

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[] 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 or Section 30(h) of the Investment Company Act of 1940

| | | | | | | | | |
|---|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| Rizvi Traverse Management, LLC | | | Square, Inc. [SQ] | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |
| 260 EAST BROWN STREET, SUITE 380 | | | 5/6/2016 | | | | | |
| (Street) | | | 4. 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 Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | | | |
| Class A Common Stock | 5/6/2016 | | C | | 87420 | A | \$0 | 87420 | I | See footnote (1) |
| Class A Common Stock | 5/6/2016 | | C | | 17560 | A | \$0 | 17560 | I | See footnote (2) |
| Class A Common Stock | 5/6/2016 | | C | | 249500 | A | \$0 | 249500 | I | See footnote (3) |
| Class A Common Stock | 5/6/2016 | | C | | 59250 | A | \$0 | 59250 | I | See footnote (4) |
| Class A Common Stock | 5/6/2016 | | C | | 40210 | A | \$0 | 40210 | I | See footnote (5) |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|---|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Class B Common Stock (6) | (6) | 5/6/2016 | | C | | 87420 (7) | (6) | (6) | Class A Common Stock | 87420 | \$0 | 0 | I | See footnote (1) |
| Class B Common Stock (6) | (6) | 5/6/2016 | | C | | 17560 (7) | (6) | (6) | Class A Common Stock | 17560 | \$0 | 0 | I | See footnote (2) |
| Class B Common Stock (6) | (6) | 5/6/2016 | | C | | 249500 (7) | (6) | (6) | Class A Common Stock | 249500 | \$0 | 0 | I | See footnote (3) |
| Class B Common Stock (6) | (6) | 5/6/2016 | | C | | 59250 (7) | (6) | (6) | Class A Common Stock | 59250 | \$0 | 0 | I | See footnote (4) |
| Class B Common Stock (6) | (6) | 5/6/2016 | | C | | 40210 (7) | (6) | (6) | Class A Common Stock | 40210 | \$0 | 0 | I | See footnote (5) |

Explanation of Responses:

(Shares held directly by Rizvi Opportunistic Equity Fund, L.P. Rizvi Traverse Management, LLC (the general partner of Rizvi Opportunistic Equity Fund, L.P.), and John Giampetroni and Suhail Rizvi (the managers of Rizvi Traverse Management, LLC) have sole voting and investment power over the securities held by Rizvi Opportunistic Equity Fund, L.P. Such persons and entities disclaim beneficial ownership of shares held by Rizvi Opportunistic Equity Fund, 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 Opportunistic Equity Fund (TI), L.P. Rizvi Traverse Management, LLC (the general partner of Rizvi Opportunistic Equity Fund
- 2) (TI), L.P.), and John Giampetroni and Suhail Rizvi (the managers of Rizvi Traverse Management, LLC) have sole voting and investment power over the securities held by Rizvi Opportunistic Equity Fund (TI), L.P. Such persons and entities disclaim beneficial ownership of shares held by Rizvi Opportunistic Equity Fund (TI), 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 Opportunistic Equity Fund I-B, L.P. Rizvi Traverse Management, LLC (the general partner of Rizvi Opportunistic Equity Fund
- 3) I-B, L.P.), and John Giampetroni and Suhail Rizvi (the managers of Rizvi Traverse Management, LLC) have sole voting and investment power over the securities held by Rizvi Opportunistic Equity Fund I-B, L.P. Such persons and entities disclaim beneficial ownership of shares held by Rizvi Opportunistic Equity Fund I-B, 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 Opportunistic Equity Fund I-B (TI), L.P. Rizvi Traverse Management, LLC (the general partner of Rizvi Opportunistic Equity
- 4) Fund I-B (TI), L.P.), and John Giampetroni and Suhail Rizvi (the managers of Rizvi Traverse Management, LLC) have sole voting and investment power over the securities held by Rizvi Opportunistic Equity Fund I-B (TI), L.P. Such persons and entities disclaim beneficial ownership of shares held by Rizvi Opportunistic Equity Fund I-B (TI), 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, LLC. Rizvi Traverse Management, LLC (the manager of Rizvi Traverse Partners, LLC), and John
- 5) Giampetroni and Suhail Rizvi (the managers of Rizvi Traverse Management, LLC) have sole voting and investment power over the securities held by Rizvi Traverse Partners, LLC. Such persons and entities disclaim beneficial ownership of shares held by Rizvi Traverse Partners, 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) 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.
- (
- 7) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock.

Remarks:

This report is filed as one of two 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; and RT SQ Co-Invest, 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 Opportunistic Equity Fund, L.P. 260 EAST BROWN STREET SUITE 380 BIRMINGHAM, MI 48009 | | X | | |
| Rizvi Opportunistic Equity Fund (TI), L.P. 260 EAST BROWN STREET SUITE 380 BIRMINGHAM, MI 48009 | | X | | |
| Rizvi Opportunistic Equity Fund I-B, L.P. 260 EAST BROWN STREET SUITE 380 BIRMINGHAM, MI 48009 | | X | | |
| Rizvi Opportunistic Equity Fund I-B (TI), L.P. 260 EAST BROWN STREET SUITE 380 BIRMINGHAM, MI 48009 | | X | | |
| Rizvi Traverse Partners, LLC | | | | |

260 EAST BROWN STREET
SUITE 380
BIRMINGHAM, MI 48009

X

Signatures

Suhail Rizvi, Managing Director Rizvi Traverse Management, LLC

5/19/2016

—Signature of Reporting Person

Date

John Giampetroni

5/19/2016

—Signature of Reporting Person

Date

Suhail Rizvi

5/19/2016

—Signature of Reporting Person

Date

Suhail Rizvi, Managing Director of Rizvi Traverse Management, LLC, the General Partner of Rizvi Opportunistic Equity Fund, L.P.

5/19/2016

—Signature of Reporting Person

Date

Suhail Rizvi, Managing Director of Rizvi Traverse Management, LLC, the General Partner of Rizvi Opportunistic Equity Fund (TI), L.P.

5/19/2016

—Signature of Reporting Person

Date

Suhail Rizvi, Managing Director of Rizvi Traverse Management, LLC, the General Partner of Rizvi Opportunistic Equity Fund I-B, L.P.

5/19/2016

—Signature of Reporting Person

Date

Suhail Rizvi, Managing Director of Rizvi Traverse Management, LLC, the General Partner of Rizvi Opportunistic Equity Fund I-B (TI), L.P.

5/19/2016

—Signature of Reporting Person

Date

Suhail Rizvi, Managing Director of Rizvi Traverse Management, LLC, the Manager of Rizvi Traverse Partners, LLC

5/19/2016

—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 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).

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.