

<u>Capitalization</u>	54
<u>Dilution</u>	57
<u>Selected Consolidated Financial and Other Data</u>	60
<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	66
<u>Business</u>	105
<u>Management</u>	148
<u>Executive Compensation</u>	157
<u>Certain Relationships, Related Party and Other Transactions</u>	168
<u>Principal and Selling Stockholders</u>	173
<u>Description of Capital Stock</u>	176
<u>Shares Eligible for Future Sale</u>	183
<u>Material U.S. Federal Income Tax Consequences to Non-U.S. Holders of our Class A Common Stock</u>	186
<u>Underwriting (Conflicts of Interest)</u>	190
<u>Legal Matters</u>	198
<u>Experts</u>	198
<u>Where You Can Find Additional Information</u>	198
<u>Index to the Consolidated Financial Statements</u>	F-1

You should rely only on the information contained in this prospectus or contained in any free writing prospectus prepared by or on behalf of us. Neither we, the selling stockholder, nor the underwriters have authorized anyone to provide you with information different from, or in addition to, that contained in this prospectus or any related free writing prospectus. This prospectus is an offer to sell only the shares offered hereby and only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus is current only as of its date, regardless of its delivery. Our business, financial condition, results of operations, and prospects may have changed since that date.

Through and including _____, 2015 (the 25th day after the date of this prospectus), all dealers effecting transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to a dealer's obligation to deliver a prospectus when acting as an underwriter and with respect to an unsold allotment or subscription.

For investors outside the United States: neither we, the selling stockholder, nor any of the underwriters have done anything that would permit this offering or possession or distribution of this prospectus in any jurisdiction where action for that purpose is required, other than the United States. You are required to inform yourselves about and to observe any restrictions relating to this offering and the distribution of this prospectus.

Table of Contents

PROSPECTUS SUMMARY

This summary highlights information contained in this prospectus and does not contain all of the information that you should consider in making your investment decision. Before investing in our Class A common stock, you should carefully read this entire prospectus, including our consolidated financial statements and the related notes, and the information in the sections titled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations." Unless otherwise indicated, references to our "common stock" include our Class A common stock and Class B common stock.

SQUARE, INC.

Our First Sellers

The story of Square is best told through the stories of our sellers, the customers we serve.

As soon as we had a working prototype of our first credit card reader, we went out to talk to sellers. We met owners of a wide range of businesses, and they shared with us many of the challenges they faced.

We met Cheri, the owner of a flower cart called Lilybelle, who lost a sale when a customer did not have any cash and Cheri had no way to accept credit cards.