Square, Inc.
Form SC 13G/A
February 14, 2018

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES

13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 2)

SQUARE, INC.

(Name of Issuer)

CLASS A COMMON STOCK

(Title of Class of Securities)

852234103

(CUSIP Number)

December 31, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(Continued on following pages)

1	NAME OF REPORTING PERSON	
	SEQUOIA CAPITAL U.S. VENTURE 2010 FUND, L.P. (USV 2010)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) (b)	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	CAYMAN ISLANDS	
	5 SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0	
	6 SHARED VOTING POWER	
	13,899,110	
	7 SOLE DISPOSITIVE POWER	
	0	
	8 SHARED DISPOSITIVE POWER	
	13,899,110	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	13,899,110	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.9%[1]

12 TYPE OF REPORTING PERSON

PN

[1] Based on a total of 268,850,952 shares of Class A common stock outstanding as of November 3, 2017, as reported in the Issuer s 10-Q filed with the Securities and Exchange Commission on November 8, 2017.

1	NAME OF REPORTING PERSON	
	SEQUOIA CAPITAL U.S. VENTURE 2010 PARTNERS FUND, L.P. (USV 2010 PTRS)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) (b)	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	CAYMAN ISLANDS	
		5 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		0
		6 SHARED VOTING POWER
		308,270
		7 SOLE DISPOSITIVE POWER
		0
		8 SHARED DISPOSITIVE POWER
		308,270
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	308,270	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%[1]

12 TYPE OF REPORTING PERSON

PN

[1] Based on a total of 268,850,952 shares of Class A common stock outstanding as of November 3, 2017, as reported in the Issuer s 10-Q filed with the Securities and Exchange Commission on November 8, 2017.

1	NAME OF REPORTING PERSON	
	SEQUOIA CAPITAL U.S. VENTURE 2010 PARTNERS FUND (Q), L.P. (USV 2010 Q)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) (b)	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	CAYMAN ISLANDS	
		5 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		0
		6 SHARED VOTING POWER
		1,520,930
		7 SOLE DISPOSITIVE POWER
		0
		8 SHARED DISPOSITIVE POWER
		1,520,930
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,520,930	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.6%[1]

12 TYPE OF REPORTING PERSON

PN

[1] Based on a total of 268,850,952 shares of Class A common stock outstanding as of November 3, 2017, as reported in the Issuer s 10-Q filed with the Securities and Exchange Commission on November 8, 2017.

1	NAME OF REPORTING PERSON	
	SEQUOIA CAPITAL U.S. VENTURE 2010-SEED FUND, L.P. (USV 2010 SEED)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) (b)	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	CAYMAN ISLANDS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER	0
	6 SHARED VOTING POWER	899,976
	7 SOLE DISPOSITIVE POWER	0
	8 SHARED DISPOSITIVE POWER	899,976
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	899,976
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.3%[1]

12 TYPE OF REPORTING PERSON

PN

[1] Based on a total of 268,850,952 shares of Class A common stock outstanding as of November 3, 2017, as reported in the Issuer s 10-Q filed with the Securities and Exchange Commission on November 8, 2017.

1 NAME OF REPORTING PERSON

SC U.S. VENTURE 2010 MANAGEMENT, L.P. (USV 2010 MGMT)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 16,628,286 shares of which 13,899,110 shares of Class B common stock are directly held by USV 2010, 308,270 shares of Class B common stock are directly held by USV 2010 PTRS, 1,520,930 shares of Class B common stock are directly held by USV 2010 Q and 899,976 shares of Class A common stock are directly held by USV 2010-SEED. USV 2010 MGMT is the General Partner of USV 2010, USV 2010 PTRS, USV 2010 Q and USV 2010-SEED.
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 16,628,286 shares of which 13,899,110 shares of Class B common stock are directly held by USV 2010, 308,270 shares of Class B common stock are directly held by USV 2010 PTRS, 1,520,930 shares of Class B common stock are directly held by USV 2010 Q and 899,976 shares of Class A common stock are directly held by USV 2010-SEED. USV 2010 MGMT is the General Partner of USV 2010, USV 2010 PTRS, USV 2010 Q and USV 2010-SEED.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,628,286

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.8%[1]

12 TYPE OF REPORTING PERSON

PN

[1] Based on a total of 268,850,952 shares of Class A common stock outstanding as of November 3, 2017, as reported in the Issuer s 10-Q filed with the Securities and Exchange Commission on November 8, 2017.

