McKelvey James Morgan Jr. Form 4

September 12, 2018

Section 16.

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

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

600

(Print or Type Responses)

1. Name and Address of Reporting Person * McKelvey James Morgan Jr.

(First)

(Street)

(State)

1455 MARKET STREET, SUITE

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Square, Inc. [SQ]

Filed(Month/Day/Year)

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

09/10/2018

4. If Amendment, Date Original

Issuer

5. Relationship of Reporting Person(s) to

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

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

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

SAN FRANCISCO, CA 94103

1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 7. Nature of 3. 6. Transaction(A) or Disposed of (D) Ownership Security (Month/Day/Year) Execution Date, if Securities Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Class A Common 09/10/2018 $C^{(1)}$ 678,000 Α \$0 750,175 D Stock

Class A

Common 09/10/2018 Stock

V 678,000 D

\$0 72,175

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	Secu Acqu Disp	umber of vative rities nired (A) or osed of (D) r. 3, 4, and	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 or Number of Shares
Class B Common Stock (2)	<u>(2)</u>	09/10/2018		C <u>(1)</u>		678,000	(2)	(2)	Class A Common Stock	678,000
Class B Common Stock (2)	(2)						(2)	(2)	Class A Common Stock	13,047,347

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 6	Director	10% Owner	Officer	Other			
McKelvey James Morgan Jr. 1455 MARKET STREET SUITE 600 SAN FRANCISCO, CA 94103	X						

Signatures

/s/ Jason Gao, Attorney-in-Fact 09/12/2018

**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) Represents the conversion of Class B Common Stock into Class A Common Stock held of record by the Reporting Person.
- (2) 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.
- (3) The shares are held of record by the James McKelvey, Jr. Revocable Trust dated July 2, 2014, for which the Reporting Person serves as a Trustee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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