

Square, Inc.
Form 4
November 24, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
Wagner Dana

(Last) (First) (Middle)
1455 MARKET STREET, SUITE 600
(Street)

SAN FRANCISCO, CA 94103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Square, Inc. [SQ]

3. Date of Earliest Transaction (Month/Day/Year)
11/24/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Gen. Counsel & Corp. Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock ⁽¹⁾ | 11/24/2015 | | J | | 309,120 | D | <u>1</u> 0 |
| Common Stock ⁽¹⁾ | 11/24/2015 | | J | | 67,000 ^{(1) (3)} | D | <u>1</u> 0 |
| Class A Common Stock | 11/24/2015 | | J | | 67,000 ^{(1) (4)} | A | <u>1</u> 67,000 |

See footnote ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Annual Share | |
|---|--|--------------------------------------|--|--------------------------------|---|---------|--|------------------|---|---|-----------------|
| | | | | | V | (A) | (D) | Date Exercisable | | | Expiration Date |
| Class B Common Stock <u>(1)</u> <u>(5)</u> | <u>(5)</u> | 11/24/2015 | | J | | 309,120 | | <u>(5)</u> | <u>(5)</u> | Class A Common Stock | 30 |
| Stock Option (right to buy) | \$ 1.311 | 11/24/2015 | | J | | 960,000 | | <u>(6)</u> | 08/10/2021 | Common Stock <u>(1)</u> | 960 |
| Stock Option (right to buy) | \$ 1.311 | 11/24/2015 | | J | | 960,000 | | <u>(6)</u> | 08/10/2021 | Class B Common Stock <u>(1)</u> <u>(5)</u> | 960 |
| Stock Option (right to buy) | \$ 2.904 | 11/24/2015 | | J | | 103,750 | | <u>(7)</u> | 05/31/2023 | Common Stock <u>(1)</u> | 103,750 |
| Stock Option (right to buy) | \$ 2.904 | 11/24/2015 | | J | | 103,750 | | <u>(7)</u> | 05/31/2023 | Class B Common Stock <u>(1)</u> <u>(5)</u> | 103,750 |
| Stock Option (right to buy) | \$ 7.254 | 11/24/2015 | | J | | 250,000 | | <u>(8)</u> | 02/27/2024 | Common Stock <u>(1)</u> | 250,000 |
| Stock Option (right to buy) | \$ 7.254 | 11/24/2015 | | J | | 250,000 | | <u>(8)</u> | 02/27/2024 | Class B Common Stock <u>(1)</u> <u>(5)</u> | 250,000 |
| Stock Option (right to buy) | \$ 9 | 11/24/2015 | | J | | 200,000 | | <u>(9)</u> | 11/18/2025 | Common Stock <u>(1)</u> | 200,000 |

| | | | | | | | | |
|-----------------------------|------|------------|---|---------|-----|------------|---------------------------------|----|
| Stock Option (right to buy) | \$ 9 | 11/24/2015 | J | 200,000 | (9) | 11/18/2025 | Class B Common Stock (1) (5) | 20 |
|-----------------------------|------|------------|---|---------|-----|------------|---------------------------------|----|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wagner Dana 1455 MARKET STREET SUITE 600 SAN FRANCISCO, CA 94103 | | | Gen. Counsel & Corp. Secretary | |

Signatures

/s/ Jason Gao,
Attorney-in-Fact

11/24/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) Immediately prior to the closing of the Issuer's initial public offering, each share of Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
- (2) The shares are held of record by the Dana R. Wagner Living Trust, for which Reporting Person serves as trustee.
Each share is represented by a restricted stock unit (RSU). Each RSU represents a contingent right to receive one share of the Issuer's
- (3) Common Stock upon settlement. 25% of the RSUs vest on November 1, 2016, and 1/12 of the remaining RSUs vest every three months thereafter.
Each share is represented by a restricted stock unit (RSU). Each RSU represents a contingent right to receive one share of the Issuer's
- (4) Class B Common Stock upon settlement. Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and has no expiration date. 25% of the RSUs vest on November 1, 2016, and 1/12 of the remaining RSUs vest every three months thereafter.
- (5) Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and has no expiration date.
- (6) The shares subject to the option are fully vested and exercisable.
- (7) 25% of the shares subject to the option vested on May 16, 2014, and 1/48 of the shares vest monthly thereafter.
- (8) 20% of the shares subject to the option vested on February 24, 2015, and 1/60 of the shares vest monthly thereafter.
- (9) 25% of the shares subject to the option vest on October 19, 2016, and 1/48 of the shares vest monthly thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.