

Square, Inc.

Form 3

November 18, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Khosla Ventures III, L.P.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/18/2015

3. Issuer Name **and** Ticker or Trading Symbol
Square, Inc. [SQ]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

2128 SAND HILL ROAD

(Street)

(Check all applicable)

____ Director ☒ 10% Owner
____ Officer ____ Other
(give title below) (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

MENLO PARK,Â CAÂ 94025

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date Expiration
Exercisable Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of
Shares

4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Series A Preferred Stock	Â (3)	Â (3)	Common Stock (1)	41,614,640	\$ (3)	I	See footnote (2)
Series B-2 Preferred Stock	Â (4)	Â (4)	Common Stock (1)	6,321,120	\$ (4)	I	See footnote (2)
Series C Preferred Stock	Â (5)	Â (5)	Common Stock (1)	2,587,020	\$ (5)	I	See footnote (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Khosla Ventures III, L.P. 2128 SAND HILL ROAD MENLO PARK, CA 94025	Â	Â X	Â	Â
Khosla Ventures Associates III, LLC 2128 SAND HILL ROAD MENLO PARK, CA 94025	Â	Â X	Â	Â
VK Services, LLC 2128 SAND HILL ROAD MENLO PARK, CA 94025	Â	Â X	Â	Â
KHOSLA VINOD 2128 SAND HILL ROAD MENLO PARK, CA 94025	Â	Â X	Â	Â

Signatures

/s/ Tamara L. Tompkins, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Associates III, LLC, in its capacity as general partner of Khosla Ventures III, L.P. 11/18/2015

Signature of Reporting Person Date

/s/ Tamara L. Tompkins, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Associates III, LLC 11/18/2015

Signature of Reporting Person Date

/s/ Tamara L. Tompkins, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC 11/18/2015

Signature of Reporting Person Date

/s/ Tamara L. Tompkins, as attorney in fact for Vinod Khosla 11/18/2015

Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Each share of Common Stock will be reclassified into one share of Class B Common Stock immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock.

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Consists of securities held of record by Khosla Ventures III, L.P. ("KV III"), of which Khosla Ventures Associates III, LLC ("KVA III") is the general partner. Vinod Khosla is the managing member of VK Services, LLC ("VK Services"), which is the manager of KVA III.

- (2) Each of KVA III, VK Services and Vinod Khosla may be deemed to possess voting and investment control over such shares, and each of KVA III, VK Services and Vinod Khosla may be deemed to have indirect beneficial ownership of such shares. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
- (3) The Series A Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series A Preferred Stock will be converted into shares of Common Stock.
- (4) The Series B-2 Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series B-2 Preferred Stock will be converted into shares of Common Stock.
- (5) The Series C Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series C Preferred Stock will be converted into shares of Common Stock.

^

Remarks:

Exhibit^ List

Exhibit^ 24^ -^ Power^ of^ Attorney

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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