

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 *

Â Rizvi Traverse Management,
LLC

(Last) (First) (Middle)

260 EAST BROWN
STREET,Â SUITE 380

(Street)

BIRMINGHAM,Â MIA 48009

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
11/18/2015

3. Issuer Name and Ticker or Trading Symbol

Square, Inc. [SQ]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
X 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)

Date Exercisable

Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title

Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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| | | | | Shares | | or Indirect (I) (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,Â MIÂ 48009 | Â | Â X | Â | Â |
| Giampetroni John 260 EAST BROWN STREET SUITE 380 BIRMINGHAM,Â MIÂ 48009 | Â | Â X | Â | Â |
| RIZVI SUHAIL 260 EAST BROWN STREET SUITE 380 BIRMINGHAM,Â MIÂ 48009 | Â | Â X | Â | Â |
| Rizvi Traverse Management II, LLC 260 EAST BROWN STREET SUITE 380 BIRMINGHAM,Â MIÂ 48009 | Â | Â X | Â | Â |
| Rizvi Opportunistic Equity Fund II, L.P. 260 EAST BROWN STREET SUITE 380 BIRMINGHAM,Â MIÂ 48009 | Â | Â X | Â | Â |
| Rizvi Traverse Partners II, LLC 260 EAST BROWN STREET SUITE 380 BIRMINGHAM,Â MIÂ 48009 | Â | Â X | Â | Â |
| RT-SQ Management, LLC 260 EAST BROWN STREET SUITE 380 BIRMINGHAM,Â MIÂ 48009 | Â | Â X | Â | Â |

RT Spartan IV, LLC
260 EAST BROWN STREET
SUITE 380
BIRMINGHAM, AL 35203

^ ^ X ^ ^

RT SQ Co-Invest, LLC
260 EAST BROWN STREET
SUITE 380
BIRMINGHAM, AL 35203

^ ^ X ^ ^

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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