

Square, Inc.

Form 4

November 24, 2015

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 *
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)
____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)
Common Stock ⁽¹⁾	11/24/2015		J	309,120 D <u>1</u> 0		I	See footnote ⁽²⁾
Common Stock ⁽¹⁾	11/24/2015		J	67,000 ⁽¹⁾ ⁽³⁾ D <u>1</u> 0		D	
Class A Common Stock	11/24/2015		J	67,000 ⁽¹⁾ ⁽⁴⁾ A <u>1</u> 67,000		D	

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
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> 96
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> 96
Stock Option (right to buy)	\$ 2.904	11/24/2015		J	103,750	<u>(7)</u> 05/31/2023	Common Stock <u>(1)</u> 10
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> 10
Stock Option (right to buy)	\$ 7.254	11/24/2015		J	250,000	<u>(8)</u> 02/27/2024	Common Stock <u>(1)</u> 25
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> 25
Stock Option (right to buy)	\$ 9	11/24/2015		J	200,000	<u>(9)</u> 11/18/2025	Common Stock <u>(1)</u> 20

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

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.

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