

## 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 * <b>AI Palma Holdings LLC</b>  <small>(Last) (First) (Middle)</small> <b>730 FIFTH AVE, 20TH FL</b>  <small>(Street)</small> <b>NEW YORK, NY 10019</b>  <small>(City) (State) (Zip)</small>	2. Date of Event Requiring Statement (MM/DD/YYYY) <b>11/24/2015</b>	3. Issuer Name and Ticker or Trading Symbol <b>Square, Inc. [SQ]</b>
4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)
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			
<b>Class B Common Stock</b>	<u>(1)</u>	<u>(1)</u>	<b>Common Stock</b>	<b>3999998</b>	<u>(1)</u>	<b>D</b> <u>(2)</u> <u>(3)</u>	

**Explanation of Responses:**

- (1) The Class B Common Stock is convertible into Class A Common Stock on a 1:1 basis and has no expiration date.
- (2) The securities reported are held directly by AI Palma Holdings LLC ("Palma") and may be deemed to be indirectly beneficially owned by Access Industries Management, LLC and Len Blavatnik because Access Industries Management, LLC is the manager of Palma, and Mr. Blavatnik controls Access Industries Management, LLC and Palma.
- (3) Each of the reporting persons (other than Palma) disclaims beneficial ownership of the securities held directly by Palma except to the extent of any pecuniary interest therein, and this Form shall not be construed as an admission that any such reporting person is the beneficial owner of any such securities.

**Remarks:**

The reporting persons may be deemed to beneficially own more than 10% of the Issuer's Class A Common Stock, which is the class of equity securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), by virtue of the treatment of the securities held by the reporting persons only as being converted into Class A Common Stock for the purpose of computing the reporting persons' percentage ownership of Class A Common Stock. The filing of this Form 3 shall not be deemed an admission that the reporting persons are required to file reports pursuant to Section 16 of the Exchange Act.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>AI Palma Holdings LLC</b> <b>730 FIFTH AVE, 20TH FL</b>		<b>X</b>		

NEW YORK, NY 10019				
ACCESS INDUSTRIES MANAGEMENT, LLC 730 FIFTH AVE, 20TH FL NEW YORK, NY 10019		X		
Blavatnik Len 730 FIFTH AVE, 20TH FL NEW YORK, NY 10019		X		

**Signatures**

/s/ Alejandro Moreno for AI Palma Holdings LLC 11/25/2015  
 \*\*Signature of Reporting Person Date

/s/ Alejandro Moreno for Access Industries Management, LLC 11/25/2015  
 \*\*Signature of Reporting Person Date

/s/ Alejandro Moreno, as Attorney-in-Fact for Mr. Blavatnik 11/25/2015  
 \*\*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

Know all by these presents, that the undersigned hereby constitutes and appoints Lincoln Benet, Alejandro Moreno and Richard Storey, and each of them individually, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a beneficial owner of Square, Inc. (the "Company"), (i) Forms 3, 4 and 5 and any other forms required to be filed in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder (a "Section 16 Form"), (ii) all forms and schedules in accordance with Section 13(d) of the Exchange Act and the rules thereunder, including all amendments thereto (a "Section 13 Schedule"), (iii) a Form ID Application, Passphrase Update Application and/or request to convert from paper only to electronic filer with the US Securities and Exchange Commission and to obtain access codes to file on EDGAR and any other forms required to be filed or submitted in accordance with Regulation S-T promulgated by the United States Securities and Exchange Commission (or any successor provision) in order to file a Section 13 Schedule or a Section 16 Form electronically (a "Form ID", and, together with a Section 13 Schedule and Section 16 Form, the "Forms and Schedules") and (iv) any Joint Filing Agreement or similar agreement with respect to the filing of any of the Forms or Schedules in (i) through (iii) above;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms and Schedules, complete and execute any amendment or amendments thereto, and timely file such Forms and Schedules with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of each such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by each such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as he may approve in his discretion. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that each such attorney-in-fact is serving in such capacity at the request of the undersigned, and is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 13 or Section 16 of the Exchange Act.

The Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file any Forms and Schedules 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 each such attorney-in-fact.

From and after the date hereof, any Power of Attorney previously granted by the undersigned concerning the subject matter hereof is hereby revoked.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on this 24th day of November, 2015.

LEONARD BLAVATNIK

/s/ Leonard Blavatnik