

RT SQ Special Opportunities, LLC

Form 4

November 24, 2015

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
Number: 3235-0287
Expires: January 31,
2005
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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)
11/24/2015

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			
Common Stock	11/24/2015		C		999,998	A	<u>(1)</u>	999,998	I	See footnote <u>(2)</u>
Common Stock	11/24/2015		<u>J⁽³⁾</u>		999,998	D	<u>(3)</u>	0	I	See footnote <u>(2)</u>
Common Stock	11/24/2015		<u>J⁽³⁾</u>		902,150	D	<u>(3)</u>	0	I	See footnote <u>(4)</u>
Common Stock	11/24/2015		<u>J⁽³⁾</u>		628,960	D	<u>(3)</u>	0	I	See footnote

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Class A Common Stock	11/24/2015	P	750,000	A	\$ 9	750,000	I	(5) See footnote (6)
Class A Common Stock	11/24/2015	J(7)	750,000	D	\$ 0	0	I	See footnote (6)

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

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SEC 1474
(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 Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series E Preferred Stock	<u>(1)</u>	11/24/2015		C			485,014	<u>(1)</u>	<u>(1)</u>	Common Stock	999,9
Class B Common Stock ⁽³⁾ ₍₈₎	<u>(8)</u>	11/24/2015		J ⁽³⁾		999,998		<u>(8)</u>	<u>(8)</u>	Class A Common Stock	999,9
Class B Common Stock ⁽³⁾ ₍₈₎	<u>(8)</u>	11/24/2015		J ⁽³⁾		902,150		<u>(8)</u>	<u>(8)</u>	Class A Common Stock	902,1
Class B Common Stock ⁽³⁾ ₍₈₎	<u>(8)</u>	11/24/2015		J ⁽³⁾		628,960		<u>(8)</u>	<u>(8)</u>	Class A Common Stock	628,9

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

Rizvi Traverse Management, LLC
260 EAST BROWN STREET
SUITE 380
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 Traverse CI GP, LLC
260 EAST BROWN STREET
SUITE 380
BIRMINGHAM, MI 48009

X

RT-SQ Secondary, LLC
260 EAST BROWN STREET
SUITE 380
BIRMINGHAM, MI 48009

X

RT SQ Co-Invest II LLC
260 EAST BROWN STREET
SUITE 380
BIRMINGHAM, MI 48009

X

RT-SQ TS, LLC
260 EAST BROWN STREET
SUITE 380
BIRMINGHAM, MI 48009

X

RT SQ Special Opportunities, LLC
260 EAST BROWN STREET
SUITE 380
BIRMINGHAM, MI 48009

X

Signatures

Suhail Rizvi, Managing Director, Rizvi Traverse Management, LLC

11/24/2015

Signature of Reporting Person

Date

John Giampetroni

11/24/2015

Signature of Reporting Person

Date

Suhail Rizvi

11/24/2015

Signature of Reporting Person

Date

Suhail Rizvi, Managing Director, Rizvi Traverse CI GP, LLC

11/24/2015

Signature of Reporting Person

Date

Suhail Rizvi, Managing Director of Rizvi Traverse CI GP, LLC, the Manager of RT SQ
Secondary, LLC

11/24/2015

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__Signature of Reporting Person

Date

Suhail Rizvi, Managing Director of Rizvi Traverse CI GP, LLC, the Manager of RT SQ Co-Invest II, LLC

11/24/2015

__Signature of Reporting Person

Date

Suhail Rizvi, Managing Director of Rizvi Traverse CI GP, LLC, the Manager of RT-SQ TS, LLC

11/24/2015

__Signature of Reporting Person

Date

Suhail Rizvi, Managing Director of Rizvi Traverse CI GP, LLC, the Manager of RT SQ Special Opportunities, LLC

11/24/2015

__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) The Series E Preferred Stock automatically converted into Common Stock on a 1:2.0618 basis immediately prior to the closing of the Issuer's initial public offering, and had no expiration date.

Shares held directly by RT SQ Co-Invest II, LLC. Rizvi Traverse CI GP, LLC (the manager of RT SQ Co-Invest II, LLC), and John Giampetroni and Suhail Rizvi (the managers of Rizvi Traverse CI GP, LLC) have sole voting and investment power over the securities held by RT SQ Co-Invest II, LLC. Such persons and entities disclaim beneficial ownership of shares held by RT SQ Co-Invest 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) Immediately prior to the closing of the Issuer's initial public offering and following the conversion of each series of the Issuer's convertible preferred stock into Common Stock, each share of Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.

Shares held directly by RT SQ Secondary, LLC. Rizvi Traverse CI GP, LLC (the manager of RT SQ Secondary, LLC), and John Giampetroni and Suhail Rizvi (the managers of Rizvi Traverse CI GP, LLC) have sole voting and investment power over the securities held by RT SQ Secondary, LLC. Such persons and entities disclaim beneficial ownership of shares held by RT SQ Secondary, 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) Shares held directly by RT-SQ TS, LLC. Rizvi Traverse CI GP, LLC (the manager of RT-SQ TS, LLC), and John Giampetroni and Suhail Rizvi (the managers of Rizvi Traverse CI GP, LLC) have sole voting and shared investment power over the securities held by RT-SQ TS, LLC. Such persons and entities disclaim beneficial ownership of shares held by RT-SQ TS, 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) Shares held directly by RT SQ Special Opportunities, LLC. Rizvi Traverse CI GP, LLC (the manager of RT SQ Special Opportunities, LLC), and John Giampetroni and Suhail Rizvi (the managers of Rizvi Traverse CI GP, LLC) have sole voting and investment power over the securities held by RT SQ Special Opportunities, LLC. Such persons and entities disclaim beneficial ownership of shares held by RT SQ Special Opportunities, 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.

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

- (8) 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.

Remarks:

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

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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