

Murphy Timothy Hugh
Form 3
November 19, 2018

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 | |
| Murphy Timothy Hugh | | (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) |
| | | 11/16/2018 | | |
| 1455 MARKET STREET, 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, CA 94103 | | | Interim CFO & Treasurer | |
| (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) |
|---------------------------------|---|--|---|
| Class A Common Stock | 61,234 (1) (2) (3) (4) (5) | D | |

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

SEC 1473 (7-02)

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.

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 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 | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|-----------------------------|------------------|-----------------|--|----------------------------|
| Stock Option (Right to Buy) | Â (6) | 06/16/2025 | Class B Common Stock (7) 110,000 \$ 13.94 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Murphy Timothy Hugh 1455 MARKET STREET SUITE 600 SAN FRANCISCO, CA 94103 | Â | Â | Â Interim CFO & Treasurer | Â |

Signatures

Shahzia Rahman,
Attorney-in-Fact

11/19/2018

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 18,684 shares of the Issuer's Class A Common Stock owned, and 42,550 shares represented by unvested restricted stock units (RSUs).
4,226 of the RSUs each represent a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement. Of the
 - (2) original grant of an aggregate of 11,268 RSUs, 1/16 of the RSUs vested on August 1, 2016, and 1/16 of the total RSUs vest every three months thereafter.
7,926 of the RSUs each represent a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement. Of the
 - (3) original grant of an aggregate of 18,115 RSUs, 1/16 of the RSUs vested on September 1, 2016, and 1/16 of the total RSUs vest every three months thereafter.
25,797 of the RSUs each represent a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement. Of the
 - (4) original grant of an aggregate of 41,274 RSUs, 1/16 of the RSUs vested on July 1, 2017, and 1/16 of the total RSUs vest every three months thereafter.
4,601 of the RSUs each represent a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement. Of the
 - (5) original grant of an aggregate of 4,962 RSUs, 1/16 of the RSUs vested on July 1, 2018, and 1/16 of the total RSUs vest every three months thereafter.
 - (6) 25% of the shares subject to the option vested on June 8, 2016, and 1/48th of the shares vest monthly thereafter.
 - (7) Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder.

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.