

Square, Inc.
Form 3
March 07, 2017

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)

<p>1. Name and Address of Reporting Person *</p> <p>Reses Jacqueline D</p> <p>(Last) (First) (Middle)</p> <p>1455 MARKET STREET, SUITE 600</p> <p>(Street)</p> <p>SAN FRANCISCO, CA 94103</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/16/2017</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Square, Inc. [SQ]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Capital Lead & People Lead</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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)
Class A Common Stock	511,585 <u>(1)</u> <u>(2)</u> <u>(3)</u>	D	

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) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Class	Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â (4)	11/17/2025	Class A Common Stock	1,500,000 \$ 9		D	Â
Stock Option (Right to Buy)	Â (5)	04/24/2026	Class A Common Stock	1,000,000 \$ 13.59		D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reses Jacqueline D 1455 MARKET STREET SUITE 600 SAN FRANCISCO, CA 94103	Â	Â	Â Capital Lead & People Lead	Â

Signatures

/s/ Jason Gao,
Attorney-in-Fact

03/07/2017

__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) Represents 92,257 shares of the Issuer's Class A Common Stock and 419,328 shares represented by restricted stock units (RSUs).
275,000 of the RSUs each represent a contingent right to receive one share of the Issuer's Class B Common Stock upon settlement. 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. Of the original grant of 400,000 RSUs, 1/4 of the RSUs vested on November 1, 2016, and 1/16 of the RSUs vest every three months thereafter.
- (2) 144,328 of the RSUs each represent a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement. Of the original grants of an aggregate of 177,634 RSUs, 1/16 of the RSUs vested on July 25, 2016, and 1/16 of the RSUs vest every three months thereafter.
- (3) 25% of the shares subject to the option vested on October 19, 2016, and 1/48 of the shares vest monthly thereafter.
- (4) 1/48 of the shares subject to the option vested on May 25, 2016, and 1/48 of the shares vest monthly thereafter.

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.