

Square, Inc.
Form 4
November 24, 2015

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(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)
11/24/2015

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)
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 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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock ⁽¹⁾	11/24/2015		J		61,382,506	D	<u>1</u> 0	I	See footnote <u>(2)</u>
Common Stock ⁽¹⁾	11/24/2015		J		7,952,826	D	<u>1</u> 0	I	See footnote <u>(3)</u>
Common Stock ⁽¹⁾	11/24/2015		J		168,750	D	<u>1</u> 0	I	See footnote <u>(4)</u>

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 of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Class B Common Stock ⁽¹⁾ <u>(5)</u>	<u>(5)</u>	11/24/2015		J	61,382,506	<u>(5)</u> <u>(5)</u>	Class A Common Stock 61,382,506
Class B Common Stock ⁽¹⁾ <u>(5)</u>	<u>(5)</u>	11/24/2015		J	7,952,826	<u>(5)</u> <u>(5)</u>	Class A Common Stock 7,952,826
Class B Common Stock ⁽¹⁾ <u>(5)</u>	<u>(5)</u>	11/24/2015		J	168,750	<u>(5)</u> <u>(5)</u>	Class A Common Stock 168,750

Reporting Owners

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

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)

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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 Jack Dorsey Revocable Trust u/a/d 12/8/10, for which the Reporting Person serves as trustee.
- (3) 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.
The shares are held of record by West Studios, LLC for which the Reporting Person is a managing member and shares voting and
- (4) dispositive power. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (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.

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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