

Square, Inc.
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 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 Stock | 05/06/2016 | | C | 40,210 | A | \$ 0 | 40,210 | I | footnote |
| | | | | | | | | | (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 | X |
| SUITE 380 | |
| BIRMINGHAM, MI 48009 | |
| RIZVI SUHAIL | |
| 260 EAST BROWN STREET | X |
| SUITE 380 | |
| BIRMINGHAM, MI 48009 | |
| Rizvi Opportunistic Equity Fund, L.P. | |
| 260 EAST BROWN STREET | X |
| SUITE 380 | |
| BIRMINGHAM, MI 48009 | |
| Rizvi Opportunistic Equity Fund (TI), L.P. | |
| 260 EAST BROWN STREET | X |
| SUITE 380 | |
| BIRMINGHAM, MI 48009 | |
| Rizvi Opportunistic Equity Fund I-B, L.P. | |
| 260 EAST BROWN STREET | X |
| SUITE 380 | |
| BIRMINGHAM, MI 48009 | |
| Rizvi Opportunistic Equity Fund I-B (TI), L.P. | |
| 260 EAST BROWN STREET | X |
| SUITE 380 | |
| BIRMINGHAM, MI 48009 | |
| Rizvi Traverse Partners, 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 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 |

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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