

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Khosla Ventures III, L.P. | | (Month/Day/Year) | Square, Inc. [SQ] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 2128 SAND HILL ROAD | | 11/18/2015 | | |
| (Street) | | | (Check all applicable) | |
| MENLO PARK, Â CA Â 94025 | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> 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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | | | |
| | | Title | Amount or Number of Shares | | |

| | | | | | | | |
|----------------------------|-------|-------|------------------|------------|--------|---|------------------|
| Series A Preferred Stock | Â (3) | Â (3) | Common Stock (1) | 41,614,640 | \$ (3) | I | See footnote (2) |
| Series B-2 Preferred Stock | Â (4) | Â (4) | Common Stock (1) | 6,321,120 | \$ (4) | I | See footnote (2) |
| Series C Preferred Stock | Â (5) | Â (5) | Common Stock (1) | 2,587,020 | \$ (5) | I | See footnote (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Khosla Ventures III, L.P. 2128 SAND HILL ROAD MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| Khosla Ventures Associates III, LLC 2128 SAND HILL ROAD MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| VK Services, LLC 2128 SAND HILL ROAD MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| KHOSLA VINOD 2128 SAND HILL ROAD MENLO PARK, CA 94025 | Â | Â X | Â | Â |

Signatures

/s/ Tamara L. Tompkins, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Associates III, LLC, in its capacity as general partner of Khosla Ventures III, L.P. 11/18/2015

**Signature of Reporting Person Date

/s/ Tamara L. Tompkins, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Associates III, LLC 11/18/2015

**Signature of Reporting Person Date

/s/ Tamara L. Tompkins, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC 11/18/2015

**Signature of Reporting Person Date

/s/ Tamara L. Tompkins, as attorney in fact for Vinod Khosla 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) Each share of Common Stock will 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.

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Consists of securities held of record by Khosla Ventures III, L.P. ("KV III"), of which Khosla Ventures Associates III, LLC ("KVA III") is the general partner. Vinod Khosla is the managing member of VK Services, LLC ("VK Services"), which is the manager of KVA III.

- (2) Each of KVA III, VK Services and Vinod Khosla may be deemed to possess voting and investment control over such shares, and each of KVA III, VK Services and Vinod Khosla may be deemed to have indirect beneficial ownership of such shares. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
- (3) The Series A 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 A Preferred Stock will be converted into shares of Common Stock.
- (4) 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 completion of the Issuer's initial public offering, all shares of Series B-2 Preferred Stock will be converted into shares of Common Stock.
- (5) The Series C 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 C Preferred Stock will be converted into shares of Common Stock.

^

Remarks:

Exhibit^ List

Exhibit^ 24^ -^ Power^ of^ 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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