

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 *
SC US (TTGP), LTD.

(Last) (First) (Middle)

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

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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 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 | | 13,899,110 | A | ① 13,899,110 |
| Common Stock ⁽³⁾ | 11/24/2015 | | J | | 13,899,110 | D | ② 0 |

By Sequoia Capital U.S. Venture 2010 Fund, LP ⁽²⁾
By Sequoia Capital U.S.

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| | | | | | | | | |
|-------------------------|------------|---|-----------|---|------------|-----------|---|---|
| Common Stock | 11/24/2015 | C | 1,520,930 | A | <u>(1)</u> | 1,520,930 | I | Venture 2010 Fund, LP <u>(2)</u> By Sequoia Capital U.S. Venture 2010 Partners Fund (Q), LP <u>(2)</u> |
| Common Stock <u>(3)</u> | 11/24/2015 | J | 1,520,930 | D | <u>(3)</u> | 0 | I | By Sequoia Capital U.S. Venture 2010 Partners Fund (Q), LP <u>(2)</u> |
| Common Stock | 11/24/2015 | C | 308,270 | A | <u>(1)</u> | 308,270 | I | By Sequoia Capital U.S. Venture 2010 Partners Fund, LP <u>(2)</u> |
| Common Stock <u>(3)</u> | 11/24/2015 | J | 308,270 | D | <u>(3)</u> | 0 | I | By Sequoia Capital U.S. Venture 2010 Partners Fund, LP <u>(2)</u> |

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

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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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Underlying Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|--|------------|--|-----------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Series B-2 Preferred Stock ⁽¹⁾ | <u>(1)</u> | 11/24/2015 | | C | | 13,899,110 | <u>(1)</u> | <u>(1)</u> | Common Stock |
| Class B Common Stock ⁽³⁾ <u>(4)</u> | <u>(4)</u> | 11/24/2015 | | J | | 13,899,110 | <u>(4)</u> | <u>(4)</u> | Class A Common Stock |
| Series B-2 Preferred Stock ⁽¹⁾ | <u>(1)</u> | 11/24/2015 | | C | | 1,520,930 | <u>(1)</u> | <u>(1)</u> | Common Stock |
| Class B Common Stock ⁽³⁾ <u>(4)</u> | <u>(4)</u> | 11/24/2015 | | J | | 1,520,930 | <u>(4)</u> | <u>(4)</u> | Class A Common Stock |
| Series B-2 Preferred Stock ⁽¹⁾ | <u>(1)</u> | 11/24/2015 | | C | | 308,270 | <u>(1)</u> | <u>(1)</u> | Common Stock |

Preferred
Stock (1)

| | | | | | | | |
|---|------------|------------|---|---------|------------|------------|----------------------------|
| Class B Common Stock <u>(3)</u> <u>(4)</u> | <u>(4)</u> | 11/24/2015 | J | 308,270 | <u>(4)</u> | <u>(4)</u> | Class A Common Stock |
|---|------------|------------|---|---------|------------|------------|----------------------------|

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 | | | X | |
| SEQUOIA CAPITAL U.S. VENTURE 2010 FUND, L.P. C/O SEQUOIA CAPITAL, 2800 SAND HILL ROAD SUITE 101 MENLO PARK, CA 94025 | | | X | |
| Sequoia Capital U.S. Venture 2010 Partners Fund, L.P. C/O SEQUOIA CAPITAL, 2800 SAND HILL ROAD SUITE 101 MENLO PARK, CA 94025 | | | X | |
| 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 | | | X | |
| SC U.S. VENTURE 2010 MANAGEMENT, L.P. C/O SEQUOIA CAPITAL, 2800 SAND HILL ROAD SUITE 101 MENLO PARK, CA 94025 | | | X | |

Signatures

/s/ Jason Gao, by power of attorney for Roelof F. Botha, a Director of SC US (TTGP), Ltd.

11/24/2015

__Signature of Reporting Person

Date

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| | |
|--|------------|
| /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., the General Partner of Sequoia Capital U.S. Venture 2010 Fund LP | 11/24/2015 |
| __Signature of Reporting Person | Date |
| /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., the General Partner of Sequoia Capital U.S. Venture 2010 Partners Fund LP | 11/24/2015 |
| __Signature of Reporting Person | Date |
| /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., the General Partner of Sequoia Capital U.S. Venture 2010 Partners Fund (Q) LP | 11/24/2015 |
| __Signature of Reporting Person | Date |
| /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. | 11/24/2015 |
| __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 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.
- 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.
- (2) 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.
- (3) 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.
- (4)

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.