

BOTHA ROELOF
Form 4
December 06, 2018

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 *
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)

12/03/2018

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 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)
Class A Common Stock	12/03/2018		C	2,779,822 A	\$ 0 2,779,822	I	By Sequoia Capital U.S. Venture 2010 Fund, LP ⁽¹⁾
Class A Common Stock	12/03/2018		C	304,186 A	\$ 0 304,186	I	By Sequoia Capital U.S. Venture 2010 Partners

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Class A Common Stock	12/03/2018	C	61,654	A	\$ 0	61,654	I	Fund (Q), LP ⁽¹⁾ By Sequoia Capital U.S. Venture 2010 Partners Fund, LP <u>(1)</u>
Class A Common Stock	12/03/2018	J ⁽²⁾	2,779,822	D	\$ 0	0	I	By Sequoia Capital U.S. Venture 2010 Fund, LP ⁽¹⁾
Class A Common Stock	12/03/2018	J ⁽²⁾	304,186	D	\$ 0	0	I	By Sequoia Capital U.S. Venture 2010 Partners Fund (Q), LP ⁽¹⁾
Class A Common Stock	12/03/2018	J ⁽²⁾	61,654	D	\$ 0	0	I	By Sequoia Capital U.S. Venture 2010 Partners Fund, LP <u>(1)</u>
Class A Common Stock	12/03/2018	J ⁽²⁾	179,995	D	\$ 0	719,981	I	By Sequoia Capital U.S. Venture 2010-Seed Fund, L.P. <u>(1)</u>
Class A Common Stock	12/03/2018	J ⁽³⁾	127,231	A	\$ 0	127,231	I	By estate planning vehicle
Class A Common Stock						49,322	D	
Class A Common						858,081	I	By Sequoia Capital

Stock							U.S. Growth Fund IV, L.P. ⁽⁴⁾
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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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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(5)</u>	12/03/2018		C		2,779,822	<u>(5)</u>	<u>(5)</u>	Class A Common Stock	2,779,822
Class B Common Stock	<u>(5)</u>	12/03/2018		C		304,186	<u>(5)</u>	<u>(5)</u>	Class A Common Stock	304,186
Class B Common	<u>(5)</u>	12/03/2018		C		61,654	<u>(5)</u>	<u>(5)</u>	Class A Common	61,654

Stock

Stock

Reporting Owners

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

Signatures

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

12/06/2018

__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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