

Square, Inc.  
Form 4  
November 17, 2016

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Dorsey Jack

(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)  
11/15/2016

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)

President, CEO & Chairman

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Class A<br>Common<br>Stock            | 11/15/2016                              | 11/15/2016                                                  | C <sup>(1)</sup>                     | 57,750 A \$ 0                                                           | 57,750                                                                                                             | I                                                                       | See<br>footnote<br>(2)                                            |
| Class A<br>Common<br>Stock            | 11/15/2016                              | 11/15/2016                                                  | S                                    | 57,750 D \$ 12.209<br>(3)                                               | 0                                                                                                                  | I                                                                       | See<br>footnote<br>(2)                                            |
| Class A<br>Common<br>Stock            | 11/15/2016                              | 11/15/2016                                                  | C <sup>(4)</sup>                     | 323,750 A \$ 0                                                          | 323,750                                                                                                            | I                                                                       | See<br>footnote<br>(5)                                            |
| Class A<br>Common                     | 11/15/2016                              | 11/15/2016                                                  | S                                    | 323,750 D \$ 12.1848                                                    | 0                                                                                                                  | I                                                                       | See<br>footnote                                                   |

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Stock

(6)

(5)

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) |         | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                            |                            |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------|---------|----------------------------------------------------------------|---------------------|----------------------------------------------------------------|----------------------------|----------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                   | (A)     | (D)                                                            | Date<br>Exercisable | Expiration<br>Date                                             | Title                      | Amount<br>Number<br>Shares |
| Class B<br>Common<br>Stock <u>(7)</u>               | <u>(7)</u>                                                            | 08/30/2016                              |                                                             | G                                       | V                                                                                                   |         | 850,000                                                        | <u>(7)</u>          | <u>(7)</u>                                                     | Class A<br>Common<br>Stock | 850,000                    |
| Class B<br>Common<br>Stock <u>(7)</u>               | <u>(7)</u>                                                            | 08/30/2016                              |                                                             | G                                       | V                                                                                                   | 850,000 |                                                                | <u>(7)</u>          | <u>(7)</u>                                                     | Class A<br>Common<br>Stock | 850,000                    |
| Class B<br>Common<br>Stock <u>(7)</u>               | <u>(7)</u>                                                            | 11/15/2016                              |                                                             | <u>C(1)</u>                             |                                                                                                     |         | 57,750                                                         | <u>(7)</u>          | <u>(7)</u>                                                     | Class A<br>Common<br>Stock | 57,750                     |
| Class B<br>Common<br>Stock <u>(7)</u>               | <u>(7)</u>                                                            | 11/15/2016                              |                                                             | <u>C(4)</u>                             |                                                                                                     |         | 323,750                                                        | <u>(7)</u>          | <u>(7)</u>                                                     | Class A<br>Common<br>Stock | 323,750                    |
| Class B<br>Common<br>Stock <u>(7)</u>               | <u>(7)</u>                                                            |                                         |                                                             |                                         |                                                                                                     |         |                                                                | <u>(7)</u>          | <u>(7)</u>                                                     | Class A<br>Common<br>Stock | 7,950                      |

## Reporting Owners

| Reporting Owner Name / Address                                            | Relationships |           |                           |       |
|---------------------------------------------------------------------------|---------------|-----------|---------------------------|-------|
|                                                                           | Director      | 10% Owner | Officer                   | Other |
| Dorsey Jack<br>1455 MARKET STREET<br>SUITE 600<br>SAN FRANCISCO, CA 94103 | X             | X         | President, CEO & Chairman |       |

## Signatures

/s/ Laura Reis,  
Attorney-in-Fact

11/17/2016

\_\_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) Represents the conversion of Class B Common Stock into Class A Common Stock held of record by Start Small, LLC.

(2) The shares are held of record by Start Small, LLC, for which the Reporting Person is the sole member.

(3) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$12.05 to \$12.46 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(4) Represents the conversion of Class B Common Stock into Class A Common Stock held of record by the Jack Dorsey Revocable Trust u/a/d 12/8/10.

(5) The shares are held of record by the Jack Dorsey Revocable Trust u/a/d 12/8/10, for which the Reporting Person serves as trustee.

(6) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$12.03 to \$12.45 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(7) 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.

(8) The shares are held of record by the Jack Dorsey Remainder Trust u/a/d 6/23/10, for which the Reporting Person serves as trustee.

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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