

Square, Inc.
Form SC 13G/A
February 14, 2017

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 2)

Square, Inc.
(Name of Issuer)

Class A Common Stock, par value \$0.0000001 per share
(Title of Class of Securities)

852234103
(CUSIP Number)

December 31, 2016
(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)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 852234103

1	<p>NAMES OF REPORTING PERSONS</p> <p>SCGE GenPar, Ltd.</p>	
2	<p>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)</p>	<p>(a) <input type="checkbox"/></p> <p>(b) <input type="checkbox"/></p>
3	<p>SEC USE ONLY</p>	
4	<p>CITIZENSHIP OR PLACE OF ORGANIZATION</p> <p>Cayman Islands</p>	
	5 SOLE VOTING POWER	0
	6 SHARED VOTING POWER	0
	7 SOLE DISPOSITIVE POWER	0
	8 SHARED DISPOSITIVE POWER	0
9	<p>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p>	
10	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</p>	
11	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9</p> <p style="text-align: right;">0%</p>	

12

TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)

OO

2

CUSIP No. 852234103

1	NAMES OF REPORTING PERSONS SCGE (LTGP), L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) GROUP (SEE [] INSTRUCTIONS) (b) []
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands
	5 SOLE VOTING POWER 0
	6 SHARED VOTING POWER 0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE DISPOSITIVE POWER 0
	8 SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT 0 BENEFICIALLY OWNED BY EACH REPORTING PERSON
10	CHECK BOX IF THE [] AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
11	PERCENT OF CLASS 0% REPRESENTED BY AMOUNT IN ROW 9

12

TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)

PN

3

CUSIP No. 852234103

1	<p>NAMES OF REPORTING PERSONS</p> <p>SCGE Fund, L.P.</p>	
2	<p>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)</p>	<p>(a) <input type="checkbox"/></p> <p>(b) <input type="checkbox"/></p>
3	<p>SEC USE ONLY</p>	
4	<p>CITIZENSHIP OR PLACE OF ORGANIZATION</p> <p>Cayman Islands</p>	
	5 SOLE VOTING POWER	0
	6 SHARED VOTING POWER	0
<p>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</p>	7 SOLE DISPOSITIVE POWER	0
	8 SHARED DISPOSITIVE POWER	0
9	<p>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p>	
10	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</p>	
11	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9</p>	

12

TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)

PN

4

CUSIP No. 852234103

1	NAMES OF REPORTING PERSONS SCGE Management, L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) GROUP (SEE [] INSTRUCTIONS) (b) []
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
	5 SOLE VOTING POWER 0
	6 SHARED VOTING POWER 0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE DISPOSITIVE POWER 0
	8 SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT 0 BENEFICIALLY OWNED BY EACH REPORTING PERSON
10	CHECK BOX IF THE [] AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
11	PERCENT OF CLASS 0% REPRESENTED BY AMOUNT IN ROW 9

12

TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)

PN

5

CUSIP No. 852234103

1	<p>NAMES OF REPORTING PERSONS</p> <p>Jeffrey Wang</p>	
2	<p>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)</p>	<p>(a) <input type="checkbox"/></p> <p>(b) <input type="checkbox"/></p>
3	<p>SEC USE ONLY</p>	
4	<p>CITIZENSHIP OR PLACE OF ORGANIZATION</p> <p>United States</p>	
	5 SOLE VOTING POWER	0
	6 SHARED VOTING POWER	0
<p>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</p>	7 SOLE DISPOSITIVE POWER	0
	8 SHARED DISPOSITIVE POWER	0
9	<p>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p>	0
10	<p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</p>	<input type="checkbox"/>
11	<p>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9</p>	0%

12

TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)

IN

6

CUSIP No. 852234103

Item Name of Issuer

1(a).

Square, Inc. (the “Company”)

Item Address of Issuer’s Principal Executive Offices

1(b).

1455 Market Street, Suite 600
San Francisco, California 94103

Item Name of Person Filing

2(a).

This Schedule 13G/A (the “Schedule 13G”) is being filed jointly by each of SCGE GenPar, Ltd., SCGE (LTGP), L.P., SCGE Fund, L.P., SCGE Management, L.P. and Jeffrey Wang (collectively, the “Reporting Persons”).

The Reporting Persons entered into a Joint Filing Agreement, dated April 22, 2016, a copy of which is attached as Exhibit A to the Schedule 13G filed April 22, 2016, and incorporated herein by reference, pursuant to which the Reporting Persons agreed to file any amendments thereto jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (the “Act”).

Item Address of Principal Business Office or, if none, Residence

2(b).

The address of the principal business office for all Reporting Persons is:

2800 Sand Hill Road, Suite 101
Menlo Park, CA 94025

Item Citizenship

2(c).

The citizenship or place of organization of each of the Reporting Persons is set forth on such Reporting Person’s cover page.

Item Title of Class of Securities

2(d).

Class A Common Stock, par value \$0.0000001 per share (the “Class A Common Stock”)

Item CUSIP Number

2(e).

852234103

CUSIP No. 852234103

Item If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
3.

Not Applicable.

- (a) "Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) "Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) "Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) "Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) "An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) "An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) "A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) "A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) "A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) "A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) "Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:_____

Item Ownership

4.

The information set forth in Rows 5 through 11 of the cover pages to this Schedule 13G is incorporated herein by reference for each Reporting Person.

CUSIP No. 852234103

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 [X].

Not applicable.

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

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and were not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and were not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under Rule 14a-11.

CUSIP No. 852234103

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.

Date: February 14, 2017

SCGE GENPAR, LTD.

By: /s/ Jeffrey Wang
Name: Jeffrey Wang
Title: Director

SCGE (LTGP), L.P.

By: SCGE GenPar, Ltd., its General Partner

By: /s/ Jeffrey Wang
Name: Jeffrey Wang
Title: Director

SCGE FUND, L.P.

By: SCGE (LTGP), L.P., its General Partner

By: SCGE GenPar, Ltd., its General Partner

By: /s/ Jeffrey Wang
Name: Jeffrey Wang
Title: Director

SCGE MANAGEMENT, L.P.

By: SCGE GenPar, Ltd., its General Partner

By: /s/ Jeffrey Wang
Name: Jeffrey Wang
Title: Director

/s/ Jeffrey Wang
Jeffrey Wang

