

Square, Inc.
Form 4
January 05, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Meeker Mary G

(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)
01/03/2017

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 Indirect Ownership (Instr. 4)
Class A Common Stock	01/03/2017		A	1,008 (1) A \$ 0	31,987 (2)	D	
Class A Common Stock					8,623,410	I	See Footnotes (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)

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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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Meeker Mary G 1455 MARKET STREET SUITE 600 SAN FRANCISCO, CA 94103	X			

Signatures

/s/ Laura Reis,
Attorney-in-Fact

01/05/2017

 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).

Each share is represented by a restricted stock unit (RSU). Each RSU represents a contingent right to receive one share of the Issuer's

- (1) Class A Common Stock upon settlement. The RSUs were issued pursuant to the Issuer's Outside Director Compensation Policy, and 100% of the RSUs were vested as of the date of grant.

The reporting person is a managing member of KPCB DGF Associates, LLC, which is the managing member of KPCB Digital Growth Fund, LLC ("KPCB Growth") and KPCB DGF Founders Fund, LLC ("KPCB FF"). The reporting person is deemed to hold the reported securities for the benefit of KPCB Holdings, Inc. as nominee. KPCB Holdings, Inc., as nominee, holds securities for the account of KPCB

- (2) Growth and KPCB FF. The reporting person may be deemed to share voting and investment power over the securities held by KPCB Growth and KPCB FF. 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.

- (3) The reporting person is a managing member of KPCB DGF Associates, LLC, which is the managing member of KPCB Growth and KPCB FF. KPCB Holdings, Inc., as nominee, holds the stock for the account 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 and KPCB FF. 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

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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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