

Meeker Mary G
Form 4
December 04, 2018

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

OMB APPROVAL

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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 *
Meeker Mary G

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2018

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

C/O KPCB, 2750 SAND HILL ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City) (State) (Zip)

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 | | | | | 1,253,693 | I | See Footnote (1) |
| Class A Common Stock | 11/30/2018 | | J(2) | | 25,187 | D | \$ 0 62,386 I See Footnote (3) |
| Class A Common Stock | 11/30/2018 | | J(4) | | 18,800 | A | \$ 0 309,876 D (5) |
| Class A Common Stock | 12/03/2018 | | S | | 11,719 | D | \$ 50,667 I See Footnote 71.43 |

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| | | | |
|----------------------------|------------|--------|-------------------------------|
| Stock | <u>(6)</u> | | <u>(3)</u> |
| Class A Common Stock | | 10,072 | I |
| | | | See Footnote <u>(7)</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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Meeker Mary G C/O KPCB 2750 SAND HILL ROAD MENLO PARK, CA 94025 | X | | | |

Signatures

/s/ Susan Biglieri,
Attorney-in-Fact

12/04/2018

__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) KPCB Holdings, Inc., as nominee, holds the stock for the account of KPCB Digital Growth Fund, LLC (?KPCB Growth?), KPCB DGF Founders Fund, LLC (?KPCB FF?), and KPCB sFund, LLC (?KPCB sFund?). All shares are held for convenience in the name of ?KPCB

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Holdings, Inc., as nominee? for the accounts of such entities who each exercise their own voting and dispositive power of such shares. The reporting person is a managing member of KPCB DGF Associates, LLC (?DGF Associates?), which is the managing member of KPCB Growth and KPCB FF. The reporting person may be deemed to share voting and investment power over the securities held by KPCB Growth, KPCB FF and sFund. The reporting person disclaims beneficial ownership over such securities except to the extent of her pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

- (2) Represents a pro-rata in-kind distribution of Class A Common Stock of the Issuer by DGF Associates without consideration to its members (the ?DGF Associates Distribution?).

The shares are held directly by DGF Associates. The reporting person is a managing member of DGF Associates and may be deemed to share voting and investment power over the securities held by DGF Associates. The reporting person disclaims beneficial ownership over such securities except to the extent of her pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

- (4) Represents a change in the form of ownership from indirect to direct by virtue of the receipt of shares in the DGF Associates Distribution.
(5) Shares are held directly by the reporting person.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.42 to \$71.44, inclusive. 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 ranges set forth in footnote (6) to this Form 4.

- (6) Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (6) to this Form 4.

The shares are held directly by KPCB sFund Associates, LLC (?sFund Associates?). The reporting person is a member of sFund Associates and may be deemed to share voting and investment power over the securities held by sFund Associates. The reporting person disclaims beneficial ownership over such securities except to the extent of her pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

- (7) disclaims beneficial ownership over such securities except to the extent of her pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

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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