

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽¹⁾⁽²⁾	Amount of Registration Fee ⁽³⁾
Class A common stock, \$0.0000001 par value per share	31,050,000	\$13.00	\$403,650,000.00	\$40,647.56

(1) Includes the additional shares that the underwriters have the right to purchase from the Registrant.

(2) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended.

(3) The Registrant previously paid \$27,693 of the registration fee in connection with the initial filing of this Registration Statement.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this preliminary prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell nor does it seek an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion, dated November 6, 2015

PROSPECTUS

27,000,000 Shares



Class A Common Stock

This is an initial public offering of shares of Class A common stock of Square, Inc. We are selling 25,650,000 shares of our Class A common stock and the selling stockholder named in this prospectus is selling 1,350,000 shares of our Class A common stock. We will not receive any proceeds from the sale of the shares by the selling stockholder.

Prior to this offering, there has been no public market for our common stock. It is currently estimated that the initial public offering price per share of Class A common stock will be between \$11.00 and \$13.00. Our Class A common stock has been approved for listing on the New York Stock Exchange under the symbol "SQ."

We have two classes of authorized common stock: the Class A common stock offered hereby and Class B common stock. The rights of the holders of Class A common stock and Class B common stock are identical, except with respect to voting and conversion rights. Each share of Class A common stock is entitled to one vote. Each share of Class B common stock is entitled to ten votes and is convertible at any time into one share of Class A common stock.

After the completion of this offering, our existing stockholders will continue to hold all of our issued and outstanding Class B common stock and will hold approximately 99.1% of the combined voting power of our common stock. As a result of their ownership, they will be able to control any action requiring the general approval of our stockholders, including the election of our board of directors, the adoption of certain amendments to our certificate of incorporation and bylaws, the approval of any merger or sale of substantially all of our assets, and certain provisions that impact their rights and privileges as Class B common stockholders. See "Description of Capital Stock."

At our request, the underwriters have reserved for sale, at the initial public offering price, up to 5.0% of the Class A common stock offered hereby to our existing sellers and Square Cash customers. The sales will be made under a directed share program through a platform administered by LOYAL3 Securities, Inc., which we refer to in this prospectus as the "LOYAL3 Platform." The shares being made available for this program are being sold by the Start Small Foundation, a donor-advised fund held and administered by the Silicon Valley Community Foundation, the selling stockholder. The Start Small Foundation is a charitable fund created by our CEO and founder, Jack Dorsey.

We are an "emerging growth company" as defined under the federal securities laws and, as such, may elect to comply with certain reduced public company reporting requirements for future filings.