

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 *

Â Rizvi Traverse Management,
LLC

(Last) (First) (Middle)

260 EAST BROWN
STREET,Â SUITE 380

(Street)

BIRMINGHAM,Â MIA 48009

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
11/18/2015

3. Issuer Name and Ticker or Trading Symbol

Square, Inc. [SQ]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
X 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)

Date Exercisable

Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title

Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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				Shares		or Indirect (1) (Instr. 5)	
Series D Preferred Stock	Â (1)	Â (1)	Common Stock (2)	87,420	\$ (1)	I	See footnote (3)
Series D Preferred Stock	Â (1)	Â (1)	Common Stock (2)	17,560	\$ (1)	I	See footnote (4)
Series D Preferred Stock	Â (1)	Â (1)	Common Stock (2)	249,500	\$ (1)	I	See footnote (5)
Series D Preferred Stock	Â (1)	Â (1)	Common Stock (2)	59,250	\$ (1)	I	See footnote (6)
Series D Preferred Stock	Â (1)	Â (1)	Common Stock (2)	40,210	\$ (1)	I	See footnote (7)

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 Opportunistic Equity Fund, L.P. 260 EAST BROWN STREET SUITE 380 BIRMINGHAM,Â MIÂ 48009	Â	Â X	Â	Â
Rizvi Opportunistic Equity Fund (TI), L.P. 260 EAST BROWN STREET SUITE 380 BIRMINGHAM,Â MIÂ 48009	Â	Â X	Â	Â
Rizvi Opportunistic Equity Fund I-B, L.P. 260 EAST BROWN STREET SUITE 380 BIRMINGHAM,Â MIÂ 48009	Â	Â X	Â	Â
Rizvi Opportunistic Equity Fund I-B (TI), L.P. 260 EAST BROWN STREET	Â	Â X	Â	Â

SUITE 380
BIRMINGHAM, MI 48009

Rizvi Traverse Partners, LLC
260 EAST BROWN STREET
SUITE 380
BIRMINGHAM, MI 48009

^ ^ X ^ ^

Signatures

Suhail Rizvi, Managing Director, Rizvi Traverse Management, LLC	11/18/2015
__Signature of Reporting Person	Date
John Giampetroni	11/18/2015
__Signature of Reporting Person	Date
Suhail Rizvi	11/18/2015
__Signature of Reporting Person	Date
Suhail Rizvi, Managing Director of Rizvi Traverse Management, LLC, the General Partner of Rizvi Opportunistic Equity Fund, L.P.	11/18/2015
__Signature of Reporting Person	Date
Suhail Rizvi, Managing Director of Rizvi Traverse Management, LLC, the General Partner of Rizvi Opportunistic Equity Fund (TI), L.P.	11/18/2015
__Signature of Reporting Person	Date
Suhail Rizvi, Managing Director of Rizvi Traverse Management, LLC, the General Partner of Rizvi Opportunistic Equity Fund I-B, L.P.	11/18/2015
__Signature of Reporting Person	Date
Suhail Rizvi, Managing Director of Rizvi Traverse Management, LLC, the General Partner of Rizvi Opportunistic Equity Fund I-B (TI), L.P.	11/18/2015
__Signature of Reporting Person	Date
Suhail Rizvi, Managing Director of Rizvi Traverse Management, LLC, the Manager of Rizvi Traverse Partners, LLC	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) The Series D 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 D Preferred Stock will be converted into shares of Common Stock.
- (2) 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.
- (3) Shares held directly by Rizvi Opportunistic Equity Fund, L.P. Rizvi Traverse Management, LLC (the general partner of Rizvi Opportunistic Equity Fund, L.P.), and John Giampetroni and Suhail Rizvi (the managers of Rizvi Traverse Management, LLC) have sole voting and investment power over the securities held by Rizvi Opportunistic Equity Fund, L.P. Such persons and entities disclaim beneficial ownership of shares held by Rizvi Opportunistic Equity Fund, L.P. 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) Shares held directly by Rizvi Opportunistic Equity Fund (TI), L.P. Rizvi Traverse Management, LLC (the general partner of Rizvi Opportunistic Equity Fund (TI), L.P.), and John Giampetroni and Suhail Rizvi (the managers of Rizvi Traverse Management, LLC)

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have sole voting and investment power over the securities held by Rizvi Opportunistic Equity Fund (TI), L.P. Such persons and entities disclaim beneficial ownership of shares held by Rizvi Opportunistic Equity Fund (TI), L.P. 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.

- (5) Shares held directly by Rizvi Opportunistic Equity Fund I-B, L.P. Rizvi Traverse Management, LLC (the general partner of Rizvi Opportunistic Equity Fund I-B, L.P.), and John Giampetroni and Suhail Rizvi (the managers of Rizvi Traverse Management, LLC) have sole voting and investment power over the securities held by Rizvi Opportunistic Equity Fund I-B, L.P. Such persons and entities disclaim beneficial ownership of shares held by Rizvi Opportunistic Equity Fund I-B, L.P. 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.

- (6) Shares held directly by Rizvi Opportunistic Equity Fund I-B (TI), L.P. Rizvi Traverse Management, LLC (the general partner of Rizvi Opportunistic Equity Fund I-B (TI), L.P.), and John Giampetroni and Suhail Rizvi (the managers of Rizvi Traverse Management, LLC) have sole voting and investment power over the securities held by Rizvi Opportunistic Equity Fund I-B (TI), L.P. Such persons and entities disclaim beneficial ownership of shares held by Rizvi Opportunistic Equity Fund I-B (TI), L.P. 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.

- (7) Shares held directly by Rizvi Traverse Partners, LLC. Rizvi Traverse Management, LLC (the manager of Rizvi Traverse Partners, LLC), and John Giampetroni and Suhail Rizvi (the managers of Rizvi Traverse Management, LLC) have sole voting and investment power over the securities held by Rizvi Traverse Partners, LLC. Such persons and entities disclaim beneficial ownership of shares held by Rizvi Traverse Partners, 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.

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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.

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