

Square, Inc.
Form 4
November 04, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Brougher Françoise

(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)

11/03/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Business Lead

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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
Class A Common Stock	11/03/2016		C ⁽¹⁾		165,110	A	\$ 0 265,243
Class A Common Stock	11/03/2016		S ⁽²⁾		165,110	D	\$ 12 100,133
Class A Common Stock	11/04/2016		C ⁽¹⁾		7,967	A	\$ 0 108,100
Class A Common	11/04/2016		S ⁽²⁾		7,967	D	\$ 12 100,133

Stock

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 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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Underlying Security
Stock Option (right to buy)	\$ 2.904	11/03/2016		M			165,110	(3)	05/31/2023	Class B Common Stock (4)	165,110
Class B Common Stock (4)	(4)	11/03/2016		M		165,110		(4)	(4)	Class A Common Stock	165,110
Class B Common Stock((4)	(4)	11/03/2016		C(1)			165,110	(4)	(4)	Class A Common Stock	165,110
Stock Option (right to buy)	\$ 2.904	11/04/2016		M			7,967	(3)	05/31/2023	Class B Common Stock (4)	7,967
Class B Common Stock (4)	(4)	11/04/2016		M		7,967		(4)	(4)	Class A Common Stock	7,967
Class B Common Stock (4)	(4)	11/04/2016		C(1)			7,967	(4)	(4)	Class A Common Stock	7,967

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brougher Françoise 1455 MARKET STREET			Business Lead	

SUITE 600
SAN FRANCISCO, CA 94103

Signatures

/s/ Laura Reis,
Attorney-in-Fact

11/04/2016

__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 the Reporting Person.
- (2) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- (3) 25% of the shares subject to the option vested on May 6, 2014, and 1/48 of the shares vest monthly thereafter.
- (4) 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.

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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