

Henry Alyssa
 Form 4
 December 19, 2018

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 *
 Henry Alyssa

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1455 MARKET STREET, SUITE 600

3. Date of Earliest Transaction (Month/Day/Year)
 12/17/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Seller Lead

(Street)
 SAN FRANCISCO, CA 94103

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 11/15/2018 | | A | V | 398 ⁽¹⁾ | A | \$ 34.561 |
| Class A Common Stock | 12/17/2018 | | C ⁽²⁾ | | 50,000 | A | \$ 0 |
| Class A Common Stock | 12/17/2018 | | S ⁽³⁾ | | 13,274 | D | \$ 58.52 ⁽⁴⁾ |
| Class A Common | 12/17/2018 | | S ⁽³⁾ | | 13,964 | D | \$ 59.6 ⁽⁵⁾ |
| | | | | | | | 429,153 |
| | | | | | | | 479,153 |
| | | | | | | | 465,879 |
| | | | | | | | 451,915 |

Stock

Class A
Common Stock 12/17/2018 S⁽³⁾ 11,040 D \$ 60.74⁽⁶⁾ 440,875 D

Class A
Common Stock 12/17/2018 S⁽³⁾ 11,722 D \$ 61.48⁽⁷⁾ 429,153 D

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (right to buy) | \$ 7.254 | 12/17/2018 | | M | 50,000 | ⁽⁸⁾ 05/14/2024 | Class B Common Stock ⁽⁹⁾ 50,000 |
| Class B Common Stock ⁽⁹⁾ | ⁽⁹⁾ | 12/17/2018 | | M | 50,000 | ⁽⁹⁾ ⁽⁹⁾ | Class A Common Stock 50,000 |
| Class B Common Stock ⁽⁹⁾ | ⁽⁹⁾ | 12/17/2018 | | C ⁽²⁾ | 50,000 | ⁽⁹⁾ ⁽⁹⁾ | Class A Common Stock 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Henry Alyssa 1455 MARKET STREET SUITE 600 SAN FRANCISCO, CA 94103 | | | Seller Lead | |

Signatures

/s/ Shahzia Rahman,
Attorney-in-Fact

12/19/2018

__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) These shares were acquired under the Issuer's Employee Stock Purchase Plan in a transaction that was exempt under both Rule 16b-3(d) and Rule 16b-3(c).
- (2) Represents the conversion of Class B Common Stock into Class A Common Stock held of record by the Reporting Person.
- (3) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$58.20 to \$59.17 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (5) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$59.20 to \$60.16 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (6) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$60.20 to \$61.19 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (7) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$61.20 to \$61.80 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (8) 25% of the shares subject to the option vested on May 12, 2015, and 1/48 of the shares vested monthly thereafter.
- (9) 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.

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