1 NAME OF REPORTING PERSON

SC US (TTGP), LTD. (SC US TTGP)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

16,628,286 shares of which 13,899,110 shares of Class B common stock are directly held by USV 2010, 308,270 shares of Class B common stock are directly held by USV 2010 PTRS, 1,520,930 shares of Class B common stock are directly held by USV 2010 Q and 899,976 shares of Class A common stock are directly held by USV 2010-SEED. SC US TTGP is the General Partner of USV 2010 MGMT, which is the General Partner of each of USV 2010, USV 2010 PTRS, USV 2010 Q and USV 2010-SEED.

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

16,628,286 shares of which 13,899,110 shares of Class B common stock are directly held by USV 2010, 308,270 shares of Class B common stock are directly held by USV 2010 PTRS, 1,520,930 shares of Class B common stock are directly held by USV 2010 Q and 899,976 shares of Class A common stock are directly held by USV 2010-SEED. SC US TTGP is the General Partner of USV 2010 MGMT, which is the General Partner of each of USV 2010, USV

2010 PTRS, USV 2010 Q and USV 2010-SEED.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,628,286

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.8%[1]

12 TYPE OF REPORTING PERSON

OO

1 Based on a total of 268,850,952 shares of Class A common stock outstanding as of November 3, 2017, as reported in the Issuer s 10-Q filed with the Securities and Exchange Commission on November 8, 2017.

ITEM 1.

(a) Name of Issuer: Square, Inc.

(b) Address of Issuer s Principal Executive Offices:
1455 Market Street, Suite 600

San Francisco, CA 94103

ITEM 2.

(a) Name of Persons Filing:
Sequoia Capital U.S. Venture 2010 Fund, L.P.

Sequoia Capital U.S. Venture 2010 Partners Fund, L.P.

Sequoia Capital U.S. Venture 2010 Partners Fund (Q), L.P.

Sequoia Capital U.S. Venture 2010-Seed Fund, L.P.

SC U.S. Venture 2010 Management, L.P.

SC US (TTGP), Ltd.

SC US TTGP is the General Partner of USV 2010 MGMT. USV 2010 MGMT is the General Partner of each of USV 2010, USV 2010 PTRS, USV 2010 Q and USV 2010-SEED.

(b) Address of Principal Business Office or, if none, Residence:
2800 Sand Hill Road, Suite 101

Menlo Park, CA 94025

(c) Citizenship:
SC US TTGP, USV 2010 MGMT, USV 2010, USV 2010 PTRS, USV 2010 Q, USV 2010-SEED: Cayman Islands

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 852234103

ITEM 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:
NOT APPLICABLE

ITEM 4. Ownership

SEE ROWS 5 THROUGH 11 OF COVER PAGES

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

NOT APPLICABLE

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

NOT APPLICABLE

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

NOT APPLICABLE

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

NOT APPLICABLE

ITEM 10. CERTIFICATION

NOT APPLICABLE

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2018

Sequoia Capital U.S. Venture 2010 Fund, L.P.

Sequoia Capital U.S. Venture 2010 Partners Fund, L.P.

Sequoia Capital U.S. Venture 2010 Partners Fund (Q), L.P.

Sequoia Capital U.S. Venture 2010-Seed Fund, L.P.

By: SC U.S. Venture 2010 Management, L.P.
General Partner of each

By: SC US (TTGP), Ltd.
its General Partner

By: /s/ Douglas Leone
Douglas Leone, Managing Director

SC U.S. Venture 2010 Management, L.P.

By: SC US (TTGP), Ltd.
its General Partner

By: /s/ Douglas Leone
Douglas Leone, Managing Director

SC US (TTGP), Ltd.

By: /s/ Douglas Leone
Douglas Leone, Managing Director