

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): September 13, 2022

Twitter, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36164
(Commission
File Number)

20-8913779
(IRS Employer
Identification No.)

1355 Market Street, Suite 900
San Francisco, California 94103
(Address of principal executive offices, including zip code)

(415) 222-9670
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.000005 per share	TWTR	New York Stock Exchange
Preferred Stock Purchase Rights	N/A	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.07 Submission of Matters to a Vote of Security Holders.

On April 25, 2022, Twitter, Inc. (“Twitter”) announced its entry into an Agreement and Plan of Merger, dated as of April 25, 2022 (as it may be amended from time to time, the “Merger Agreement”), by and among X Holdings I, Inc. (“Parent”), X Holdings II, Inc., a wholly owned subsidiary of Parent (“Acquisition Sub”), and, solely for the purpose of certain provisions of the Merger Agreement, Elon R. Musk. The Merger Agreement provides for Acquisition Sub to be merged with and into Twitter, with Twitter surviving as a wholly owned subsidiary of Parent (the “Merger”).

In connection with the Merger, Twitter held a Special Meeting of Stockholders on September 13, 2022, at 10:00 a.m., Pacific time (the “Special Meeting”).

There were 765,246,152 shares of common stock, par value \$0.000005 per share, of Twitter (the “Shares”) issued and outstanding as of July 22, 2022, the record date for the Special Meeting (the “Record Date”). At the Special Meeting, the holders of 459,644,039 Shares were present in person or represented by proxy, representing approximately 60.1% of the voting power of the Shares as of the Record Date, which constituted a quorum. Holders of approximately 59.2% of the outstanding Shares voted to adopt the Merger Agreement.

The following are the voting results of the proposals considered and voted on at the Special Meeting, each of which is described in detail in Twitter’s definitive proxy statement, dated July 26, 2022 (the “Proxy Statement”).

	FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
Proposal 1: To adopt the Merger Agreement.	453,106,848	4,149,957	2,387,234	0

Proposal 1 was approved.

Proposal 2: To approve, on a non-binding, advisory basis, the compensation that will or may become payable by Twitter to its named executive officers in connection with the merger.

427,753,082	22,482,821	9,408,136	0
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Proposal 2 was approved.

In light of the approval of Proposal 1, Proposal 3 described in the Proxy Statement (relating to the adjournment of the Special Meeting if necessary or appropriate) was rendered moot and was not presented at the Special Meeting.

Item 8.01 Other Events.

On September 13, 2022, Twitter issued a press release announcing the preliminary results of the Special Meeting. A copy of this press release is attached as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated September 13, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

TWITTER, INC.

Date: September 14, 2022

By: /s/ Vijaya Gadde

Name: Vijaya Gadde

Title: Chief Legal Officer and Secretary

September 13, 2022

Twitter Stockholders Approve Acquisition by Elon Musk

SAN FRANCISCO - Twitter, Inc. (NYSE: TWTR) today announced that its stockholders have approved the previously announced merger agreement for Twitter to be acquired by affiliates of Elon Musk for \$54.20 per share in cash.

Based on a preliminary tabulation of the stockholder vote, approximately 98.6% of the votes cast at the Special Meeting approved the proposal to adopt the Merger Agreement.

The shareholder approval satisfies the final condition precedent to the closing of the merger under the merger agreement (other than those conditions that by their nature are to be satisfied at closing). Twitter stands ready and willing to complete the merger with affiliates of Mr. Musk immediately, and in any event, no later than on September 15, 2022, the second business day following the satisfaction of all conditions precedent, which is the timeline required by the merger agreement.

As previously announced, affiliates of Mr. Musk have delivered notices purporting to terminate the merger agreement. Twitter continues to believe that Mr. Musk's purported termination of the merger agreement is invalid and without merit, and that the Musk parties continue to be bound by the merger agreement and obligated to complete the merger on the agreed terms and conditions. Twitter has filed a lawsuit in the Delaware Court of Chancery to compel Mr. Musk to complete the acquisition, and Twitter remains committed to doing so on the price and terms agreed upon with Mr. Musk.

The final voting results will be reported in a Current Report on Form 8-K to be filed with the Securities and Exchange Commission after certification by Twitter's inspector of elections.

About Twitter, Inc. (NYSE: TWTR)

Twitter is what's happening and what people are talking about right now. To learn more, visit about.twitter.com and follow @Twitter. Let's talk.

Forward-Looking Statements

This press release contains forward-looking statements that involve risks and uncertainties, including, but not limited to, statements regarding the pending acquisition of Twitter (the "Transaction") and Twitter's intention to close the Transaction. These forward-looking statements are based on currently available information, as well as Twitter's views and assumptions regarding future events as of the time such statements are being made. Such forward looking statements are subject to inherent risks and uncertainties. If any of these risks or uncertainties materialize, or if any of Twitter's assumptions prove incorrect, then Twitter's actual results could differ materially from the results expressed or implied by these forward-looking statements. These risks and uncertainties include those associated with litigation related to the Transaction and other risks and uncertainties detailed in the periodic reports that Twitter files with the SEC, including Twitter's Quarterly Report on Form 10-Q filed with the SEC on July 26, 2022 and Twitter's Annual Report on Form 10-K filed with the SEC on February 16, 2022, which may be obtained on the investor relations section of Twitter's website (<https://investor.twitterinc.com>). All forward-looking statements in this press release are based on information available to Twitter as of the date of this press release, and Twitter does not assume any obligation to update the forward-looking statements provided to reflect events that occur or circumstances that exist after the date on which they were made, except as required by law.

Contacts

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