

Square, Inc.  
Form 4  
November 24, 2015

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Rizvi Traverse Management, LLC

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)  
260 EAST BROWN STREET, SUITE 380

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

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
 10% Owner  
\_\_\_\_ Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

BIRMINGHAM, MI 48009

(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                              |   | 565,210   | A  | (\$)  | 565,210    | I | See footnote (2) |
| Common Stock                    | 11/24/2015                           |  | C                              |   | 29,470  | A  | (\$)  | 29,470     | I | See footnote (3) |
| Common Stock                    | 11/24/2015                           |  | C                              |   | 11,349,190  | A  | (\$)  | 11,349,190 | I | See footnote (4) |
| Common Stock                    | 11/24/2015                           |  | C                              |   | 1,221,170   | A  | (\$)  | 1,221,170  | I | See footnote     |

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|              |            |                  |            |   |            |   |   |   |
|--------------|------------|------------------|------------|---|------------|---|---|---|
| Common Stock | 11/24/2015 | J <sup>(6)</sup> | 565,210    | D | <u>(6)</u> | 0 | I | <sup>(5)</sup><br>See footnote <u>(2)</u> |
| Common Stock | 11/24/2015 | J <sup>(6)</sup> | 29,470     | D | <u>(6)</u> | 0 | I | See footnote <u>(3)</u>                   |
| Common Stock | 11/24/2015 | J <sup>(6)</sup> | 11,349,190 | D | <u>(6)</u> | 0 | I | See footnote <u>(4)</u>                   |
| Common Stock | 11/24/2015 | J <sup>(6)</sup> | 1,221,170  | D | <u>(6)</u> | 0 | I | See footnote <u>(5)</u>                   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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) |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                                   | Title                |
| Series D Preferred Stock                   | <u>(1)</u>   | 11/24/2015                           |  | C                              | V (A) 565,210 (D)   | <u>(1)</u>   | <u>(1)</u>  | Common Stock         |
| Series D Preferred Stock                   | <u>(1)</u>   | 11/24/2015                           |  | C                              | V (A) 29,470 (D)  | <u>(1)</u>   | <u>(1)</u>  | Common Stock         |
| Series D Preferred Stock                   | <u>(1)</u>   | 11/24/2015                           |  | C                              | V (A) 11,349,190 (D)  | <u>(1)</u>   | <u>(1)</u>  | Common Stock         |
| Series D Preferred Stock                   | <u>(1)</u>   | 11/24/2015                           |  | C                              | V (A) 1,221,170 (D)   | <u>(1)</u>   | <u>(1)</u>  | Common Stock         |
| Class B Common Stock <u>(6)</u>            | <u>(7)</u>   | 11/24/2015                           |  | J <sup>(6)</sup>               | V (A) 565,210 (D)   | <u>(7)</u>   | <u>(7)</u>  | Class A Common Stock |

|                                       |            |            |             |            |            |            |  |                            |
|---------------------------------------|------------|------------|-------------|------------|------------|------------|--|----------------------------|
| <u>(7)</u>                            |            |            |             |            |            |            |  |                            |
| Class B<br>Common<br>Stock <u>(6)</u> | <u>(7)</u> | 11/24/2015 | <u>J(6)</u> | 29,470     | <u>(7)</u> | <u>(7)</u> |  | Class A<br>Common<br>Stock |
| <u>(7)</u>                            |            |            |             |            |            |            |  |                            |
| Class B<br>Common<br>Stock <u>(6)</u> | <u>(7)</u> | 11/24/2015 | <u>J(6)</u> | 11,349,190 | <u>(7)</u> | <u>(7)</u> |  | Class A<br>Common<br>Stock |
| <u>(7)</u>                            |            |            |             |            |            |            |  |                            |
| Class B<br>Common<br>Stock <u>(6)</u> | <u>(7)</u> | 11/24/2015 | <u>J(6)</u> | 1,221,170  | <u>(7)</u> | <u>(7)</u> |  | Class A<br>Common<br>Stock |
| <u>(7)</u>                            |            |            |             |            |            |            |  |                            |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Rizvi Traverse Management, LLC<br>260 EAST BROWN STREET<br>SUITE 380<br>BIRMINGHAM, MI 48009           |               | X         |         |       |
| Giampetroni John<br>260 EAST BROWN STREET<br>SUITE 380<br>BIRMINGHAM, MI 48009                         |               | X         |         |       |
| RIZVI SUHAIL<br>260 EAST BROWN STREET<br>SUITE 380<br>BIRMINGHAM, MI 48009                             |               | X         |         |       |
| Rizvi Traverse Management II, LLC<br>260 EAST BROWN STREET<br>SUITE 380<br>BIRMINGHAM, MI 48009        |               | X         |         |       |
| Rizvi Opportunistic Equity Fund II, L.P.<br>260 EAST BROWN STREET<br>SUITE 380<br>BIRMINGHAM, MI 48009 |               | X         |         |       |
| Rizvi Traverse Partners II, LLC<br>260 EAST BROWN STREET<br>SUITE 380<br>BIRMINGHAM, MI 48009          |               | X         |         |       |
| RT-SQ Management, LLC<br>260 EAST BROWN STREET   |               | X         |         |       |

