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

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**AMENDMENT NO. 8 to  
SCHEDULE 13D**  
Under the Securities Exchange Act of 1934  
(Amendment No. 8 to Schedule 13D)\*

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**Twitter Inc.**  
(Name of Issuer)

**Common Stock**  
(Title of Class of Securities)

**90184L102**  
(CUSIP Number)

**Mike Ringler**  
**Skadden, Arps, Slate, Meagher & Flom LLP**  
**525 University Avenue, Suite 1400**  
**Palo Alto, California 94301**  
**(650) 470-4500**  
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**June 6, 2022**  
(Date of Event Which Requires Filing of This Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box.

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*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

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\* 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).

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SCHEDULE 13D

CUSIP No. 90184L102

1	Names of Reporting Persons	
	Elon R. Musk	
2	Check the Appropriate Box if a Member of a Group (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds (See Instructions)	
	OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)	
	<input checked="" type="checkbox"/>	
6	Citizenship or Place of Organization	
	USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power
		73,115,038
	8	Shared Voting Power
		0
	9	Sole Dispositive Power
		0
	10	Shared Dispositive Power
		73,115,038
11	Aggregate Amount Beneficially Owned by Each Reporting Person	
	73,115,038	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares	
	<input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11)	
	9.6%	
14	Type of Reporting Person	
	IN	

1. Based on 764,180,688 shares of Common Stock outstanding as of April 22, 2022, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended March 31, 2022 filed with the Securities and Exchange Commission on May 2, 2022.

This Schedule 13D amends the Schedule 13D initially filed by Elon Musk (the “Reporting Person”) with the Securities and Exchange Commission on April 5, 2022 with respect to the Common Stock, par value \$0.000005 per share (the “Common Stock”), of Twitter, Inc. (the “Issuer” or “Twitter”), which was subsequently amended on April 11, 2022, April 14, 2022, April 21, 2022, April 26, 2022, April 27, 2022, May 5, 2022 and May 24, 2022 (collectively, including this amendment, the “Schedule 13D”). Capitalized terms used but not defined herein have the meanings given to such terms in the Schedule 13D.

**Item 3. Source and Amount of Funds or Other Consideration**

Item 3 of the Schedule 13D is hereby amended by adding the following:

The information set forth in Item 4 of the Schedule 13D is incorporated herein by reference.

**Item 4. Purpose of Transaction**

Item 4 of the Schedule 13D is hereby amended by adding the following:

On June 6, 2022, the Reporting Person delivered a letter to the Issuer reiterating his request for certain data and information necessary to facilitate his evaluation of spam and fake accounts on the Issuer’s platform and reserving his rights resulting from the Issuer’s refusal to provide such data and information in material breach of the Issuer’s obligations under its merger agreement with the Reporting Person. The foregoing description of the Reporting Person’s letter is qualified in its entirety by reference to the full text of the letter, a copy of which is attached hereto as Exhibit O and incorporated herein by reference.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Item 6 of the Schedule 13D is hereby amended by adding the following:

The information set forth in Item 4 of the Schedule 13D is incorporated herein by reference.

**Item 7. Materials to be Filed as Exhibits**

Item 7 of the Schedule 13D is hereby amended by adding the following:

[Exhibit O: Letter from the Reporting Person to the Issuer, dated June 6, 2022.](#)

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**SIGNATURES**

After reasonable inquiry and to the best of each of the undersigned knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: June 6, 2022

ELON R. MUSK

/s/ Elon R. Musk

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SEOUL  
SHANGHAI  
SINGAPORE  
TOKYO  
TORONTO

June 6, 2022

Twitter, Inc.  
1355 Market Street, Suite 900  
San Francisco, CA 94103  
Attn: Vijaya Gadde, Chief Legal Officer

Dear Ms. Gadde:

We are in receipt of correspondence sent on Twitter’s behalf dated June 1, 2022, responding to Mr. Musk’s request for the data and information described in my letters dated May 25, 2022 and May 31, 2022.

Mr. Musk does not agree with the characterizations in Twitter’s June 1 letter. Twitter has, in fact, refused to provide the information that Mr. Musk has repeatedly requested since May 9, 2022 to facilitate his evaluation of spam and fake accounts on the company’s platform. Twitter’s latest offer to simply provide additional details regarding the company’s own testing methodologies, whether through written materials or verbal explanations, is tantamount to refusing Mr. Musk’s data requests. Twitter’s effort to characterize it otherwise is merely an attempt to obfuscate and confuse the issue. Mr. Musk has made it clear that he does not believe the company’s lax testing methodologies are adequate so he must conduct his own analysis. The data he has requested is necessary to do so.



As noted, under various terms of the merger agreement, Twitter is required to provide data and information that Mr. Musk requests in connection with the consummation of the transaction. Twitter's obligations to provide Mr. Musk with information is not, as the company's June 1 letter suggests, limited to a "very specific purpose: facilitating the closing of the transaction." To the contrary, Mr. Musk is entitled to seek, and Twitter is obligated to provide, information and data for, inter alia, "any reasonable business purpose related to the consummation of the transaction" (Section 6.4). Twitter must also provide reasonable cooperation in connection with Mr. Musk's efforts to secure the debt financing necessary to consummate the transaction, including by providing information "reasonably requested" by Mr. Musk (Section 6.11). Mr. Musk's requests for user data not only satisfies both criteria, but also meets even Twitter's narrowed interpretation of the merger agreement, as this information is necessary to facilitate the closing of the transaction.

As Twitter's prospective owner, Mr. Musk is clearly entitled to the requested data to enable him to prepare for transitioning Twitter's business to his ownership and to facilitate his transaction financing. To do both, he must have a complete and accurate understanding of the very core of Twitter's business model—its active user base. In any event, Mr. Musk is not required to explain his rationale for requesting the data, nor submit to the new conditions the company has attempted to impose on his contractual right to the requested data. At this point, Mr. Musk believes Twitter is transparently refusing to comply with its obligations under the merger agreement, which is causing further suspicion that the company is withholding the requested data due to concern for what Mr. Musk's own analysis of that data will uncover.

If Twitter is confident in its publicized spam estimates, Mr. Musk does not understand the company's reluctance to allow Mr. Musk to independently evaluate those estimates. As noted in our previous correspondence, Mr. Musk will of course comply with the restrictions provided under Section 6.4, including by ensuring that anyone reviewing the data is bound by a non-disclosure agreement, and Mr. Musk will not retain or otherwise use any competitively sensitive information if the transaction is not consummated.

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June 6, 2022

Page 3

Based on Twitter's behavior to date, and the company's latest correspondence in particular, Mr. Musk believes the company is actively resisting and thwarting his information rights (and the company's corresponding obligations) under the merger agreement. This is a clear material breach of Twitter's obligations under the merger agreement and Mr. Musk reserves all rights resulting therefrom, including his right not to consummate the transaction and his right to terminate the merger agreement.

Sincerely,

/s/ Mike Ringler

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Mike Ringler

Skadden, Arps, Slate, Meagher & Flom LLP

cc:

Marty Korman, Wilson Sonsini Goodrich & Rosati, Professional Corporation  
Alan Klein, Simpson Thacher & Bartlett LLP

Elon Musk  
Alex Spiro

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