

Meeker Mary G
Form 4
August 08, 2018

FORM 4

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

OMB APPROVAL

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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)

C/O KPCB, 2750 SAND HILL ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Square, Inc. [SQ]

3. Date of Earliest Transaction
(Month/Day/Year)

08/06/2018

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock | 08/06/2018 | | J ⁽¹⁾ | 1,000,000 D | \$ 0 1,880,540 | I | See Footnote (2) |
| Class A Common Stock | 08/06/2018 | | J ⁽³⁾ | 261,536 A | \$ 0 298,786 | I | See Footnote (4) |
| Class A Common Stock | 08/06/2018 | | J ⁽⁵⁾ | 230,462 D | \$ 0 68,324 | I | See Footnote (4) |
| Class A Common | 08/06/2018 | | J ⁽⁶⁾ | 26,582 A | \$ 0 271,575 | D ⁽⁷⁾ | |

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Stock

Class A

Common 08/06/2018 J⁽⁸⁾ 1,908 A \$ 0 273,483 D ⁽⁷⁾
 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Meeker Mary G C/O KPCB 2750 SAND HILL ROAD MENLO PARK, CA 94025 | | X | | |

Signatures

/s/ Susan Biglieri,
 Attorney-in-Fact 08/08/2018
 **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 a pro-rata in-kind distribution of Class A Common Stock of the Issuer by KPCB Digital Growth Fund, LLC ("KPCB Growth"), KPCB DGF Founders Fund, LLC ("KPCB FF"), and KPCB sFund, LLC ("KPCB sFund") without consideration to the

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respective members of each such entity (the "Fund Distribution").

KPCB Holdings, Inc., as nominee, holds the stock for the account of KPCB Growth, KPCB FF, and KPCB sFund. All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee" for the accounts of such entities who each exercise their own voting and dispositive power of such shares. The reporting person is a managing member of KPCB DGF Associates, LLC ("DGF Associates"),

- (2) which is the managing member 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, KPCB FF and KPCB sFund. 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) Represents a change in the form of ownership from indirect to direct by virtue of the receipt of shares from KPCB Growth in the Fund Distribution by KPCB Growth.

The shares are held directly by DGF Associates. The reporting person is a managing member of DGF Associates and may be deemed to share voting and investment power over the securities held by DGF Associates. 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.

- (4) Represents a change in the form of ownership from indirect to direct by virtue of the receipt of shares from KPCB sFund Associates, LLC ("sFund Associates"), of which the reporting person is a member, as part of a pro-rata in-kind distribution of such shares by sFund Associates without consideration to its members.
- (5) Represents a pro-rata in-kind distribution of Class A Common Stock of the Issuer by DGF Associates without consideration to its members (the "Associates Distribution").
- (6) Represents a change in the form of ownership from indirect to direct by virtue of the receipt of shares in the Associates Distribution.
- (7) Shares are held directly by the reporting person.

Represents a change in the form of ownership from indirect to direct by virtue of the receipt of shares from KPCB sFund Associates, LLC ("sFund Associates"), of which the reporting person is a member, as part of a pro-rata in-kind distribution of such shares by sFund Associates without consideration to its members.

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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