

Square, Inc.

Form 4

November 24, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Khosla Ventures III, L.P.

2. Issuer Name **and** Ticker or Trading
Symbol
Square, Inc. [SQ]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

2128 SAND HILL ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
11/24/2015

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

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

MENLO PARK, CA 94025

____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/24/2015		C		41,614,640	A	<u>(1)</u>	41,614,640	I	See footnote <u>(4)</u>
Common Stock	11/24/2015		C		6,321,120	A	<u>(2)</u>	6,321,120	I	See footnote <u>(4)</u>
Common Stock	11/24/2015		C		2,587,020	A	<u>(3)</u>	2,587,020	I	See footnote <u>(4)</u>
Common Stock ⁽⁵⁾	11/24/2015		J		50,522,780	D	<u>(5)</u>	0	I	See footnote <u>(4)</u>

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)
						Date Exercisable	Expiration Date	Title
Series A Preferred Stock <u>(1)</u>	<u>(1)</u>	11/24/2015		C	41,614,640	<u>(1)</u>	<u>(1)</u>	Common Stock
Series B-2 Preferred Stock <u>(2)</u>	<u>(2)</u>	11/24/2015		C	6,321,120	<u>(2)</u>	<u>(2)</u>	Common Stock
Series C Preferred Stock <u>(3)</u>	<u>(3)</u>	11/24/2015		C	2,587,020	<u>(3)</u>	<u>(3)</u>	Common Stock
Class B Common Stock <u>(5)</u> (6)	<u>(6)</u>	11/24/2015		J	50,522,780	<u>(6)</u>	<u>(6)</u>	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Khosla Ventures III, L.P. 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		
Khosla Ventures Associates III, LLC 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		
VK Services, LLC 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		
		X		

KHOSLA VINOD
2128 SAND HILL ROAD
MENLO PARK, CA 94025

Signatures

/s/ Tamara L. Tompkins, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Associates III, LLC, in its capacity as general partner of Khosla Ventures III, L.P.	11/24/2015
__Signature of Reporting Person	Date
/s/ Tamara L. Tompkins, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Associates III, LLC	11/24/2015
__Signature of Reporting Person	Date
/s/ Tamara L. Tompkins, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC	11/24/2015
__Signature of Reporting Person	Date
/s/ Tamara L. Tompkins, as attorney in fact for Vinod Khosla	11/24/2015
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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 A Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
 - (2) The Series B-2 Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
 - (3) The Series C Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- Consists of securities held of record by Khosla Ventures III, L.P. ("KV III"), of which Khosla Ventures Associates III, LLC ("KVA III") is the general partner. Vinod Khosla is the managing member of VK Services, LLC ("VK Services"), which is the manager of KVA III.
- (4) Each of KVA III, VK Services and Vinod Khosla may be deemed to possess voting and investment control over such shares, and each of KVA III, VK Services and Vinod Khosla may be deemed to have indirect beneficial ownership of such shares. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
- Immediately prior to the closing of the Issuer's initial public offering and following the conversion of each series of the Issuer's
- (5) convertible preferred stock into Common Stock, each share of Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
 - (6) Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and has no expiration date.

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.