

Square, Inc.
Form 3
November 25, 2015

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

OMB APPROVAL

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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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| AI Palma Holdings LLC | | (Month/Day/Year) | Square, Inc. [SQ] | |
| (Last) | (First) | (Middle) | 11/24/2015 | |
| 730 FIFTH AVE, 20TH FL | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| NEW YORK, NY 10019 | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. 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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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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

Class B Common Stock (1) (1) Common Stock 3,999,998 \$ (1) D (2) (3) (1)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------------|---------------|---------------|
| | Director | 10% Owner | Officer | Other |
| AI Palma Holdings LLC 730 FIFTH AVE, 20TH FL NEW YORK, NY 10019 | <u> </u> (1) | <u> </u> (1) X | <u> </u> (1) | <u> </u> (1) |
| ACCESS INDUSTRIES MANAGEMENT, LLC 730 FIFTH AVE, 20TH FL NEW YORK, NY 10019 | <u> </u> (1) | <u> </u> (1) X | <u> </u> (1) | <u> </u> (1) |
| Blavatnik Len 730 FIFTH AVE, 20TH FL NEW YORK, NY 10019 | <u> </u> (1) | <u> </u> (1) X | <u> </u> (1) | <u> </u> (1) |

Signatures

| | |
|--|--------------------|
| /s/ Alejandro Moreno for AI Palma Holdings LLC **Signature of Reporting Person | 11/25/2015 Date |
| /s/ Alejandro Moreno for Access Industries Management, LLC **Signature of Reporting Person | 11/25/2015 Date |
| /s/ Alejandro Moreno, as Attorney-in-Fact for Mr. Blavatnik **Signature of Reporting Person | 11/25/2015 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) The Class B Common Stock is convertible into Class A Common Stock on a 1:1 basis and has no expiration date.
The securities reported are held directly by AI Palma Holdings LLC ("Palma") and may be deemed to be indirectly beneficially owned by Access Industries Management, LLC and Len Blavatnik because Access Industries Management, LLC is the manager of Palma, and Mr. Blavatnik controls Access Industries Management, LLC and Palma.
- (3) Each of the reporting persons (other than Palma) disclaims beneficial ownership of the securities held directly by Palma except to the extent of any pecuniary interest therein, and this Form shall not be construed as an admission that any such reporting person is the beneficial owner of any such securities.

 (1)

Remarks:

The reporting persons may be deemed to be beneficially own more than 10% of the Issuer's Class A

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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