

BOTHA ROELOF

Form 4

March 04, 2019

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BOTHA ROELOF**

(Last) (First) (Middle)

**C/O SEQUOIA CAPITAL,, 2800  
SAND HILL ROAD SUITE 101**

(Street)

**MENLO PARK, CA 94025**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/28/2019**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)           |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-----------------------------------------------------------------------------|
| Class A<br>Common<br>Stock            | 02/28/2019                              |                                                             | C                                       | 4,169,733                                                               | A \$ 0 4,169,733                                                                                                   | I                                                                          | By Sequoia<br>Capital<br>U.S.<br>Venture<br>2010 Fund,<br>LP <sup>(1)</sup> |
| Class A<br>Common<br>Stock            | 02/28/2019                              |                                                             | C                                       | 456,279                                                                 | A \$ 0 456,279                                                                                                     | I                                                                          | By Sequoia<br>Capital<br>U.S.<br>Venture<br>2010<br>Partners                |

|                            |            |                  |           |   |      |         |   |                                                                                                                              |
|----------------------------|------------|------------------|-----------|---|------|---------|---|------------------------------------------------------------------------------------------------------------------------------|
| Class A<br>Common<br>Stock | 02/28/2019 | C                | 92,481    | A | \$ 0 | 92,481  | I | Fund (Q),<br>LP <sup>(1)</sup><br>By Sequoia<br>Capital<br>U.S.<br>Venture<br>2010<br>Partners<br>Fund, LP<br><sup>(1)</sup> |
| Class A<br>Common<br>Stock | 02/28/2019 | J <sup>(2)</sup> | 4,169,733 | D | \$ 0 | 0       | I | By Sequoia<br>Capital<br>U.S.<br>Venture<br>2010 Fund,<br>LP <sup>(1)</sup>                                                  |
| Class A<br>Common<br>Stock | 02/28/2019 | J <sup>(2)</sup> | 456,279   | D | \$ 0 | 0       | I | By Sequoia<br>Capital<br>U.S.<br>Venture<br>2010<br>Partners<br>Fund (Q),<br>LP <sup>(1)</sup>                               |
| Class A<br>Common<br>Stock | 02/28/2019 | J <sup>(2)</sup> | 92,481    | D | \$ 0 | 0       | I | By Sequoia<br>Capital<br>U.S.<br>Venture<br>2010<br>Partners<br>Fund, LP<br><sup>(1)</sup>                                   |
| Class A<br>Common<br>Stock | 02/28/2019 | J <sup>(2)</sup> | 269,993   | D | \$ 0 | 449,988 | I | By Sequoia<br>Capital<br>U.S.<br>Venture<br>2010-Seed<br>Fund, L.P.<br><sup>(1)</sup>                                        |
| Class A<br>Common<br>Stock | 02/28/2019 | J <sup>(3)</sup> | 187,882   | A | \$ 0 | 315,113 | I | By estate<br>planning<br>vehicle                                                                                             |
| Class A<br>Common<br>Stock |            |                  |           |   |      | 49,567  | D |                                                                                                                              |
| Class A<br>Common          |            |                  |           |   |      | 858,081 | I | By Sequoia<br>Capital                                                                                                        |

Stock

U.S.  
Growth  
Fund IV,  
L.P. <sup>(4)</sup>

Class A  
Common  
Stock

35,657

I

By Sequoia  
Capital  
USGF  
Principals  
Fund IV,  
L.P. (4)

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                            |                                  |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|----------------------------|----------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                      | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                      | Amount or<br>Number of<br>Shares |
| Class B<br>Common<br>Stock                          | (5)                                                                | 02/28/2019                              |                                                             | C                                    |                                                                                                        | 4,169,733                                                      |     | (5)                                                                 | (5)                | Class A<br>Common<br>Stock | 4,169,733                        |
| Class B<br>Common<br>Stock                          | (5)                                                                | 02/28/2019                              |                                                             | C                                    |                                                                                                        | 456,279                                                        |     | (5)                                                                 | (5)                | Class A<br>Common<br>Stock | 456,279                          |
| Class B<br>Common                                   | (5)                                                                | 02/28/2019                              |                                                             | C                                    |                                                                                                        | 92,481                                                         |     | (5)                                                                 | (5)                | Class A<br>Common          | 92,481                           |

Stock

Stock

## Reporting Owners

| Reporting Owner Name / Address                                                                | Relationships                             |
|-----------------------------------------------------------------------------------------------|-------------------------------------------|
|                                                                                               | Director    10% Owner    Officer    Other |
| BOTHA ROELOF<br>C/O SEQUOIA CAPITAL,<br>2800 SAND HILL ROAD SUITE 101<br>MENLO PARK, CA 94025 | X                                         |

## Signatures

/s/ Jung Yeon Son,  
Attorney-In-Fact

03/04/2019

\_\_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) SC US (TTGP), Ltd. is the sole general partner of SC U.S. Venture 2010 Management, L.P., which is the sole general partner of each of Sequoia Capital U.S. Venture 2010 Fund, LP, Sequoia Capital U.S. Venture 2010 Partners Fund, LP, Sequoia Capital U.S. Venture 2010 Partners Fund (Q), LP and Sequoia Capital U.S. Venture 2010-Seed Fund, L.P., or collectively, the Venture 2010 Funds. The Reporting Person is a Director of SC US (TTGP), Ltd. The Reporting Person disclaims beneficial ownership of the securities held by the Venture 2010 Funds except to the extent of his 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) Represents a distribution of Class A Common Stock of the Issuer to partners or members and includes subsequent distributions by general partners or managing members to their respective partners or members.

(3) Represents the receipt of shares of Class A Common Stock of the Issuer by virtue of the pro rata in-kind distributions described in footnote (2) above.

(4) SC US (TTGP), Ltd. is the general partner of SCGF IV Management, L.P., which is the general partner of Sequoia Capital U.S. Growth Fund IV, L.P. and Sequoia Capital USGF Principals Fund IV, L.P., or collectively, the SC GFIV Funds. The Reporting Person is a Director of SC US (TTGP), Ltd. The Reporting Person disclaims beneficial ownership of the securities held by the SC GFIV Funds except to the extent of his 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) 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.

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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