

Square, Inc.
Form 3
November 18, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Wagner Dana		(Month/Day/Year)	Square, Inc. [SQ]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		11/18/2015		
1455 MARKET STREET, Â SUITE 600			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
SAN FRANCISCO, Â CA Â 94103			Gen. Counsel & Corp. Secretary	
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock ⁽¹⁾	309,120	I	See footnote ⁽²⁾
Common Stock ⁽¹⁾	67,000 ⁽³⁾	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (4)	08/10/2021	Common Stock (1)	960,000	\$ 1.311	D	Â
Stock Option (right to buy)	Â (5)	05/31/2023	Common Stock (1)	103,750	\$ 2.904	D	Â
Stock Option (right to buy)	Â (6)	02/27/2024	Common Stock (1)	250,000	\$ 7.254	D	Â
Stock Option (right to buy)	Â (7)	11/18/2025	Common Stock (1)	200,000	\$ 9	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wagner Dana 1455 MARKET STREET SUITE 600 SAN FRANCISCO, CA 94103	Â	Â	Â Gen. Counsel & Corp. Secretary	Â

Signatures

Jason Gao,
Attorney-in-Fact

11/18/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Each share of Common Stock shall be reclassified into one share of Class B Common Stock immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock.
- (2) The shares are held of record by the Dana R. Wagner Living Trust, for which the 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 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.
- (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.
- (4) The shares subject to the option are fully vested and exercisable.
- (5) 25% of the shares subject to the option vested on May 16, 2014 and 1/48 of the shares vest monthly thereafter.
- (6) 20% of the shares subject to the option vested on February 24, 2015 and 1/60 of the shares vest monthly thereafter.
- (7) 25% of the shares subject to the option vest on October 19, 2016 and 1/48 of the shares vest monthly thereafter.

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Remarks:

Exhibit 24 - Power of Attorney

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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