

RT SQ Co-Invest, LLC
Form 4
May 19, 2016

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rizvi Traverse Management, LLC

(Last) (First) (Middle)

260 EAST BROWN STREET, SUITE 380

(Street)

BIRMINGHAM, MI 48009

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Square, Inc. [SQ]

3. Date of Earliest Transaction (Month/Day/Year)
05/06/2016

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	05/06/2016		C		565,210	A	\$ 0 565,210	I	See footnote (1)
Class A Common Stock	05/06/2016		C		29,470	A	\$ 0 29,470	I	See footnote (2)
Class A Common Stock	05/06/2016		C		11,349,190	A	\$ 0 11,349,190	I	See footnote (3)
Class A Common	05/06/2016		C		1,221,170	A	\$ 0 1,221,170	I	See footnote

Stock								(4)	
Class A Common Stock	05/17/2016		J ⁽⁵⁾	11,349,190	D	\$ 0	0	I	See footnote (3)
Class A Common Stock	05/19/2016		J ⁽⁶⁾	1,221,170	D	\$ 0	0	I	See footnote (4)

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Class B Common Stock ⁽⁷⁾	⁽⁷⁾	05/06/2016		C	565,210 ⁽⁸⁾	⁽⁷⁾ ⁽⁷⁾	Class A Common Stock 565,2
Class B Common Stock ⁽⁷⁾	⁽⁷⁾	05/06/2016		C	29,470 ⁽⁸⁾	⁽⁷⁾ ⁽⁷⁾	Class A Common Stock 29,47
Class B Common Stock ⁽⁷⁾	⁽⁷⁾	05/06/2016		C	11,349,190 ⁽⁸⁾	⁽⁷⁾ ⁽⁷⁾	Class A Common Stock 11,349,
Class B Common Stock ⁽⁷⁾	⁽⁷⁾	05/06/2016		C	1,221,170 ⁽⁸⁾	⁽⁷⁾ ⁽⁷⁾	Class A Common Stock 1,221,1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rizvi Traverse Management, LLC 260 EAST BROWN STREET SUITE 380			X	

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

Signatures

Suhail Rizvi, Managing Director Rizvi Traverse Management, LLC	05/19/2016
**Signature of Reporting Person	Date
John Giampetroni	05/19/2016
**Signature of Reporting Person	Date
Suhail Rizvi	05/19/2016
**Signature of Reporting Person	Date
Suhail Rizvi, Managing Director Rizvi Traverse Management II, LLC	05/19/2016
**Signature of Reporting Person	Date
	05/19/2016

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

__Signature of Reporting Person

Date

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

05/19/2016

__Signature of Reporting Person

Date

Suhail Rizvi, Managing Director RT-SQ Management, LLC

05/19/2016

__Signature of Reporting Person

Date

Suhail Rizvi, Managing Director of RT-SQ Management, LLC, the Manager of RT Spartan IV, LLC

05/19/2016

__Signature of Reporting Person

Date

Suhail Rizvi, Managing Director of RT-SQ Management, LLC, the Manager of RT SQ Co-Invest, LLC

05/19/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Shares held directly by Rizvi Opportunistic Equity Fund II, L.P. Rizvi Traverse Management II, LLC (the manager of Rizvi Opportunistic Equity Fund II, 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.

(2) Shares held directly by Rizvi Traverse Partners II, LLC. Rizvi Traverse Management II, LLC (the manager of Rizvi Traverse Partners II, LLC), 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 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.

(3) 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.

(4) 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.

(5) The transaction reported on this line represents a pro rata liquidating distribution, and not a purchase or sale of securities, by RT Spartan IV, LLC, to its members without consideration.

(6) The transaction reported on this line represents a pro rata liquidating distribution, and not a purchase or sale of securities, by RT SQ Co-Invest, LLC, to its members without consideration.

(7) 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.

(8) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock.

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Remarks:

This report is filed as one of two to report related transactions for the following filers: Rizvi Traverse Management, LLC; John

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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