

Square, Inc.
Form SC 13G/A
February 14, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Square, Inc.

(Name of Issuer)

Class A Common Stock, \$0.0000001 par value
(Title of Class of Securities)

852234103
(CUSIP Number)

December 31, 2016
(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 the disclosures provided in a prior cover page.

The information required in 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).

CUSIP No. 852234103

SCHEDULE 13G/A

Page 2 of 11 Pages

NAME OF REPORTING PERSONS

1

John Giampetroni

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

NUMBER OF
SHARES

309,959

BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6

SHARED VOTING POWER

0

SOLE DISPOSITIVE POWER

7

WITH

309,959

SHARED DISPOSITIVE POWER

8

0

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

309,959

10

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

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.2%

12

TYPE OF REPORTING PERSON

IN

CUSIP No. 852234103

SCHEDULE 13G/A

Page 3 of 11 Pages

NAME OF REPORTING PERSONS

1

Suhail Rizvi

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6

SHARED VOTING POWER

0

SOLE DISPOSITIVE POWER

7

WITH

0

SHARED DISPOSITIVE POWER

8

0

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10

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

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12

TYPE OF REPORTING PERSON

IN

CUSIP No. 852234103

SCHEDULE 13G/A

Page 4 of 11 Pages

NAME OF REPORTING PERSONS

1

RT-SQ Management, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6

SHARED VOTING POWER

0

SOLE DISPOSITIVE POWER

7

WITH

0

SHARED DISPOSITIVE POWER

8

0

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10

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

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12

TYPE OF REPORTING PERSON

00

CUSIP No. 852234103

SCHEDULE 13G/A

Page 5 of 11 Pages

NAME OF REPORTING PERSONS

1

RT Spartan IV, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6

SHARED VOTING POWER

0

SOLE DISPOSITIVE POWER

7

WITH

0

SHARED DISPOSITIVE POWER

8

0

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10

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

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12

TYPE OF REPORTING PERSON

00

CUSIP No. 852234103

SCHEDULE 13G/A

Page 6 of 11 Pages

NAME OF REPORTING PERSONS

1

Rizvi Traverse CI GP, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☐(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

6

SHARED VOTING POWER

0

SOLE DISPOSITIVE POWER

7

WITH

0

SHARED DISPOSITIVE POWER

8

0

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10

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

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12

TYPE OF REPORTING PERSON

00



CUSIP No. 852234103

SCHEDULE 13G/A

Page 7 of 11 Pages

The Reporting Persons named in Item 2 below are hereby jointly filing this Schedule 13G/A (this "Statement") because due to certain relationships among the Reporting Persons, such Reporting Persons may be deemed to beneficially own the same securities named in Item 4 below by one of the Reporting Persons. In accordance with Rule 13d-1(k)(1)(iii) promulgated pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Reporting Persons named in Item 2 below have executed a written agreement relating to the joint filing of this Schedule 13G/A (the "Joint Filing Agreement"), a copy of which is attached hereto as Exhibit 1.

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 Person Filing

This Statement is filed by each of the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons":

(i) John Giampetroni

(ii) Suhail Rizvi

(iii) RT-SQ Management, LLC

(iv) RT Spartan IV, LLC

(v) Rizvi Traverse CI GP, LLC

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

The address of the principal business office of each of the Reporting Persons is 260 East Brown Street, Suite 380, Birmingham, MI 48009.

(c) Citizenship

(i) John Giampetroni- United States of America

(ii) Suhail Rizvi- United States of America

(iii) RT-SQ Management, LLC- Delaware

(iv) RT Spartan IV, LLC- Delaware

(v) Rizvi Traverse CI GP, LLC- Delaware

(d) Title of Class of Securities

Class A Common Stock, \$0.0000001 par value

(e) CUSIP No.:

852234103

CUSIP No. 852234103

SCHEDULE 13G/A

Page 8 of 11 Pages

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☐ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);

CUSIP No. 852234103

SCHEDULE 13G/A

Page 9 of 11 Pages

Item 4. Ownership

The percentage set forth in this Schedule 13G/A is calculated based upon the 166,302,906 shares of the Issuer's Class A Common Stock outstanding as of October 25, 2016 as disclosed in the Company's Quarterly Report for the quarterly period ended September 30, 2016 on Form 10-Q filed with the Securities and Exchange Commission on November 2, 2016.

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each Reporting Person.

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 5 percent of the class of securities, check the following [X].

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.

CUSIP No. 852234103

SCHEDULE 13G/A

Page 10 of 11 Pages

Item 10. Certification

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, 2017

John Giampetroni By: /s/ John Giampetroni Name: John Giampetroni, individually

Suhail Rizvi

By: /s/ Suhail Rizvi
Name: Suhail Rizvi, individually

RT-SQ Management, LLC

By: /s/ John Giampetroni
Name: John Giampetroni
Title: Managing Director

**RT
Spartan
IV, LLC**

Rizvi Traverse CI GP, LLC

By: /s/ John Giampetroni

Name: John Giampetroni
Title: Managing Director

CUSIP No. 852234103

SCHEDULE 13G/A

Page 11 of 11 Pages

EXHIBIT 1

JOINT FILING AGREEMENT

PURSUANT TO RULE 13d-1(k)

Pursuant to Rule 13d-1(k)(1)(iii) of the Securities Exchange Act of 1934, each of the undersigned agrees that a single joint Schedule 13G and any amendments thereto may be filed on behalf of each of the undersigned with respect to the securities held by each of them in Square, Inc.

The undersigned further agree that each party hereto is responsible for the timely filing of such Statement on Schedule 13G and any amendments thereto, and for the accuracy and completeness of the information concerning such party contained therein; provided, however, that no party is responsible for the accuracy or completeness of the information concerning any other party, unless such party knows or has reason to believe that such information is inaccurate.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of February 14, 2017.

DATE: February 14, 2017

John Giampetroni By: /s/ John Giampetroni Name: John Giampetroni, individually

Suhail Rizvi

By: /s/ Suhail Rizvi
Name: Suhail Rizvi, individually

RT-SQ Management, LLC

By: /s/ John Giampetroni
Name: John Giampetroni
Title: Managing Director

**RT
Spartan
IV, LLC**

Rizvi Traverse CI GP, LLC

By: /s/ John Giampetroni
Name: John Giampetroni
Title: Managing Director