

Square, Inc.
Form SC 13G/A
February 14, 2019

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1

(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 3)

SQUARE, INC.

(Name of Issuer)

CLASS A COMMON STOCK

(Title of Class of Securities)

852234103

(CUSIP Number)

December 31, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(Continued on following pages)

Page 1 of 11 Pages

1 NAME OF REPORTING PERSON

SEQUOIA CAPITAL U.S. VENTURE 2010 FUND, L.P. (USV 2010)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 11,119,288
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

11,119,288

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,119,288

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.5%¹

12 TYPE OF REPORTING PERSON

PN

¹ Based on a total of 308,397,662 shares of Class A common stock outstanding as of November 2, 2018, as reported in the Issuer's 10-Q filed with the Securities and Exchange Commission on November 7, 2018.

1 NAME OF REPORTING PERSON

SEQUOIA CAPITAL U.S. VENTURE 2010 PARTNERS FUND, L.P. (USV 2010 PTRS)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 246,616
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

246,616

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

246,616

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Less than 0.1%¹

12 TYPE OF REPORTING PERSON

PN

¹ Based on a total of 308,397,662 shares of Class A common stock outstanding as of November 2, 2018, as reported in the Issuer's 10-Q filed with the Securities and Exchange Commission on November 7, 2018.

1 NAME OF REPORTING PERSON

SEQUOIA CAPITAL U.S. VENTURE 2010 PARTNERS FUND (Q), L.P. (USV 2010 Q)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,216,744
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

1,216,744

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,216,744

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.4%¹

12 TYPE OF REPORTING PERSON

PN

¹ Based on a total of 308,397,662 shares of Class A common stock outstanding as of November 2, 2018, as reported in the Issuer's 10-Q filed with the Securities and Exchange Commission on November 7, 2018.

1 NAME OF REPORTING PERSON

SEQUOIA CAPITAL U.S. VENTURE 2010-SEED FUND, L.P. (USV 2010 SEED)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 719,981
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

719,981

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

719,981

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.2%¹

12 TYPE OF REPORTING PERSON

PN

¹ Based on a total of 308,397,662 shares of Class A common stock outstanding as of November 2, 2018, as reported in the Issuer's 10-Q filed with the Securities and Exchange Commission on November 7, 2018.

1 NAME OF REPORTING PERSON

2 SEQUOIA CAPITAL U.S. GROWTH FUND IV, LP (USGF IV)
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 858,081
 EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
 8 SHARED DISPOSITIVE POWER

WITH

858,081
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

858,081
 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.3%¹

12 TYPE OF REPORTING PERSON

PN

¹ Based on a total of 308,397,662 shares of Class A common stock outstanding as of November 2, 2018, as reported in the Issuer's 10-Q filed with the Securities and Exchange Commission on November 7, 2018.

1 NAME OF REPORTING PERSON

SEQUOIA CAPITAL USGF PRINCIPALS FUND IV, LP (USGF PRIN IV)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 35,657
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

35,657

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,657

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Less than 0.1%¹

12 TYPE OF REPORTING PERSON

PN

¹ Based on a total of 308,397,662 shares of Class A common stock outstanding as of November 2, 2018, as reported in the Issuer's 10-Q filed with the Securities and Exchange Commission on November 7, 2018.

1 NAME OF REPORTING PERSON

SC U.S. VENTURE 2010 MANAGEMENT, L.P. (USV 2010 MGMT)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH

13,302,629 shares of which 11,119,288 shares of Class B common stock are directly held by USV 2010, 246,616 shares of Class B common stock are directly held by USV 2010 PTRS, 1,216,744 shares of Class B common stock are directly held by USV 2010 Q and 719,981 shares of Class A common stock are directly held by USV 2010-SEED. USV 2010 MGMT is the General Partner of USV 2010, USV 2010 PTRS, USV 2010 Q and USV 2010-SEED.

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

13,302,629 shares of which 11,119,288 shares of Class B common stock are directly held by USV 2010, 246,616 shares of Class B common stock are directly held by USV 2010 PTRS, 1,216,744 shares of Class B common stock are directly held by USV 2010 Q and 719,981 shares of Class A common stock are directly held by USV 2010-SEED. USV 2010 MGMT is the General Partner of USV 2010, USV 2010 PTRS, USV 2010 Q and USV 2010-SEED.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,302,629

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.1%¹

12 TYPE OF REPORTING PERSON

PN

¹ Based on a total of 308,397,662 shares of Class A common stock outstanding as of November 2, 2018, as reported in the Issuer's 10-Q filed with the Securities and Exchange Commission on November 7, 2018.

1 NAME OF REPORTING PERSON

SCGF IV MANAGEMENT. L.P. (SCGF IV MGMT)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

NUMBER OF 0
6 SHARED VOTING POWER
SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON 893,738 shares of which 858,081 shares of Class A common stock are directly held by USGF IV and 35,657 shares of Class A common stock are directly held by USGF PRIN IV. SCGF IV MGMT is the General Partner of each of USGF IV and USGF PRIN IV.

7 SOLE DISPOSITIVE POWER

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

893,738 shares of which 858,081 shares of Class A common stock are directly held by USGF IV and 35,657 shares of Class A common stock are directly held by USGF PRIN IV. SCGF IV MGMT is the General Partner of each of USGF IV and USGF PRIN IV.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

893,738

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.3%¹

12 TYPE OF REPORTING PERSON

PN

¹ Based on a total of 308,397,662 shares of Class A common stock outstanding as of November 2, 2018, as reported in the Issuer's 10-Q filed with the Securities and Exchange Commission on November 7, 2018.

