

Square, Inc.  
Form 4  
May 19, 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  
Number: 3235-0287  
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response... 0.5

(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)

05/17/2016

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)

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	05/17/2016	05/17/2016	C <sup>(1)</sup>	75,000	A \$ 0 353,268	D	
Class A Common Stock	05/17/2016	05/17/2016	S	75,000	D \$ 9.21 278,268	D	
Class A Common Stock	05/18/2016	05/18/2016	C <sup>(1)</sup>	125,000	A \$ 0 403,268	D	
Class A Common	05/18/2016	05/18/2016	S	125,000	D \$ 9.56 278,268	D	

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Stock

(3)

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
Class B Common Stock <u>(4)</u>	<u>(4)</u>							<u>(4)</u>	<u>(4)</u>	Class A Common Stock	30
Stock Option (right to buy)	\$ 1.311	05/17/2016	05/17/2016	M		75,000		<u>(6)</u>	08/10/2021	Class B Common Stock <u>(4)</u>	7
Class B Common Stock <u>(4)</u>	<u>(4)</u>	05/17/2016	05/17/2016	M		75,000		<u>(4)</u>	<u>(4)</u>	Class A Common Stock	7
Class B Common Stock <u>(4)</u>	<u>(4)</u>	05/17/2016	05/17/2016	C <u>(1)</u>		75,000		<u>(4)</u>	<u>(4)</u>	Class A Common Stock	7
Stock Option (right to buy)	\$ 1.311	05/18/2016	05/18/2016	M		125,000		<u>(6)</u>	08/10/2021	Class B Common Stock <u>(4)</u>	12
Class B Common Stock <u>(4)</u>	<u>(4)</u>	05/18/2016	05/18/2016	M		125,000		<u>(4)</u>	<u>(4)</u>	Class A Common Stock	12
Class B Common Stock <u>(4)</u>	<u>(4)</u>	05/18/2016	05/18/2016	C <u>(1)</u>		125,000		<u>(4)</u>	<u>(4)</u>	Class A Common Stock	12

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

# Edgar Filing: Square, Inc. - Form 4

Director    10% Owner    Officer

Other

Wagner Dana  
1455 MARKET STREET  
SUITE 600  
SAN FRANCISCO, CA 94103

Gen. Counsel & Corp. Secretary

## Signatures

Jason Gao,  
Attorney-in-Fact                      05/19/2016

\_\_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.  
The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$8.64 to \$9.50 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.
- (2) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$9.11 to \$9.88 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.
- (3) 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.
- (4) The shares are held of record by the Dana R. Wagner Living Trust, for which the Reporting Person serves as trustee.
- (5) The shares subject to the option are fully vested and exercisable.

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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