

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		
BOTHA ROELOF			11/18/2015		Square, Inc. [SQ]		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
C/O SEQUOIA CAPITAL, 2800 SAND HILL ROAD, SUITE 101			<input checked="" 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)		
MENLO PARK, CA 94025					<input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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)
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 B-2 Preferred Stock	(1)	(1)	Common Stock (2)	13899110	(1)	I	By Sequoia Capital U.S. Venture 2010 Fund, LP (3)
Series B-2 Preferred Stock	(1)	(1)	Common Stock (2)	1520930	(1)	I	By Sequoia Capital U.S. Venture 2010 Partners Fund (Q), LP (3)
Series B-2 Preferred Stock	(1)	(1)	Common Stock (2)	308270	(1)	I	By Sequoia Capital U.S. Venture 2010 Partners Fund, LP (3)

Explanation of Responses:

- (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
- 1) Issuer's initial public offering, all shares of Series B-2 Preferred Stock will be converted into shares of Common Stock of the Issuer.
- (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.
- (Roelof F. Botha is a director of SC US (TTGP), Ltd. ("SC US TTGP"). SC US TTGP is the sole general partner of SC U.S. Venture 2010 Management, L.P.,
- 3) 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. By virtue of these relationships, Mr. Botha 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. Mr. Botha disclaims beneficial ownership of these securities except to the extent of his 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:

Exhibit 24 - Power of Attorney

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOTHA ROELOF C/O SEQUOIA CAPITAL, 2800 SAND HILL ROAD SUITE 101 MENLO PARK, CA 94025	X	X		

Signatures

/s/ Jason Gao, Attorney-in-Fact

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.

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.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Square, Inc. (the "Company"), hereby constitutes and appoints Sydney Schaub, Jason Gao and Laura Reis, and each of them, as the undersigned's true and lawful attorney-in-fact to:

1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain EDGAR codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
2. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
3. do all acts necessary in order to file such forms with the SEC, any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 10th day of November, 2015.

Signature: /s/ Roelof Botha
Print Name: Roelof Botha

(Signature Page to Power of Attorney)