

Square, Inc.
Form 3
November 18, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 Rizvi Traverse Management, LLC | | | (Month/Day/Year) | Square, Inc. [SQ] | |
| (Last) | (First) | (Middle) | 11/18/2015 | | |
| 260 EAST BROWN STREET, Â SUITE 380 | | | 4. Relationship of Reporting Person(s) to Issuer | | |
| (Street) | | | (Check all applicable) | | |
| BIRMINGHAM, Â MIA Â 48009 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| | | | 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) |
|------------------------------------|--|---|--|
| Common Stock <u>(1)</u> | 902,150 | I | See footnote <u>(2)</u> |
| Common Stock <u>(1)</u> | 628,960 | I | See footnote <u>(3)</u> |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

Edgar Filing: Square, Inc. - Form 3

| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|---|------------------|
| Series E Preferred Stock | Â (4) | Â (4) | Common Stock (1) | 485,014 | \$ (4) | I | See footnote (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Rizvi Traverse Management, LLC 260 EAST BROWN STREET SUITE 380 BIRMINGHAM,Â MIÂ 48009 | Â | Â X | Â | Â |
| Giampetroni John 260 EAST BROWN STREET SUITE 380 BIRMINGHAM,Â MIÂ 48009 | Â | Â X | Â | Â |
| RIZVI SUHAIL 260 EAST BROWN STREET SUITE 380 BIRMINGHAM,Â MIÂ 48009 | Â | Â X | Â | Â |
| Rizvi Traverse CI GP, LLC 260 EAST BROWN STREET SUITE 380 BIRMINGHAM,Â MIÂ 48009 | Â | Â X | Â | Â |
| RT-SQ Secondary, LLC 260 EAST BROWN STREET SUITE 380 BIRMINGHAM,Â MIÂ 48009 | Â | Â X | Â | Â |
| RT SQ Co-Invest II LLC 260 EAST BROWN STREET SUITE 380 BIRMINGHAM,Â MIÂ 48009 | Â | Â X | Â | Â |
| RT-SQ TS, LLC 260 EAST BROWN STREET SUITE 380 BIRMINGHAM,Â MIÂ 48009 | Â | Â X | Â | Â |

Signatures

Suhail Rizvi, Managing Director, Rizvi Traverse Management, LLC

11/18/2015

**Signature of Reporting Person

Date

John Giampetroni

11/18/2015

Edgar Filing: Square, Inc. - Form 3

| | Date |
|---|------------|
| <p style="margin: 0;">__Signature of Reporting Person</p> <p>Suhail Rizvi</p> | 11/18/2015 |
| <p style="margin: 0;">__Signature of Reporting Person</p> <p>Suhail Rizvi, Managing Director, Rizvi Traverse CI GP, LLC</p> | 11/18/2015 |
| <p style="margin: 0;">__Signature of Reporting Person</p> <p>Suhail Rizvi, Managing Director of Rizvi Traverse CI GP, LLC, the Manager of RT SQ Secondary, LLC</p> | 11/18/2015 |
| <p style="margin: 0;">__Signature of Reporting Person</p> <p>Suhail Rizvi, Managing Director of Rizvi Traverse CI GP, LLC, the Manager of RT SQ Co-Invest II, LLC</p> | 11/18/2015 |
| <p style="margin: 0;">__Signature of Reporting Person</p> <p>Suhail Rizvi, Managing Director of Rizvi Traverse CI GP, LLC, the Manager of RT-SQ TS, LLC</p> | 11/18/2015 |
| <p style="margin: 0;">__Signature of Reporting Person</p> | 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 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.

Shares held directly by RT SQ Secondary, LLC. Rizvi Traverse CI GP, LLC (the manager of RT SQ Secondary, LLC), and John Giampetroni and Suhail Rizvi (the managers of Rizvi Traverse CI GP, LLC) have sole voting and investment power over the securities
- (2) held by RT SQ Secondary, LLC. Such persons and entities disclaim beneficial ownership of shares held by RT SQ Secondary, 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.

Shares held directly by RT-SQ TS, LLC. Rizvi Traverse CI GP, LLC (the manager of RT-SQ TS, LLC), and John Giampetroni and Suhail Rizvi (the managers of Rizvi Traverse CI GP, LLC) have sole voting and shared investment power over the securities held by
- (3) RT-SQ TS, LLC. Such persons and entities disclaim beneficial ownership of shares held by RT-SQ TS, 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) The Series E Preferred Stock is convertible into Common Stock on a 1:2.0618 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series E Preferred Stock will be converted into shares of Common Stock.

Shares held directly by RT SQ Co-Invest II, LLC. Rizvi Traverse CI GP, LLC (the manager of RT SQ Co-Invest II, LLC), and John Giampetroni and Suhail Rizvi (the managers of Rizvi Traverse CI GP, LLC) have sole voting and investment power over the securities
- (5) held by RT SQ Co-Invest II, LLC. Such persons and entities disclaim beneficial ownership of shares held by RT SQ Co-Invest 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.

Â

Remarks:

***Â ThisÂ reportÂ isÂ filedÂ asÂ oneÂ ofÂ threeÂ toÂ reportÂ relatedÂ transactionsÂ forÂ theÂ followingÂ filers:Â Riz

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.