

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol		
Rizvi Traverse Management, LLC			11/18/2015		Square, Inc. [SQ]		
(Last) (First) (Middle)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
260 EAST BROWN STREET, SUITE 380			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)				
(Street)			5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
BIRMINGHAM, MI 48009					<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)							

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series D Preferred Stock	(1)	(1)	Common Stock (2)	565210	(1)	I	See footnote (3)
Series D Preferred Stock	(1)	(1)	Common Stock (2)	29470	(1)	I	See footnote (4)
Series D Preferred Stock	(1)	(1)	Common Stock (2)	11349190	(1)	I	See footnote (5)
Series D Preferred Stock	(1)	(1)	Common Stock (2)	1221170	(1)	I	See footnote (6)

Explanation of Responses:

- (The Series D Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's 1) initial public offering, all shares of Series D Preferred Stock will be converted into shares of Common Stock.
- (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 2) offering of Class A Common Stock.
- (Shares held directly by Rizvi Opportunistic Equity Fund II, L.P. Rizvi Traverse Management II, LLC (the manager of Rizvi Opportunistic Equity Fund II, 3) 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 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.
- (Shares held directly by Rizvi Traverse Partners II, LLC. Rizvi Traverse Management II, LLC (the manager of Rizvi Traverse Partners II, LLC), and John 4) 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.

- (5) 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.
- (6) 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.

Remarks:

*** This report is filed as one of three to report related transactions for the following filers: Rizvi Traverse Management, LLC; John Giampetroni; Suhail Rizvi; Rizvi Opportunistic Equity Fund, L.P.; Rizvi Opportunistic Equity Fund (TI), L.P.; Rizvi Opportunistic Equity Fund I-B, L.P.; Rizvi Opportunistic Equity Fund I-B (TI), L.P.; Rizvi Traverse Partners, LLC; Rizvi Traverse Management II, LLC; Rizvi Opportunistic Equity Fund II, L.P.; Rizvi Traverse Partners II, LLC; RT-SQ Management, LLC; RT Spartan IV, LLC; RT SQ Co-Invest, LLC; Rizvi Traverse CI GP, LLC; RT SQ Secondary, LLC; RT SQ Co-Invest II, LLC; and RT-SQ TS, LLC.

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		
Rizvi Traverse Management II, LLC 260 EAST BROWN STREET SUITE 380 BIRMINGHAM, MI 48009		X		
Rizvi Opportunistic Equity Fund II, L.P. 260 EAST BROWN STREET SUITE 380 BIRMINGHAM, MI 48009		X		
Rizvi Traverse Partners II, LLC 260 EAST BROWN STREET SUITE 380 BIRMINGHAM, MI 48009		X		
RT-SQ Management, LLC 260 EAST BROWN STREET SUITE 380 BIRMINGHAM, MI 48009		X		
RT Spartan IV, LLC 260 EAST BROWN STREET SUITE 380 BIRMINGHAM, MI 48009		X		
RT SQ Co-Invest, LLC 260 EAST BROWN STREET SUITE 380 BIRMINGHAM, MI 48009		X		

Signatures

Suhail Rizvi, Managing Director, Rizvi Traverse Management, LLC

11/18/2015

—Signature of Reporting Person

Date

John Giampetroni

11/18/2015

— Signature of Reporting Person	Date
Suhail Rizvi	11/18/2015
— Signature of Reporting Person	Date
Suhail Rizvi, Managing Director, Rizvi Traverse Management II, LLC	11/18/2015
— 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.	11/18/2015
— Signature of Reporting Person	Date
Suhail Rizvi, Managing Director of Rizvi Traverse Management II, LLC, the Manager of Rizvi Traverse Partners II, LLC	11/18/2015
— Signature of Reporting Person	Date
Suhail Rizvi, Managing Director, RT-SQ Management, LLC	11/18/2015
— Signature of Reporting Person	Date
Suhail Rizvi, Managing Director of RT-SQ Management, LLC, the Manager of RT Spartan IV, LLC	11/18/2015
— Signature of Reporting Person	Date
Suhail Rizvi, Managing Director of RT-SQ Management, LLC, the Manager of RT SQ Co-Invest, LLC	11/18/2015
— Signature of Reporting Person	Date

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

* 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).

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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