

Square, Inc.
Form 4
November 04, 2016

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 *
Brougher Françoise

(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)
11/03/2016

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)
Business Lead

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 | (A) or (D) | Price | |
| Class A Common Stock | 11/03/2016 | | C ⁽¹⁾ | | 165,110 | A | \$ 0 265,243 | D |
| Class A Common Stock | 11/03/2016 | | S ⁽²⁾ | | 165,110 | D | \$ 12 100,133 | D |
| Class A Common Stock | 11/04/2016 | | C ⁽¹⁾ | | 7,967 | A | \$ 0 108,100 | D |
| Class A Common | 11/04/2016 | | S ⁽²⁾ | | 7,967 | D | \$ 12 100,133 | D |

Stock

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

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|
| | | | | | | Date Exercisable | Expiration Date | |
| Stock Option (right to buy) | \$ 2.904 | 11/03/2016 | | M | 165,110 | (3) | 05/31/2023 | Class B Common Stock (4) |
| Class B Common Stock (4) | (4) | 11/03/2016 | | M | 165,110 | (4) | (4) | Class A Common Stock |
| Class B Common Stock (4) | (4) | 11/03/2016 | | C(1) | 165,110 | (4) | (4) | Class A Common Stock |
| Stock Option (right to buy) | \$ 2.904 | 11/04/2016 | | M | 7,967 | (3) | 05/31/2023 | Class B Common Stock (4) |
| Class B Common Stock (4) | (4) | 11/04/2016 | | M | 7,967 | (4) | (4) | Class A Common Stock |
| Class B Common Stock (4) | (4) | 11/04/2016 | | C(1) | 7,967 | (4) | (4) | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Brougner Francoise 1455 MARKET STREET | | | Business Lead | |

SUITE 600
SAN FRANCISCO, CA 94103

Signatures

/s/ Laura Reis,
Attorney-in-Fact

11/04/2016

**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) Represents the conversion of Class B Common Stock into Class A Common Stock held of record by the Reporting Person.
- (2) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- (3) 25% of the shares subject to the option vested on May 6, 2014, and 1/48 of the shares vest monthly thereafter.
- (4) 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.