

TWITTER, INC.
Form SC 13G/A
February 17, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1)*

Twitter, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

90184L102

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Page 1 of 20 Pages

Exhibit Index Contained on Page 19

CUSIP NO. 90184L102 13 G Page 2 of 20

1 NAME OF REPORTING PERSON Benchmark Capital Partners VI, L.P. ("BCP VI")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH

SOLE VOTING POWER

14,286,005 shares, except that Benchmark Capital Management Co. VI, L.L.C. ("BCMC VI"), the general partner of BCP VI, may be deemed to have sole power to vote these shares, and

5 Alexandre Balkanski ("Balkanski"), Matthew R. Cohler ("Cohler"), Bruce W. Dunlevie ("Dunlevie"), Peter Fenton ("Fenton"), J. William Gurley ("Gurley"), Kevin R. Harvey ("Harvey"), Robert C. Kagle ("Kagle"), Mitchell H. Lasky ("Lasky") and Steven M. Spurlock ("Spurlock"), the members of BCMC VI, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

14,286,005 shares, except that BCMC VI, the general partner of BCP VI, may be deemed to have

7 sole power to dispose of these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON

14,286,005

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES

☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.3%

12 TYPE OF REPORTING PERSON

PN

CUSIP NO. 90184L102 13 G Page 3 of 20

1 NAME OF REPORTING PERSON Benchmark Founders' Fund VI, L.P. ("BFF VI")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH

SOLE VOTING POWER

893,464 shares, except that BCMC VI, the general partner of BFF VI, may be deemed to have sole power to vote these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

893,464 shares, except that BCMC VI, the general partner of BFF VI, may be deemed to have sole power to dispose of these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON

893,464

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES

☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%

12 TYPE OF REPORTING PERSON

PN

CUSIP NO. 90184L102 13 G Page 4 of 20

1 NAME OF REPORTING PERSON Benchmark Founders' Fund VI-B, L.P. ("BFF VI-B")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH

SOLE VOTING POWER

586,384 shares, except that BCMC VI, the general partner of BFF VI-B, may be deemed to have sole power to vote these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

586,384 shares, except that BCMC VI, the general partner of BFF VI-B, may be deemed to have sole power to dispose of these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON

586,384

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES

☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%

12 TYPE OF REPORTING PERSON

PN

CUSIP NO. 90184L102 13 G Page 5 of 20

1 NAME OF REPORTING PERSON Benchmark Capital Management Co. VI, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH

SOLE VOTING POWER

17,305,877 shares, of which 14,286,005 are directly owned by BCP VI, 893,464 are directly owned by BFF VI, 586,384 are directly owned by BFF VI-B and 1,540,024 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI, the general partner of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole power to vote these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to vote these shares.

5 SHARED VOTING POWER

6 See response to row 5.

SOLE DISPOSITIVE POWER

17,305,877 shares, of which 14,286,005 are directly owned by BCP VI, 893,464 are directly owned by BFF VI, 586,384 are directly owned by BFF VI-B and 1,540,024 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI, the general partner of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole power to dispose of these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to dispose of these shares.

7 SHARED DISPOSITIVE POWER

8 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,305,877

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.7%

12 TYPE OF REPORTING PERSON

OO

CUSIP NO. 90184L102 13 G Page 6 of 20

1 NAME OF REPORTING PERSON Alexandre Balkanski

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF 5 SOLE VOTING POWER
411,479 shares

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
6 SHARED VOTING POWER
17,305,877 shares, of which 14,286,005 are directly owned by BCP VI, 893,464 are directly owned by BFF VI, 586,384 are directly owned by BFF VI-B and 1,540,024 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Balkanski, a member of BCMC VI, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
411,479 shares

8 SHARED DISPOSITIVE POWER
17,305,877 shares, of which 14,286,005 are directly owned by BCP VI, 893,464 are directly owned by BFF VI, 586,384 are directly owned by BFF VI-B and 1,540,024 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Balkanski, a member of BCMC VI, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,717,356

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.8%

12 TYPE OF REPORTING PERSON

IN

CUSIP NO. 90184L102 13 G Page 7 of 20

1 NAME OF REPORTING PERSON Matthew R. Cohler

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER

NUMBER OF 549,580 shares

SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER

17,305,877 shares, of which 14,286,005 are directly owned by BCP VI, 893,464 are directly owned by BFF VI, 586,384 are directly owned by BFF VI-B and 1,540,024 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Cohler, a member of BCMC VI, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

549,580 shares

SHARED DISPOSITIVE POWER

17,305,877 shares, of which 14,286,005 are directly owned by BCP VI, 893,464 are directly owned by BFF VI, 586,384 are directly owned by BFF VI-B and 1,540,024 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Cohler, a member of BCMC VI, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON

