

Square, Inc.

Form 3

November 18, 2015

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 *

Â Friar Sarah

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/18/2015

3. Issuer Name **and** Ticker or Trading Symbol
Square, Inc. [SQ]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)1455 MARKET
STREET,Â SUITE 600

(Street)

(Check all applicable)

___ Director ☒ 10% Owner
☒ Officer ___ Other
 (give title below) (specify below)
 Chief Financial Officer

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

SAN

FRANCISCO,Â CAÂ 94103

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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)Common Stock ⁽¹⁾

1,348,769

I

See footnote ⁽²⁾

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

SEC 1473 (7-02)

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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)

Title

4. Conversion
or Exercise
Price of
Derivative
Security5. 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 (3)	07/25/2022	Common Stock (1)	344,246	\$ 2.728	D	Â
Stock Option (right to buy)	Â (4)	05/31/2023	Common Stock (1)	36,250	\$ 2.904	D	Â
Stock Option (right to buy)	Â (5)	08/27/2023	Common Stock (1)	494,067	\$ 3.334	D	Â
Stock Option (right to buy)	Â (6)	02/27/2024	Common Stock (1)	276,668	\$ 7.254	D	Â
Stock Option (right to buy)	Â (7)	02/24/2025	Common Stock (1)	1,400,000	\$ 10.06	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Friar Sarah 1455 MARKET STREET SUITE 600 SAN FRANCISCO, CA 94103	Â	Â X	Â Chief Financial Officer	Â

Signatures

/s/ Jason Gao,
Attorney-in-Fact

11/18/2015

__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) Each share of Common Stock shall be reclassified into one share of Class B Common Stock immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock.
- (2) The shares are held of record by The Sarah Friar 2015 GRAT, dated August 6, 2015, for which the Reporting Person serves as a trustee.
- (3) 25% of the shares subject to the option vested on July 9, 2013, and 1/48 of the shares vest monthly thereafter. The original grant for 1,180,270 shares was early exercised for 590,130 shares on August 31, 2012, and exercised for 245,894 shares on June 4, 2015.
- (4) 25% of the shares subject to the option vested on May 16, 2014, and 1/48 of the shares vest monthly thereafter. The original grant of 72,500 shares was exercised for 36,250 shares on June 4, 2015.
- (5) 25% of the shares subject to the option vested on August 27, 2014, and 1/48 of the shares vest monthly thereafter. The original grant of 878,340 shares was exercised for 384,273 shares on June 4, 2015.
- (6) 20% of the shares subject to the option vested on February 25, 2015, and 1/60 of the shares vest monthly thereafter. The original grant of 368,890 shares was exercised for 92,222 shares on June 4, 2015.
- (7) 20% of the shares subject to the option vest on March 1, 2016, and 1/60 of the shares vest monthly thereafter.

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Remarks:

Exhibit 24 - Power of Attorney

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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