

Square, Inc.
Form SC 13G
February 16, 2016

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

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. _____)*

Square, Inc.
(Name of Issuer)

Class A Common Stock
(Title of Class of Securities)

852234103
(CUSIP Number)

December 31, 2015
(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)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter

disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Exhibit Index Contained on Page 8

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1 NAME OF REPORTING PERSONS KPCB Digital Growth Fund, LLC (“KPCB DGF”)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SOLE VOTING POWER

8,202,674 shares (including 8,202,674 shares of Class B Common Stock that are convertible at any time at the option of KPCB DGF into 8,202,674 shares of Class A Common Stock), except that KPCB DGF Associates, LLC (“Associates”), the managing member of KPCB DGF, may be deemed to have sole power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

8,202,674 shares (including 8,202,674 shares of Class B Common Stock that are convertible at any time at the option of KPCB DGF into 8,202,674 shares of Class A Common Stock), except that Associates, the managing member of KPCB DGF, may be deemed to have sole power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,202,674

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

20.5% ¹

12 TYPE OF REPORTING PERSON

OO

¹ Assumes the conversion of all such reporting person’s beneficially owned shares of Class B Common Stock into shares of Class A common stock.

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1 NAME OF REPORTING PERSONS KPCB Digital Growth Founders Fund, LLC (“KPCB DGF Founders”)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SOLE VOTING POWER

420,736 shares (including 420,736 shares of Class B Common Stock that are convertible at any 5 time at the option of KPCB DGF Founders into 420,736 shares of Class A Common Stock), except that Associates, the managing member of KPCB DGF Founders, may be deemed to have sole power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

420,736 shares (including 420,736 shares of Class B Common Stock that are convertible at any 7 time at the option of KPCB DGF Founders into 420,736 shares of Class A Common Stock), except that Associates, the managing member of KPCB DGF Founders, may be deemed to have sole power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

420,736

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.3%²

12 TYPE OF REPORTING PERSON

OO

² Assumes the conversion of all such reporting person’s beneficially owned shares of Class B Common Stock into shares of Class A common stock.

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1 NAME OF REPORTING PERSONS KPCB DGF Associates, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SOLE VOTING POWER

8,623,410 shares (including 8,202,674 shares of Class B Common Stock that are convertible at any time at the option of KPCB DGF into 8,202,674 shares of Class A Common Stock and 420,736 shares of Class B Common Stock that are convertible at any time at the option of KPCB DGF Founders into 420,736 shares of Class A Common Stock), of which 8,202,674 are directly owned by KPCB DGF and 420,736 are directly owned by KPCB DGF Founders. Associates, the managing member of KPCB DGF and KPCB DGF Founders, may be deemed to have sole power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

8,623,410 shares (including 8,202,674 shares of Class B Common Stock that are convertible at any time at the option of KPCB DGF into 8,202,674 shares of Class A Common Stock and 420,736 shares of Class B Common Stock that are convertible at any time at the option of KPCB DGF Founders into 420,736 shares of Class A Common Stock), of which 8,202,674 are directly owned by KPCB DGF and 420,736 are directly owned by KPCB DGF Founders. Associates, the managing member of KPCB DGF and KPCB DGF Founders, may be deemed to have sole power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,623,410

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

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

21.4%³

12 TYPE OF REPORTING PERSON

OO

³ Assumes the conversions of all such reporting person's beneficially owned shares of Class B Common Stock into shares of Class A common stock.

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ITEM
1(A). NAME OF ISSUER

Square, Inc. (the "Issuer")

ITEM
1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

1455 Market Street, Suite 600
San Francisco, California 94103

ITEM
2(A). NAME OF PERSONS FILING

This Schedule is filed by KPCB Digital Growth Fund, LLC, a Delaware limited liability company, KPCB Digital Growth Founders Fund, LLC, a Delaware limited liability company, and KPCB DGF Associates, a Delaware limited liability company. The foregoing entities are collectively referred to as the "Reporting Persons."

ITEM
2(B). ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

c/o Kleiner Perkins Caufield & Byers
2750 Sand Hill Road
Menlo Park, California 94025

ITEM
2(C). CITIZENSHIP

See Row 4 of cover page for each Reporting Person.

ITEM
2(D). TITLE OF CLASS OF SECURITIES

Class A Common Stock, \$0.000001 par value.

ITEM
2(D) CUSIP NUMBER

852234103

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

Not applicable.

ITEM
4. OWNERSHIP

The following information with respect to the ownership of the ordinary shares of the Issuer by the persons filing this Statement is provided as of December 31, 2015:

Amount beneficially owned:

(a)

See Row 9 of cover page for each Reporting Person.

Percent of Class:

(b)

See Row 11 of cover page for each Reporting Person.

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(c) Number of shares as to which such person has:

Sole power to vote or to direct the vote:

(i) See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

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

Not applicable.

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

Under certain circumstances set forth in the operating agreements of the Reporting Persons, the members of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the Issuer owned by each such entity of which they are a member.

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

Not applicable.

IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

ITEM
8.

Not applicable.

ITEM
9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM
10. CERTIFICATION.

Not applicable.

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SIGNATURES

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.

Date: February 12, 2016

KPCB DIGITAL
GROWTH FUND,
LLC, a Delaware
limited liability
company

By: KPCB DGF
ASSOCIATES,
LLC, a Delaware
limited
liability company, its
managing member

By: /s/ Paul Vronsky
Paul Vronsky
General Counsel

KPCB DIGITAL
GROWTH
FOUNDERS
FUND, LLC, a
Delaware limited
liability company

By: KPCB DGF
ASSOCIATES,
LLC, a Delaware
limited
liability company, its
managing member

By: /s/ Paul Vronsky

Paul Vronsky
General Counsel

KPCB DGF
ASSOCIATES,
LLC, a Delaware
limited
liability company

By: /s/ Paul Vronsky
Paul Vronsky
General Counsel

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EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	9

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exhibit A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the common stock of the Issuer shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 12, 2016

KPCB DIGITAL
GROWTH FUND,
LLC, a Delaware
limited liability
company

By: KPCB DGF
ASSOCIATES,
LLC, a Delaware
limited
liability company, its
managing member

By: /s/ Paul Vronsky
Paul Vronsky
General Counsel

KPCB DIGITAL
GROWTH
FOUNDERS
FUND, LLC, a

Delaware limited
liability company

By: KPCB DGF
ASSOCIATES,

LLC, a Delaware
limited
liability company, its
managing member

By: /s/ Paul Vronsky
Paul Vronsky
General Counsel

KPCB DGF
ASSOCIATES,
LLC, a Delaware
limited
liability company

By: /s/ Paul Vronsky
Paul Vronsky
General Counsel