

Square, Inc.
Form 4
May 19, 2016

FORM 4

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

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(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		87,420	A	\$ 0	87,420	I	See footnote (1)
Class A Common Stock	05/06/2016		C		17,560	A	\$ 0	17,560	I	See footnote (2)
Class A Common Stock	05/06/2016		C		249,500	A	\$ 0	249,500	I	See footnote (3)
Class A Common	05/06/2016		C		59,250	A	\$ 0	59,250	I	See footnote

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Stock								(4)
Class A								See
Common	05/06/2016		C	40,210	A	\$ 0	40,210	footnote
Stock								(5)

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

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.

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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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Class B Common Stock (6)	(6)	05/06/2016		C	87,420 (7)	(6)	(6)	Class A Common Stock 87,420
Class B Common Stock (6)	(6)	05/06/2016		C	17,560 (7)	(6)	(6)	Class A Common Stock 17,560
Class B Common Stock (6)	(6)	05/06/2016		C	249,500 (7)	(6)	(6)	Class A Common Stock 249,500
Class B Common Stock (6)	(6)	05/06/2016		C	59,250 (7)	(6)	(6)	Class A Common Stock 59,250
Class B Common Stock (6)	(6)	05/06/2016		C	40,210 (7)	(6)	(6)	Class A Common Stock 40,210

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
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

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

05/19/2016

__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.

05/19/2016

__Signature of Reporting Person

Date

05/19/2016

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

__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.

05/19/2016

__Signature of Reporting Person

Date

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

(2) Shares held directly by Rizvi Opportunistic Equity Fund (TI), L.P. Rizvi Traverse Management, LLC (the general partner of Rizvi Opportunistic Equity Fund (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.

(3) Shares held directly by Rizvi Opportunistic Equity Fund I-B, L.P. Rizvi Traverse Management, LLC (the general partner of Rizvi Opportunistic Equity Fund 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.

(4) Shares held directly by Rizvi Opportunistic Equity Fund I-B (TI), L.P. Rizvi Traverse Management, LLC (the general partner of Rizvi Opportunistic Equity 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.

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

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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