

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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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

(Last) (First) (Middle)

C/O KPCB, 2750 SAND HILL ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

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

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)

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 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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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
- (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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