

Square, Inc.
Form 4
November 24, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
VINIAR DAVID A

(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)
11/24/2015

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 or Price			
Common Stock (1)	11/24/2015		J	35,000 (1) (2) D (1)	0	D	
Class A Common Stock	11/24/2015		J	35,000 (1) (3) A (1)	35,000	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)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amoun Nur Sha
Stock Option (right to buy)	\$ 3.663	11/24/2015		J	326,950	⁽⁴⁾	10/30/2023	Common Stock ⁽¹⁾	32
Stock Option (right to buy)	\$ 3.663	11/24/2015		J	326,950	⁽⁴⁾	10/30/2023	Class B Common Stock ⁽¹⁾ ⁽⁵⁾	32

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VINIAR DAVID A 1455 MARKET STREET SUITE 600 SAN FRANCISCO, CA 94103	X			

Signatures

/s/ Jason Gao,
Attorney-in-Fact

11/24/2015

 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) Immediately prior to the closing of the Issuer's initial public offering, each share of Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.

(2) 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 the date of the next annual meeting of the Issuer's stockholders, and 25% of the RSUs vest annually thereafter on the earlier of the date of the following annual meeting of the Issuer's stockholders or the anniversary of the prior annual meeting of the Issuer's stockholders.

(3) Each share is represented by a restricted stock unit (RSU). Each RSU represents 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. 25% of the RSUs vest on the date of the next annual meeting of the Issuer's stockholders, and 25% of the RSUs vest annually thereafter on the earlier of the date of the following annual meeting of the Issuer's stockholders or the anniversary of the prior annual meeting of the Issuer's stockholders.

Edgar Filing: Square, Inc. - Form 4

- (4) 25% of the shares subject to the option vested on October 30, 2014, and 1/48 of the shares vest monthly thereafter.
- (5) 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.

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.