1. Name and Address of Reporting Person

BOTHA ROELOF

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

MENLO PARK, CA 94025

11/18/2015

Square, Inc. [SQ]

0.5

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)

Series B-2 Preferred Stock

Common Stock

13899110

I

By Sequoia Capital U.S. Venture 2010 Fund, LP

Series B-2 Preferred Stock

Common Stock

1520930

I

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

Series B-2 Preferred Stock

Common Stock

308270

I

By Sequoia Capital U.S. Venture 2010 Partners Fund, LP

Explanation of Responses:

(1) 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

(2) Issuer's initial public offering, all shares of Series B-2 Preferred Stock will be converted into shares of Common Stock of the Issuer.

(3) 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

(4) 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.,

(5) 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

(6) 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

(7) 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.

(8) 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

<table>
<thead>
<tr>
<th>Reporting Owners</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>BOTHA ROELOF C/O SEQUOIA CAPITAL, 2800 SAND HILL ROAD SUITE 101 MENLO PARK, CA 94025</td>
<td>X</td>
</tr>
</tbody>
</table>

Signatures
/s/ Jason Gao, Attorney-in-Fact 11/18/2015

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).


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)