17,855,457

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.8%

12 TYPE OF REPORTING PERSON

IN

CUSIP NO. 90184L102 13 G Page 8 of 20

1 NAME OF REPORTING PERSON Bruce W. Dunlevie
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) .. (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF 5 SOLE VOTING POWER
 378,489 shares

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 6 SHARED VOTING POWER
 17,305,877 shares, of which 14,286,005 are directly owned by BCP VI, 893,464 are directly owned by BFF VI, 586,384 are directly owned by BFF VI-B and 1,540,024 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Dunlevie, a member of BCMC VI, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
 378,489 shares

8 SHARED DISPOSITIVE POWER
 17,305,877 shares, of which 14,286,005 are directly owned by BCP VI, 893,464 are directly owned by BFF VI, 586,384 are directly owned by BFF VI-B and 1,540,024 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Dunlevie, a member of BCMC VI, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,684,366

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 2.8%

12 TYPE OF REPORTING PERSON IN

CUSIP NO. 90184L102 13 G Page 9 of 20

1 NAME OF REPORTING PERSON Peter Fenton

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 NUMBER OF SOLE VOTING POWER

579,200 shares

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH

6 SHARED VOTING POWER

17,305,877 shares, of which 14,286,005 are directly owned by BCP VI, 893,464 are directly owned by BFF VI, 586,384 are directly owned by BFF VI-B and 1,540,024 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Fenton, a member of BCMC VI, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

579,200 shares

8 SHARED DISPOSITIVE POWER

17,305,877 shares, of which 14,286,005 are directly owned by BCP VI, 893,464 are directly owned by BFF VI, 586,384 are directly owned by BFF VI-B and 1,540,024 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Fenton, a member of BCMC VI, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON

17,885,077

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES

☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.8%

12 TYPE OF REPORTING PERSON

IN

CUSIP NO. 90184L102 13 G Page 10 of 20

1 NAME OF REPORTING PERSON J. William Gurley

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) .. (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 NUMBER OF SOLE VOTING POWER

196,795 shares

SHARES

6 BENEFICIALLY SHARED VOTING POWER

OWNED BY 17,305,877 shares, of which 14,286,005 are directly owned by BCP VI, 893,464 are directly owned by BFF VI, 586,384 are directly owned by BFF VI-B and 1,540,024 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Gurley, a member of BCMC VI, may be deemed to have shared power to vote these shares.

REPORTING

PERSON 7 SOLE DISPOSITIVE POWER

WITH 196,795 shares

8 SHARED DISPOSITIVE POWER

17,305,877 shares, of which 14,286,005 are directly owned by BCP VI, 893,464 are directly owned by BFF VI, 586,384 are directly owned by BFF VI-B and 1,540,024 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Gurley, a member of BCMC VI, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON

17,502,672

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.8%

12 TYPE OF REPORTING PERSON

IN

CUSIP NO. 90184L102 13 G Page 11 of 20

1 NAME OF REPORTING PERSON Kevin R. Harvey

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☒ x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 NUMBER OF SOLE VOTING POWER

868,668 shares

SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER

17,305,877 shares, of which 14,286,005 are directly owned by BCP VI, 893,464 are directly owned by BFF VI, 586,384 are directly owned by BFF VI-B and 1,540,024 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Harvey, a member of BCMC VI, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

868,668 shares

8 SHARED DISPOSITIVE POWER

17,305,877 shares, of which 14,286,005 are directly owned by BCP VI, 893,464 are directly owned by BFF VI, 586,384 are directly owned by BFF VI-B and 1,540,024 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Harvey, a member of BCMC VI, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON

18,174,545

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.9%

12 TYPE OF REPORTING PERSON

IN

CUSIP NO. 90184L102 13 G Page 12 of 20

1 NAME OF REPORTING PERSON Robert C. Kagle

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF 5 SOLE VOTING POWER
384,851 shares

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER
17,305,877 shares, of which 14,286,005 are directly owned by BCP VI, 893,464 are directly owned by BFF VI, 586,384 are directly owned by BFF VI-B and 1,540,024 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Kagle, a member of BCMC VI, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
384,851 shares

8 SHARED DISPOSITIVE POWER
17,305,877 shares, of which 14,286,005 are directly owned by BCP VI, 893,464 are directly owned by BFF VI, 586,384 are directly owned by BFF VI-B and 1,540,024 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Kagle, a member of BCMC VI, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,690,728

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.8%

12 TYPE OF REPORTING PERSON

IN

CUSIP NO. 90184L102 13 G Page 13 of 20

1 NAME OF REPORTING PERSON Mitchell H. Lasky

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☒ x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 NUMBER OF SOLE VOTING POWER

329,200 shares

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH

6 SHARED VOTING POWER

17,305,877 shares, of which 14,286,005 are directly owned by BCP VI, 893,464 are directly owned by BFF VI, 586,384 are directly owned by BFF VI-B and 1,540,024 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Lasky, a member of BCMC VI, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

