Film No.: **221347227**

Mailing Address

*C/O TWITTER INC
1355 MARKET STREET
SUITE 900
SAN FRANCISCO CA 94103*

ISSUER

TWITTER, INC.

CIK: **1418091** | IRS No.: **208913779** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **7370** Computer programming, data processing, etc.

Mailing Address

*1355 MARKET STREET,
SUITE 900
SAN FRANCISCO CA 94103*

Business Address

*1355 MARKET STREET,
SUITE 900
SAN FRANCISCO CA 94103
(415) 222-9670*

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

1. Name and Address of Reporting Person <u>Dorsey Jack</u> (Last) (First) (Middle) <u>1455 MARKET STREET, SUITE 600</u> (Street) <u>SAN FRANCISCO, CA 94103</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/27/2022</u>	3. Issuer Name and Ticker or Trading Symbol <u>TWITTER, INC. [TWTR]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner _____ Officer (give title below) <u>X</u> Other (specify below) <u>Possible member of 10% group</u>	5. If Amendment, Date Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check applicable line) <u>X</u> Form Filed by One Reporting Person _____ Form Filed by More than One Reporting Person

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	18,042,428	I	See footnotes (1) (2) (3) (4)

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 (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

- Of the reported shares of Common Stock, 2,337,527 shares are held of record by Jack Dorsey Remainder LLC (the "Dorsey LLC"), the sole manager of which is the Reporting Person and the sole member of which is The Jack Dorsey Remainder Trust #3 u/a/d 6/23/2010, as decanted, with respect to which the Reporting Person serves as investment adviser. The remainder of the reported shares of Common Stock are held of record by Jack Dorsey, Trustee of The Jack Dorsey Revocable Trust u/a/d 12/08/2010. The Reporting Person disclaims beneficial ownership of the reported shares of Common Stock held by the Dorsey LLC except to the extent of his pecuniary interest therein. All information included in this Form 3 is reported as of October 27, 2022, prior to giving effect to the consummation of the transactions contemplated by the Rollover Agreement and the Merger Agreement (each as defined below).
- The reported shares of Common Stock represent approximately 2.4% of the Issuer's outstanding shares of Common Stock (based on 765,246,152 shares of Common Stock outstanding as of July 22, 2022, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended June 30, 2022 (the "June 2022 10-Q")). As disclosed in a Schedule 13D filed by the Reporting Person on October 31, 2022, on October 27, 2022, the Reporting Person, Trustee of The Jack Dorsey Revocable Trust u/a/d 12/08/2010 and the Dorsey LLC (together, the "Dorsey Parties") entered into a Rollover and Contribution Agreement with X Holdings I, Inc. ("Parent"), an entity wholly-owned by Elon Musk (the "Principal"), in connection

with Parent's proposed acquisition of the Issuer pursuant to an Agreement and Plan of Merger (the "Merger Agreement"), made and entered into as of April 25, 2022, by and among the Issuer, Parent, X Holdings II, Inc.,

3. (Continued from footnote 2) a direct wholly-owned subsidiary of Parent ("Merger Sub"), and, solely for the purpose of certain specified provisions, the Principal (the "Rollover Agreement"). By virtue of the Rollover Agreement, the Reporting Person and the Principal may be deemed to have formed a "group" for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Collectively, the "group" may be deemed to beneficially own an aggregate of 91,157,466 shares of Common Stock (based solely on the information included in the Schedule 13D/A filed by the Principal with the Securities and Exchange Commission on October 4, 2022), which represents approximately 11.9% of the Issuer's outstanding shares of Common Stock (based on 765,246,152 shares of Common Stock outstanding as of July 22, 2022, as reported in the June 2022 10-Q).
4. (Continued from footnote 3) Neither the filing of this Form 3 nor any of its contents shall be deemed to constitute an admission that the Reporting Person and the Principal are members of any such group. The Reporting Person disclaims the existence of any such group and disclaims that his ownership or transactions in the Issuer's Common Stock are subject to Section 16 of the Exchange Act. The Reporting Person disclaims beneficial ownership over any shares of Common Stock beneficially owned by the Principal.

Signatures

/s/ Jack Dorsey

** Signature of Reporting Person

10/31/2022

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.