

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 *

Â SC US (TTGP), LTD.

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

C/O SEQUOIA CAPITAL, 2800
SAND HILL ROAD,Â SUITE
101

(Street)

MENLO PARK,Â CAÂ 94025

(City)

(State)

(Zip)

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

Table I - Non-Derivative Securities Beneficially Owned

1. 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

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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				Shares			or Indirect (I) (Instr. 5)	
Series B-2 Preferred Stock	Â (1)	Â (1)	Common Stock (2)	13,899,110	\$ (1)		I	By Sequoia Capital U.S. Venture 2010 Fund, LP (3)
Series B-2 Preferred Stock	Â (1)	Â (1)	Common Stock (2)	1,520,930	\$ (1)		I	By Sequoia Capital U.S. Venture 2010 Partners Fund (Q), LP (3)
Series B-2 Preferred Stock	Â (1)	Â (1)	Common Stock (2)	308,270	\$ (1)		I	By Sequoia Capital U.S. Venture 2010 Partners Fund, LP (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SC US (TTGP), LTD. C/O SEQUOIA CAPITAL, 2800 SAND HILL ROAD SUITE 101 MENLO PARK, CA 94025	Â	Â X	Â	Â
SEQUOIA CAPITAL U.S. VENTURE 2010 FUND, L.P. C/O SEQUOIA CAPITAL, 2800 SAND HILL ROAD SUITE 101 MENLO PARK, CA 94025	Â	Â X	Â	Â
Sequoia Capital U.S. Venture 2010 Partners Fund, L.P. C/O SEQUOIA CAPITAL, 2800 SAND HILL ROAD SUITE 101 MENLO PARK, CA 94025	Â	Â X	Â	Â
Sequoia Capital U.S. Venture 2010 Partners Fund (Q), L.P. C/O SEQUOIA CAPITAL, 2800 SAND HILL ROAD SUITE 101 MENLO PARK, CA 94025	Â	Â X	Â	Â
SC U.S. VENTURE 2010 MANAGEMENT, L.P. C/O SEQUOIA CAPITAL, 2800 SAND HILL ROAD SUITE 101 MENLO PARK, CA 94025	Â	Â X	Â	Â

/s/ Jason Gao, by power of attorney for Roelof F. Botha, a Director of SC US (TTGP), Ltd., the General Partner of SC U.S. Venture 2010 Management, L.P. 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 B-2 Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series B-2 Preferred Stock will be converted into shares of Common Stock of the Issuer.
- (1) 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.
- (3) SC US (TTGP), Ltd. ("SC US TTGP") is the sole general partner of SC U.S. Venture 2010 Management, L.P. ("SC USV 2010 MGMT"), which is the sole general partner of each of Sequoia Capital U.S. Venture 2010 Fund, LP, Sequoia Capital U.S. Venture 2010 Partners Fund, LP and Sequoia Capital U.S. Venture 2010 Partners Fund (Q), LP. As a result, SC US TTGP and SC USV 2010 MGMT may be deemed to share voting and dispositive power with respect to the shares held by Sequoia Capital U.S. Venture 2010 Fund, LP, Sequoia Capital U.S. Venture 2010 Partners Fund, LP and Sequoia Capital U.S. Venture 2010 Partners Fund (Q), LP. Each of the Reporting Persons disclaims beneficial ownership of these securities except to the extent of its 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.

 \hat{A} **Remarks:**

Exhibit 24 - Power of Attorney

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.