

Square, Inc.
Form 4
November 24, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Rizvi Traverse Management, LLC

2. Issuer Name and Ticker or Trading Symbol
Square, Inc. [SQ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/24/2015

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

260 EAST BROWN STREET, SUITE 380

(Street)

4. 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

BIRMINGHAM, MI 48009

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/24/2015		C		565,210	A	Ⓣ	565,210	I	See footnote (2)
Common Stock	11/24/2015		C		29,470	A	Ⓣ	29,470	I	See footnote (3)
Common Stock	11/24/2015		C		11,349,190	A	Ⓣ	11,349,190	I	See footnote (4)
Common Stock	11/24/2015		C		1,221,170	A	Ⓣ	1,221,170	I	See footnote

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									(5)
Common Stock	11/24/2015		J ⁽⁶⁾	565,210	D	<u>(6)</u>	0	I	See footnote (2)
Common Stock	11/24/2015		J ⁽⁶⁾	29,470	D	<u>(6)</u>	0	I	See footnote (3)
Common Stock	11/24/2015		J ⁽⁶⁾	11,349,190	D	<u>(6)</u>	0	I	See footnote (4)
Common Stock	11/24/2015		J ⁽⁶⁾	1,221,170	D	<u>(6)</u>	0	I	See footnote (5)

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Series D Preferred Stock	<u>(1)</u>	11/24/2015		C	V (A) 565,210 (D)	<u>(1)</u>	<u>(1)</u>	Common Stock
Series D Preferred Stock	<u>(1)</u>	11/24/2015		C	V (A) 29,470 (D)	<u>(1)</u>	<u>(1)</u>	Common Stock
Series D Preferred Stock	<u>(1)</u>	11/24/2015		C	V (A) 11,349,190 (D)	<u>(1)</u>	<u>(1)</u>	Common Stock
Series D Preferred Stock	<u>(1)</u>	11/24/2015		C	V (A) 1,221,170 (D)	<u>(1)</u>	<u>(1)</u>	Common Stock
Class B Common Stock ⁽⁶⁾	<u>(7)</u>	11/24/2015		J ⁽⁶⁾	V (A) 565,210 (D)	<u>(7)</u>	<u>(7)</u>	Class A Common Stock

<u>(7)</u>								
Class B Common Stock <u>(6)</u>	<u>(7)</u>	11/24/2015	<u>J(6)</u>	29,470	<u>(7)</u>	<u>(7)</u>		Class A Common Stock
<u>(7)</u>								
Class B Common Stock <u>(6)</u>	<u>(7)</u>	11/24/2015	<u>J(6)</u>	11,349,190	<u>(7)</u>	<u>(7)</u>		Class A Common Stock
<u>(7)</u>								
Class B Common Stock <u>(6)</u>	<u>(7)</u>	11/24/2015	<u>J(6)</u>	1,221,170	<u>(7)</u>	<u>(7)</u>		Class A Common Stock
<u>(7)</u>								

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		X		
Giampetroni John 260 EAST BROWN STREET SUITE 380 BIRMINGHAM, MI 48009		X		
RIZVI SUHAIL 260 EAST BROWN STREET SUITE 380 BIRMINGHAM, MI 48009		X		
Rizvi Traverse Management II, LLC 260 EAST BROWN STREET SUITE 380 BIRMINGHAM, MI 48009		X		
Rizvi Opportunistic Equity Fund II, L.P. 260 EAST BROWN STREET SUITE 380 BIRMINGHAM, MI 48009		X		
Rizvi Traverse Partners II, LLC 260 EAST BROWN STREET SUITE 380 BIRMINGHAM, MI 48009		X		
RT-SQ Management, LLC 260 EAST BROWN STREET		X		

SUITE 380
BIRMINGHAM, MI 48009

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

X

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

X

Signatures

Suhail Rizvi, Managing Director, Rizvi Traverse Management, LLC	11/24/2015
__Signature of Reporting Person	Date
John Giampetroni	11/24/2015
__Signature of Reporting Person	Date
Suhail Rizvi	11/24/2015
__Signature of Reporting Person	Date
Suhail Rizvi, Managing Director, Rizvi Traverse Management II, LLC	11/24/2015
__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.	11/24/2015
__Signature of Reporting Person	Date
Suhail Rizvi, Managing Director of Rizvi Traverse Management II, LLC, the Manager of Rizvi Traverse Partners II, LLC	11/24/2015
__Signature of Reporting Person	Date
Suhail Rizvi, Managing Director, RT-SQ Management, LLC	11/24/2015
__Signature of Reporting Person	Date
Suhail Rizvi, Managing Director of RT-SQ Management, LLC, the Manager of RT Spartan IV, LLC	11/24/2015
__Signature of Reporting Person	Date
Suhail Rizvi, Managing Director of RT-SQ Management, LLC, the Manager of RT SQ Co-Invest, LLC	11/24/2015
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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 automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering, and had no expiration date.
- (2) 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.

- (3) 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.
- (4) 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.
- (5) 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.
- (6) Immediately prior to the closing of the Issuer's initial public offering and following the conversion of each series of the Issuer's convertible preferred stock into Common Stock, each share of Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
- (7) Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and has no expiration date.

Remarks:

This report is filed as one of three to report related transactions for the following filers: Rizvi Traverse Management, LLC; John

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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