

Square, Inc.
Form 3
November 18, 2015

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

(Print or Type Responses)

| | | | | | | |
|---|---------|----------|---|--|---|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Rizvi Traverse Management, LLC | | | (Month/Day/Year) | | Square, Inc. [SQ] | |
| (Last) | (First) | (Middle) | 11/18/2015 | | | |
| 260 EAST BROWN STREET,Â SUITE 380 | | | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | | | (Check all applicable) | |
| BIRMINGHAM,Â MIA 48009 | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (City) | (State) | (Zip) | | | | |
| | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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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) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|--------------------------|-------|-------|---------------------|------------|--------|----------------------------------|------------------|
| Series D Preferred Stock | Â (1) | Â (1) | Common Stock (2) | 565,210 | \$ (1) | I | See footnote (3) |
| Series D Preferred Stock | Â (1) | Â (1) | Common Stock (2) | 29,470 | \$ (1) | I | See footnote (4) |
| Series D Preferred Stock | Â (1) | Â (1) | Common Stock (2) | 11,349,190 | \$ (1) | I | See footnote (5) |
| Series D Preferred Stock | Â (1) | Â (1) | Common Stock (2) | 1,221,170 | \$ (1) | I | See footnote (6) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Rizvi Traverse Management, LLC 260 EAST BROWN STREET SUITE 380 BIRMINGHAM, MI 48009 | Â | Â X | Â | Â |
| Giampetroni John 260 EAST BROWN STREET SUITE 380 BIRMINGHAM, MI 48009 | Â | Â X | Â | Â |
| RIZVI SUHAIL 260 EAST BROWN STREET SUITE 380 BIRMINGHAM, MI 48009 | Â | Â X | Â | Â |
| Rizvi Traverse Management II, LLC 260 EAST BROWN STREET SUITE 380 BIRMINGHAM, MI 48009 | Â | Â X | Â | Â |
| Rizvi Opportunistic Equity Fund II, L.P. 260 EAST BROWN STREET SUITE 380 BIRMINGHAM, MI 48009 | Â | Â X | Â | Â |
| Rizvi Traverse Partners II, LLC 260 EAST BROWN STREET SUITE 380 BIRMINGHAM, MI 48009 | Â | Â X | Â | Â |
| RT-SQ Management, LLC 260 EAST BROWN STREET SUITE 380 BIRMINGHAM, MI 48009 | Â | Â X | Â | Â |

RT Spartan IV, LLC
 260 EAST BROWN STREET
 SUITE 380
 BIRMINGHAM, MI 48009

RT SQ Co-Invest, LLC
 260 EAST BROWN STREET
 SUITE 380
 BIRMINGHAM, MI 48009

Signatures

| | |
|---|------------|
| Suhail Rizvi, Managing Director, Rizvi Traverse Management, LLC | 11/18/2015 |
| __Signature of Reporting Person | Date |
| John Giampetroni | 11/18/2015 |
| __Signature of Reporting Person | Date |
| Suhail Rizvi | 11/18/2015 |
| __Signature of Reporting Person | Date |
| Suhail Rizvi, Managing Director, Rizvi Traverse Management II, LLC | 11/18/2015 |
| __Signature of Reporting Person | Date |
| Suhail Rizvi, Managing Director of Rizvi Traverse Management II, LLC, the Manager of Rizvi Opportunistic Equity Fund II, L.P. | 11/18/2015 |
| __Signature of Reporting Person | Date |
| Suhail Rizvi, Managing Director of Rizvi Traverse Management II, LLC, the Manager of Rizvi Traverse Partners II, LLC | 11/18/2015 |
| __Signature of Reporting Person | Date |
| Suhail Rizvi, Managing Director, RT-SQ Management, LLC | 11/18/2015 |
| __Signature of Reporting Person | Date |
| Suhail Rizvi, Managing Director of RT-SQ Management, LLC, the Manager of RT Spartan IV, LLC | 11/18/2015 |
| __Signature of Reporting Person | Date |
| Suhail Rizvi, Managing Director of RT-SQ Management, LLC, the Manager of RT SQ Co-Invest, LLC | 11/18/2015 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) The Series D Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series D Preferred Stock will be converted into shares of Common Stock.
 - (2) Each share of Common Stock shall be reclassified into one share of Class B Common Stock immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock.
 - (3) Shares held directly by Rizvi Opportunistic Equity Fund II, L.P. Rizvi Traverse Management II, LLC (the manager of Rizvi Opportunistic Equity Fund II, L.P.), and John Giampetroni and Suhail Rizvi (the managers of Rizvi Traverse Management II, LLC) have sole voting and investment power over the securities held by Rizvi Opportunistic Equity Fund II, L.P. Such persons and entities disclaim beneficial ownership of shares held by Rizvi Opportunistic Equity Fund II, L.P. except to the extent of any pecuniary interest

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therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

- (4) Shares held directly by Rizvi Traverse Partners II, LLC. Rizvi Traverse Management II, LLC (the manager of Rizvi Traverse Partners II, LLC), and John Giampetroni and Suhail Rizvi (the managers of Rizvi Traverse Management II, LLC) have sole voting and investment power over the securities held by Rizvi Traverse Partners II, LLC. Such persons and entities disclaim beneficial ownership of shares held by Rizvi Traverse Partners II, LLC except to the extent of any pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

- (5) Shares held directly by RT Spartan IV, LLC. RT-SQ Management, LLC (the manager of RT Spartan IV, LLC), and John Giampetroni and Suhail Rizvi (the managers of RT-SQ Management, LLC) have sole voting and shared investment power over the securities held by RT Spartan IV, LLC. Such persons and entities disclaim beneficial ownership of shares held by RT Spartan IV, LLC except to the extent of any pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

- (6) Shares held directly by RT SQ Co-Invest, LLC. RT-SQ Management, LLC (the manager of RT SQ Co-Invest, LLC), and John Giampetroni and Suhail Rizvi (the managers of RT-SQ Management, LLC) have sole voting and investment power over the securities held by RT SQ Co-Invest, LLC. Such persons and entities disclaim beneficial ownership of shares held by RT SQ Co-Invest, LLC except to the extent of any pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

Â

Remarks:

***Â ThisÂ reportÂ isÂ filedÂ asÂ oneÂ ofÂ threeÂ toÂ reportÂ relatedÂ transactionsÂ forÂ theÂ followingÂ filers:Â Riz

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

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