

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

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

Dorsey Jack

CIK: **1590945**

Type: **4** | Act: **34** | File No.: **001-36164** | Film No.: **221347246**

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 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Dorsey Jack			2. Issuer Name and Ticker or Trading Symbol TWITTER, INC. [TWTR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner ____ Officer (give title below) <u> X </u> Other (specify below) Possible member of 10% group		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/27/2022					
1455 MARKET STREET, SUITE 600			4. 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		
(Street) SAN FRANCISCO, CA 94103								
(City)	(State)	(Zip)						

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	10/27/2022		J		18,042,428	D	(1) (2)	0 (3)	I	See footnotes (4) (5) (6)

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. 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 Jack Dorsey Remainder LLC (the "Dorsey LLC" and 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., a direct wholly-owned subsidiary of Parent ("Merger Sub"), and, solely for the purpose of certain specified provisions, the Principal (the "Rollover Agreement").

2. (Continued from footnote 1) Later on October 27, 2022, pursuant to the terms of the Merger Agreement, Merger Sub merged with and into the Issuer (the "Merger"), with the Issuer surviving the Merger and becoming a wholly owned subsidiary of Parent. Pursuant to the terms of the Rollover Agreement, the Dorsey Parties committed to contribute to Parent, immediately prior to the Merger and subject to the conditions set forth in the Rollover Agreement, the 18,042,428 shares of Common Stock owned by the Dorsey Parties in order to retain an indirect equity investment in the Issuer following the Merger in lieu of receiving cash merger consideration in the Merger.
3. Immediately prior to the closing of the Merger and pursuant to the Rollover Agreement, the Reporting Person, through the Dorsey Parties, contributed 18,042,428 shares of Common Stock to Parent in exchange for shares of common stock of Parent. As a result of the consummation of the transactions contemplated by the Rollover Agreement and Merger Agreement, the Reporting Person ceased to be the beneficial owner of any shares of Common Stock. This Form 4 constitutes an exit filing by the Reporting Person.
4. Of the reported shares of Common Stock, 2,337,527 shares were held of record by 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 were 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.
5. The reported shares of Common Stock represented 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 of immediately prior to the consummation of the transactions contemplated by 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, as of the Rollover Agreement's effectiveness and prior to the consummation of the transactions contemplated by the Rollover Agreement and the Merger Agreement, the "group" may be deemed to have beneficially owned an aggregate of 91,157,466 shares of Common Stock
6. (Continued from footnote 5)(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 represented 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). Neither the filing of this Form 4 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 of 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.