

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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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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/24/2015		C		87,420	A	Ⓣ	87,420	I	See footnote (2)
Common Stock	11/24/2015		C		17,560	A	Ⓣ	17,560	I	See footnote (3)
Common Stock	11/24/2015		C		249,500	A	Ⓣ	249,500	I	See footnote (4)
Common Stock	11/24/2015		C		59,250	A	Ⓣ	59,250	I	See footnote

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Common Stock	11/24/2015		C	40,210	A	<u>(1)</u>	40,210	I	(5) See footnote (6)
Common Stock	11/24/2015		<u>J(7)</u>	87,420	D	<u>(7)</u>	0	I	See footnote (2)
Common Stock	11/24/2015		<u>J(7)</u>	17,560	D	<u>(7)</u>	0	I	See footnote (3)
Common Stock	11/24/2015		<u>J(7)</u>	249,500	D	<u>(7)</u>	0	I	See footnote (4)
Common Stock	11/24/2015		<u>J(7)</u>	59,250	D	<u>(7)</u>	0	I	See footnote (5)
Common Stock	11/24/2015		<u>J(7)</u>	40,210	D	<u>(7)</u>	0	I	See footnote (6)

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 Amount of Underlying Securities (Instr. 3 and 4)	
					V	(A)	(D)	Date Exercisable		Expiration Date
Series D Preferred Stock	<u>(1)</u>	11/24/2015		C		87,420	<u>(1)</u>	<u>(1)</u>	Common Stock	87,420
Series D Preferred Stock	<u>(1)</u>	11/24/2015		C		17,560	<u>(1)</u>	<u>(1)</u>	Common Stock	17,560
Series D Preferred Stock	<u>(1)</u>	11/24/2015		C		249,500	<u>(1)</u>	<u>(1)</u>	Common Stock	249,500

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Series D Preferred Stock	<u>(1)</u>	11/24/2015	C	59,250	<u>(1)</u>	<u>(1)</u>	Common Stock	59,250
Series D Preferred Stock	<u>(1)</u>	11/24/2015	C	40,210	<u>(1)</u>	<u>(1)</u>	Common Stock	40,210
Class B Common Stock <u>(7)</u> <u>(8)</u>	<u>(8)</u>	11/24/2015	J <u>(7)</u>	87,420	<u>(8)</u>	<u>(8)</u>	Class A Common Stock	87,420
Class B Common Stock <u>(7)</u> <u>(8)</u>	<u>(8)</u>	11/24/2015	J <u>(7)</u>	17,560	<u>(8)</u>	<u>(8)</u>	Class A Common Stock	17,560
Class B Common Stock <u>(7)</u> <u>(8)</u>	<u>(8)</u>	11/24/2015	J <u>(7)</u>	249,500	<u>(8)</u>	<u>(8)</u>	Class A Common Stock	249,500
Class B Common Stock <u>(7)</u> <u>(8)</u>	<u>(8)</u>	11/24/2015	J <u>(7)</u>	59,250	<u>(8)</u>	<u>(8)</u>	Class A Common Stock	59,250
Class B Common Stock <u>(7)</u> <u>(8)</u>	<u>(8)</u>	11/24/2015	J <u>(7)</u>	40,210	<u>(8)</u>	<u>(8)</u>	Class A Common Stock	40,210

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rizvi Traverse Management, LLC 260 EAST BROWN STREET SUITE 380 BIRMINGHAM, MI 48009			X	
Giampetroni John 260 EAST BROWN STREET SUITE 380 BIRMINGHAM, MI 48009			X	
RIZVI SUHAIL 260 EAST BROWN STREET SUITE 380 BIRMINGHAM, MI 48009			X	
			X	

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.
- 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.
- (2) 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) 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.
- (3) 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.
- (4) 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.
- (5) 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.
- (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.
- (8)

Remarks:

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

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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