SUITE 380  
BIRMINGHAM, MI 48009

RT Spartan IV, LLC  
260 EAST BROWN STREET  
SUITE 380 X  
BIRMINGHAM, MI 48009

RT SQ Co-Invest, LLC  
260 EAST BROWN STREET  
SUITE 380 X  
BIRMINGHAM, MI 48009

## Signatures

|   |            |
|---|------------|
| Suhail Rizvi, Managing Director, Rizvi Traverse Management, LLC   | 11/24/2015 |
| __Signature of Reporting Person   | Date       |
| John Giampetroni  | 11/24/2015 |
| __Signature of Reporting Person   | Date       |
| Suhail Rizvi  | 11/24/2015 |
| __Signature of Reporting Person   | Date       |
| Suhail Rizvi, Managing Director, Rizvi Traverse Management II, LLC  | 11/24/2015 |
| __Signature of Reporting Person   | Date       |
| Suhail Rizvi, Managing Director of Rizvi Traverse Management II, LLC, the Manager of Rizvi Opportunistic Equity Fund II, L.P. | 11/24/2015 |
| __Signature of Reporting Person   | Date       |
| Suhail Rizvi, Managing Director of Rizvi Traverse Management II, LLC, the Manager of Rizvi Traverse Partners II, LLC          | 11/24/2015 |
| __Signature of Reporting Person   | Date       |
| Suhail Rizvi, Managing Director, RT-SQ Management, LLC  | 11/24/2015 |
| __Signature of Reporting Person   | Date       |
| Suhail Rizvi, Managing Director of RT-SQ Management, LLC, the Manager of RT Spartan IV, LLC                                   | 11/24/2015 |
| __Signature of Reporting Person   | Date       |
| Suhail Rizvi, Managing Director of RT-SQ Management, LLC, the Manager of RT SQ Co-Invest, LLC                                 | 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 D 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) Shares held directly by Rizvi Opportunistic Equity Fund II, L.P. Rizvi Traverse Management II, LLC (the manager of Rizvi Opportunistic Equity Fund II, L.P.), and John Giampetroni and Suhail Rizvi (the managers of Rizvi Traverse Management II, LLC) have sole voting and investment power over the securities held by Rizvi Opportunistic Equity Fund II, L.P. Such persons and entities disclaim beneficial ownership of shares held by Rizvi Opportunistic Equity Fund II, L.P. except to the extent of any pecuniary interest

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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.

- (3) Shares held directly by Rizvi Traverse Partners II, LLC. Rizvi Traverse Management II, LLC (the manager of Rizvi Traverse Partners II, LLC), and John Giampetroni and Suhail Rizvi (the managers of Rizvi Traverse Management II, LLC) have sole voting and investment power over the securities held by Rizvi Traverse Partners II, LLC. Such persons and entities disclaim beneficial ownership of shares held by Rizvi Traverse Partners II, 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.
- (4) Shares held directly by RT Spartan IV, LLC. RT-SQ Management, LLC (the manager of RT Spartan IV, LLC), and John Giampetroni and Suhail Rizvi (the managers of RT-SQ Management, LLC) have sole voting and shared investment power over the securities held by RT Spartan IV, LLC. Such persons and entities disclaim beneficial ownership of shares held by RT Spartan IV, 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.
- (5) Shares held directly by RT SQ Co-Invest, LLC. RT-SQ Management, LLC (the manager of RT SQ Co-Invest, LLC), and John Giampetroni and Suhail Rizvi (the managers of RT-SQ Management, LLC) have sole voting and investment power over the securities held by RT SQ Co-Invest, LLC. Such persons and entities disclaim beneficial ownership of shares held by RT SQ Co-Invest, 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.
- (6) Immediately prior to the closing of the Issuer's initial public offering and following the conversion of each series of the Issuer's 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.
- (7) 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.

### Remarks:

This report is filed as one of three to report related transactions for the following filers: Rizvi Traverse Management, LLC; John

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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