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

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Square, Inc.

(Name of Issuer)

Class A Common Stock, par value $0.0000001 per share

(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)

x 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).

1. Names of Reporting Persons

Marc Stad

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ¨ (b) ¨

3. SEC Use Only

4. Citizenship or Place of Organization

United States

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power	0
	6. Shared Voting Power	2,554,871
	7. Sole Dispositive Power	0
	8. Shared Dispositive Power	2,554,871

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,554,871

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

¨

11. Percent of Class Represented by Amount in Row (9)

8.1%[1]

12. Type of Reporting Person (See Instructions)

IN

1 Based on 31,717,133 shares of Class A Common Stock outstanding as of December 31, 2015, as reported by the Issuer to the Reporting Persons.

1. Names of Reporting Persons

Dragoneer Global Fund II GP, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ¨ (b) ¨

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 2,554,871
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 2,554,871

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,554,871

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

¨

11. Percent of Class Represented by Amount in Row (9)

8.1%[1]

12. Type of Reporting Person (See Instructions)

OO

1 Based on 31,717,133 shares of Class A Common Stock outstanding as of December 31, 2015, as reported by the Issuer to the Reporting Persons.

1. Names of Reporting Persons

Dragoneer Global Fund II, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ¨ (b) ¨

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 2,554,871
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 2,554,871

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,554,871

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

¨

11. Percent of Class Represented by Amount in Row (9)

8.1%[1]

12. Type of Reporting Person (See Instructions)

PN

[1] Based on 31,717,133 shares of Class A Common Stock outstanding as of December 31, 2015, as reported by the Issuer to the Reporting Persons.

1. Names of Reporting Persons

Dragoneer Investment Group, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ¨ (b) ¨

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 2,554,871
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 2,554,871

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,554,871

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

¨

11. Percent of Class Represented by Amount in Row (9)

8.1%[1]

12. Type of Reporting Person (See Instructions)

IA

[1] Based on 31,717,133 shares of Class A Common Stock outstanding as of December 31, 2015, as reported by the Issuer to the Reporting Persons.

Item 1.

(a) Name of Issuer
Square, Inc. (the Company)

(b) Address of Issuer s Principal Executive Offices
1455 Market Street, Suite 600

San Francisco, California 94103

Item 2.

(a) Name of Person Filing
This Schedule 13G/A (the Schedule 13G/A) amends the Schedule 13G filed jointly by each of Marc Stad, Dragoneer Global Fund II GP, LLC, Dragoneer Global Fund II, L.P., and Dragoneer Investment Group, LLC (collectively, the Reporting Persons) on December 17, 2015 (the Original Schedule 13G).

The Reporting Persons have entered into a Joint Filing Agreement, dated December 16, 2015, a copy of which is attached as Exhibit A to the Original Schedule 13G, pursuant to which the Reporting Persons agreed to file the Schedule 13G and any amendments thereto jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (the Act).

(b) Address of Principal Business Office or, if none, Residence
The address of the principal business office for all Reporting Persons is:

1 Letterman Dr., Bldg C, Ste 3950

San Francisco, CA 94129

(c) Citizenship
The citizenship or place of organization of each of the Reporting Persons is set forth on such Reporting Person s cover page.

(d) Title of Class of Securities
Class A Common Stock, par value $0.0000001 per share (the Class A Common Stock)

(e) CUSIP Number
852234103

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:

Not Applicable.

(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 association 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);

(k) ¨ Group, in accordance with § 240.13d 1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with

§ 240.13d 1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership

The information set forth in Rows 5 through 11 of the cover pages to this Schedule 13G/A is incorporated herein by reference for each Reporting Person.

Dragoneer Global Fund II, L.P. (Fund) held a total of 2,554,871 shares of Class A Common Stock of the Company as of December 31, 2015. Dragoneer Global Fund II GP, LLC (GP) is the sole general partner of the Fund. Dragoneer Investment Group, LLC (the Advisor) is a registered investment advisor under the Investment Advisers Act of 1940, as amended, and the investment adviser to the Fund. Marc Stad is the managing member of the Advisor and the GP. By virtue of these relationships, each of the Reporting Persons may be deemed to share beneficial ownership of the Class A Common Stock of the Company held by the Fund.

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 five percent of the class of securities, check the following ¨.

Not Applicable.

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.

Item 10. Certification

Not Applicable.

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.

Date: February 16, 2016

/s/ Marc Stad
Marc Stad

DRAGONEER GLOBAL FUND II GP, LLC

By: /s/ Pat Robertson
Name: Pat Robertson

Title: Chief Operating Officer

DRAGONEER GLOBAL FUND II, L.P.

By: Dragoneer Global Fund II G.P., LLC, its General Partner

By: /s/ Pat Robertson
Name: Pat Robertson

DRAGONEER INVESTMENT GROUP, LLC

By: /s/ Pat Robertson
Name: Pat Robertson