

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 *

KPCB DGF Associates, LLC

(Last)

(First)

(Middle)

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

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

(Check all applicable)

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

6. Individual or Joint/Group

Filing(Check Applicable Line)

____ Form filed by One Reporting Person

☒ Form filed by More than One Reporting Person

2750 SAND HILL ROAD

(Street)

MENLO PARK, CA 94025

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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 Shares

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)

Series C Preferred Stock	Â (1)	Â (1)	Common Stock (2)	8,623,410	\$ (1)	I	See footnotes (3) (4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KPCB DGF Associates, LLC 2750 SAND HILL ROAD MENLO PARK, CA 94025	Â	Â X	Â	Â
KPCB Digital Growth Founders Fund, LLC 2750 SAND HILL ROAD MENLO PARK, CA 94025	Â	Â X	Â	Â
KPCB Digital Growth Fund, LLC 2750 SAND HILL ROAD MENLO PARK, CA 94025	Â	Â X	Â	Â

Signatures

KPCB DGF Associates, LLC, By: /s/ Paul Vronsky, General Counsel	11/18/2015
Signature of Reporting Person	Date
KPCB Digital Growth Fund, LLC By: KPCB DGF Associates, LLC, Its Managing Member, By: /s/ Paul Vronsky, General Counsel	11/18/2015
Signature of Reporting Person	Date
KPCB DGF Founders Fund, LLC, By: KPCB DGF Associates, LLC, Its Managing Member, By: /s/ Paul Vronsky, General Counsel	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).

- The Series C Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the
- (1) consummation of the Issuer's initial public offering, all shares of Series C Preferred Stock will be converted into shares of Common Stock of the Issuer.
 - (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.

All shares are held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities who each exercise their own voting and dispositive power over such shares. The managing member of KPCB Digital Growth Fund, LLC and KPCB DGF Founders Fund, LLC is KPCB DGF Associates, LLC. John Doerr, Ted Schlein, Brook Byers, Bing Gordon and Mary Meeker (collectively, the "Managing Members") are the managing members of KPCB DGF Associates, LLC, and, as such, may be deemed to have shared voting and dispositive power with respect to the issuer's securities held of record by KPCB Digital Growth Fund, LLC and KPCB DGF Founders Fund, LLC. [continued in next footnote]
 - (3) [continued from previous footnote] Each of entities and the Managing Members disclaims beneficial ownership of the securities reported herein, except to the extent of their respective pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the shares for purposes of Section 16 or for any other purpose.
 - (4)

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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