329,200 shares

8 SHARED DISPOSITIVE POWER

17,305,877 shares, of which 14,286,005 are directly owned by BCP VI, 893,464 are directly owned by BFF VI, 586,384 are directly owned by BFF VI-B and 1,540,024 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Lasky, a member of BCMC VI, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON

17,635,077

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.8%

12 TYPE OF REPORTING PERSON

IN

CUSIP NO. 90184L102 13 G Page 14 of 20

1 NAME OF REPORTING PERSON Steven M. Spurlock

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) .. (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 NUMBER OF SOLE VOTING POWER

114,712 shares

SHARES

6 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER

17,305,877 shares, of which 14,286,005 are directly owned by BCP VI, 893,464 are directly owned by BFF VI, 586,384 are directly owned by BFF VI-B and 1,540,024 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Spurlock, a member of BCMC VI, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

114,712 shares

8 SHARED DISPOSITIVE POWER

17,305,877 shares, of which 14,286,005 are directly owned by BCP VI, 893,464 are directly owned by BFF VI, 586,384 are directly owned by BFF VI-B and 1,540,024 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Spurlock, a member of BCMC VI, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON

17,420,589

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.7%

12 TYPE OF REPORTING PERSON

IN

CUSIP NO. 90184L102 13 G Page 15 of 20

This Amendment No. 1 amends and restates in its entirety the Schedule 13G previously filed by Benchmark Capital Partners VI, L.P., a Delaware limited partnership (“BCP VI”), Benchmark Founders’ Fund VI, L.P., a Delaware limited partnership (“BFF VI”), Benchmark Founders’ Fund VI-B, L.P., a Delaware limited partnership (“BFF VI-B”), Benchmark Capital Management Co. VI, L.L.C., a Delaware limited liability company (“BCMC VI”), and Matthew R. Cohler (“Cohler”), Bruce W. Dunlevie (“Dunlevie”), Peter Fenton (“Fenton”), J. William Gurley (“Gurley”), Kevin R. Harvey (“Harvey”), Mitchell H. Lasky (“Lasky”) and Steven M. Spurlock (“Spurlock”) (together with all prior and current amendments thereto, this “Schedule 13G”).

ITEM 1(A). NAME OF ISSUER

Twitter, Inc.

ITEM 1(B). ADDRESS OF ISSUER’S PRINCIPAL EXECUTIVE OFFICES

1355 Market Street, Suite 900
San Francisco, California 94103

ITEM 2(A). NAME OF PERSONS FILING

This Statement is filed by BCP VI, BFF VI, BFF VI-B, BCMC VI, Alexandre Balkanski (“Balkanski”), Cohler, Dunlevie, Fenton, Gurley, Harvey, Robert C. Kagle (“Kagle”), Lasky and Spurlock. The foregoing entities and individuals are collectively referred to as the “Reporting Persons.”

BCMC VI, the general partner of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by BCP VI, BFF VI and BFF VI-B. Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock are members of BCMC VI and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by BCP VI, BFF VI and BFF VI-B.

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE

The address for each reporting person is:

Benchmark Capital

2965 Woodside Road

Woodside, California 94062

ITEM 2(C). CITIZENSHIP

BCP VI, BFF VI and BFF VI-B are Delaware limited partnerships. BCMC VI is a Delaware limited liability company. Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock are United States Citizens.

ITEM 2(D) and (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Common Stock
CUSIP # 90184L102

ITEM 3. Not Applicable.

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

CUSIP NO. 90184L102 13 G Page 16 of 20

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2014 (based on 634,511,461 shares of Common Stock of the issuer outstanding as of October 31, 2014 as reported by the issuer on Form 10-Q for the period ended September 30, 2014 and filed with the Securities and Exchange Commission on November 6, 2014).

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x Yes

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Please see Item 5.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

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ITEM 10. CERTIFICATION

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 9, 2015

BENCHMARK CAPITAL
PARTNERS VI, L.P., a
Delaware Limited
Partnership

BENCHMARK
FOUNDERS' FUND VI,
L.P., a Delaware Limited
Partnership

BENCHMARK
FOUNDERS' FUND VI-B,
L.P., a Delaware Limited
Partnership

BENCHMARK CAPITAL
MANAGEMENT CO. VI,
L.L.C., a Delaware
Limited Liability Company

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Managing Member

ALEXANDRE
BALKANSKI
MATTHEW R. COHLER
BRUCE W. DUNLEVIE
PETER FENTON
J. WILLIAM GURLEY
KEVIN R. HARVEY
ROBERT C. KAGLE

MITCHELL H. LASKY
STEVEN M. SPURLOCK

By:/s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-in-Fact*

*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

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EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
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Exhibit A: Agreement of Joint Filing	20
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exhibit A

Agreement of Joint Filing

The Reporting Persons agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Twitter, Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filings are already on file with the appropriate agencies.