1 NAME OF REPORTING PERSON

SC US (TTGP), LTD. (SC US TTGP)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

NUMBER OF 5 SOLE VOTING POWER

SHARES

BENEFICIALLY 0

6 SHARED VOTING POWER

OWNED BY

EACH

REPORTING

PERSON

WITH

14,196,367 shares of which 11,119,288 shares of Class B common stock are directly held by USV 2010, 246,616 shares of Class B common stock are directly held by USV 2010 PTRS, 1,216,744 shares of Class B common stock are directly held by USV 2010 Q, 719,981 shares of Class A common stock are directly held by USV 2010-SEED, 858,081 shares of Class A common stock are directly held by USGF IV and 35,657 shares of Class A common stock are directly held by USGF PRIN IV. SC US TTGP is the General Partner of each of USV 2010 MGMT and SCGF IV MGMT. USV 2010 MGMT is the General Partner of each of USV 2010, USV 2010 PTRS, USV 2010 Q and USV 2010-SEED. SCGF IV MGMT is the General Partner of each of USGF IV and USGF PRIN IV.

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

14,196,367 shares of which 11,119,288 shares of Class B common stock are directly held by USV 2010, 246,616 shares of Class B common stock are directly held by USV 2010 PTRS,

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1,216,744 shares of Class B common stock are directly held by USV 2010 Q, 719,981 shares of Class A common stock are directly held by USV 2010-SEED, 858,081 shares of Class A common stock are directly held by USGF IV and 35,657 shares of Class A common stock are directly held by USGF PRIN IV. SC US TTGP is the General Partner of each of USV 2010 MGMT and SCGF IV MGMT. USV 2010 MGMT is the General Partner of each of USV 2010, USV 2010 PTRS, USV 2010 Q and USV 2010-SEED. SCGF IV MGMT is the General Partner of each of USGF IV and USGF PRIN IV.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,196,367

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.4%¹

12 TYPE OF REPORTING PERSON

OO

¹ Based on a total of 308,397,662 shares of Class A common stock outstanding as of November 2, 2018, as reported in the Issuer's 10-Q filed with the Securities and Exchange Commission on November 7, 2018.

ITEM 1.

(a) Name of Issuer: Square, Inc.

(b) Address of Issuer's Principal Executive Offices:

1455 Market Street, Suite 600

San Francisco, CA 94103

ITEM 2.

(a) Name of Persons Filing:

Sequoia Capital U.S. Venture 2010 Fund, L.P.

Sequoia Capital U.S. Venture 2010 Partners Fund, L.P.

Sequoia Capital U.S. Venture 2010 Partners Fund (Q), L.P.

Sequoia Capital U.S. Venture 2010-Seed Fund, L.P.

Sequoia Capital U.S. Growth Fund IV, LP

Sequoia Capital USGF Principals Fund IV, LP

SC U.S. Venture 2010 Management, L.P.

SCGF IV Management. L.P.

SC US (TTGP), Ltd.

SC US TTGP is the General Partner of each of USV 2010 MGMT and SCGF IV MGMT. USV 2010 MGMT is the General Partner of each of USV 2010, USV 2010 PTRS, USV 2010 Q and USV 2010-SEED. SCGF IV MGMT is the General Partner of each of USGF IV and USGF PRIN IV.

(b) Address of Principal Business Office or, if none, Residence:

2800 Sand Hill Road, Suite 101

Menlo Park, CA 94025

(c) Citizenship:

SC US TTGP, USV 2010 MGMT, USV 2010, USV 2010 PTRS, USV 2010 Q, USV 2010-SEED, SCGF IV MGMT, USGF IV, USGF PRIN IV: Cayman Islands

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(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 852234103

ITEM 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

NOT APPLICABLE

ITEM 4. Ownership

SEE ROWS 5 THROUGH 11 OF COVER PAGES

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

NOT APPLICABLE

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

NOT APPLICABLE

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

NOT APPLICABLE

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

NOT APPLICABLE

ITEM 10. CERTIFICATION

NOT APPLICABLE

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2019

Sequoia Capital U.S. Venture 2010 Fund, L.P.

Sequoia Capital U.S. Venture 2010 Partners Fund, L.P.

Sequoia Capital U.S. Venture 2010 Partners Fund (Q), L.P.

Sequoia Capital U.S. Venture 2010-Seed Fund, L.P.

By: SC U.S. Venture 2010 Management, L.P.
General Partner of each

By: SC US (TTGP), Ltd.
its General Partner

By: /s/ Douglas Leone
Douglas Leone, Managing Director

Sequoia Capital U.S. Growth Fund IV, LP
Sequoia Capital USGF Principals Fund IV, LP

By: SCGF IV Management, L.P.
General Partner of each

By: SC US (TTGP), Ltd.
its General Partner

By: /s/ Douglas Leone
Douglas Leone, Managing Director

SC U.S. Venture 2010 Management, L.P.

By: SC US (TTGP), Ltd.
its General Partner

By: /s/ Douglas Leone
Douglas Leone, Managing Director

SCGF IV Management, L.P.

By: SC US (TTGP), Ltd.
its General Partner

By: /s/ Douglas Leone
Douglas Leone, Managing Director

SC US (TTGP), Ltd.

By: /s/ Douglas Leone
Douglas Leone, Managing Director