

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 BOTHA ROELOF

(Last)

(First)

(Middle)

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

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

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

C/O SEQUOIA CAPITAL, 2800
SAND HILL ROAD,Â SUITE
101

(Street)

MENLO PARK,Â CAÂ 94025

(City)

(State)

(Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned1. 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 B-2 Preferred Stock	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Stock <u>(2)</u>	13,899,110	\$ <u>(1)</u>	I	By Sequoia Capital U.S. Venture 2010 Fund, LP <u>(3)</u>
Series B-2 Preferred Stock	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Stock <u>(2)</u>	1,520,930	\$ <u>(1)</u>	I	By Sequoia Capital U.S. Venture 2010 Partners Fund (Q), LP <u>(3)</u>
Series B-2 Preferred Stock	<u>Â</u> <u>(1)</u>	<u>Â</u> <u>(1)</u>	Common Stock <u>(2)</u>	308,270	\$ <u>(1)</u>	I	By Sequoia Capital U.S. Venture 2010 Partners Fund, LP <u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOTHA ROELOF C/O SEQUOIA CAPITAL, 2800 SAND HILL ROAD SUITE 101 MENLO PARK, CA 94025	<u>Â</u> X	<u>Â</u> X	<u>Â</u>	<u>Â</u>

Signatures

/s/ Jason Gao,
Attorney-in-Fact

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 B-2 Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series B-2 Preferred Stock will be converted into shares of Common Stock of the Issuer.

(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) Roelof F. Botha is a director of SC US (TTGP), Ltd. ("SC US TTGP"). SC US TTGP is the sole general partner of SC U.S. Venture 2010 Management, L.P., which is the sole general partner of each of Sequoia Capital U.S. Venture 2010 Fund, LP, Sequoia Capital U.S. Venture 2010 Partners Fund, LP and Sequoia Capital U.S. Venture 2010 Partners Fund (Q), LP. By virtue of these relationships, Mr. Botha may be deemed to share voting and dispositive power with respect to the shares held by Sequoia Capital U.S. Venture 2010 Fund, LP, Sequoia Capital U.S. Venture 2010 Partners Fund, LP and Sequoia Capital U.S. Venture 2010 Partners Fund (Q), LP. Mr. Botha disclaims beneficial ownership of these securities except to the extent of his 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.

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Remarks:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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