

Square, Inc.  
Form 4  
November 30, 2016

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Khosla Ventures III, L.P.

(Last) (First) (Middle)

2128 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)

11/28/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_X\_\_\_\_ 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	11/28/2016		C <sup>(1)</sup>	689,000	A \$ 0 <sup>(1)</sup> 689,000	I	See Footnote (2)
Class A Common Stock	11/28/2016		S	689,000	D \$ 12.73 <sup>(3)</sup> 0	I	See Footnote (2)
Class A Common Stock	11/29/2016		C <sup>(1)</sup>	6,311,000	A \$ 0 <sup>(1)</sup> 6,311,000	I	See Footnote (2)
Class A Common Stock	11/29/2016		S	960,000	D \$ 12.6 <sup>(4)</sup> 5,351,000	I	See Footnote (2)

Edgar Filing: Square, Inc. - Form 4

Class A Common Stock	11/30/2016	S	351,000	D	\$ 12.76 (5)	5,000,000	I	See Footnote (2)
Class A Common Stock	11/30/2016	J(6)	5,000,000	D	\$ 0	0	I	See Footnote (2)
Class A Common Stock	11/30/2016	J(6)	454,545	A	\$ 0	454,545	I	See Footnote (8)
Class A Common Stock	11/30/2016	J(7)	454,545	D	\$ 0	0	I	See Footnote (8)
Class A Common Stock	11/30/2016	J(7)	439,545	A	\$ 0	439,545	I	See Footnote (9)

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

**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.**

SEC 1474  
(9-02)

**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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(10)	11/28/2016		C(1)		689,000		(10)	(10)	Class A Common Stock	689,000
Class B Common Stock	(10)	11/29/2016		C(1)		6,311,000		(10)	(10)	Class A Common Stock	6,311,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Khosla Ventures III, L.P.	X

2128 SAND HILL ROAD  
MENLO PARK, CA 94025

Khosla Ventures Associates III, LLC  
2128 SAND HILL ROAD  
MENLO PARK, CA 94025

X

VK Services, LLC  
2128 SAND HILL ROAD  
MENLO PARK, CA 94025

X

KHOSLA VINOD  
2128 SAND HILL ROAD  
MENLO PARK, CA 94025

X

## Signatures

/s/ John J. Demeter, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Associates III, LLC, in its capacity as general partner of Khosla Ventures III, L.P.

11/30/2016

\_\_Signature of Reporting Person

Date

/s/ John J. Demeter, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Associates III, LLC

11/30/2016

\_\_Signature of Reporting Person

Date

/s/ John J. Demeter, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC

11/30/2016

\_\_Signature of Reporting Person

Date

/s/ John J. Demeter, as attorney in fact for Vinod Khosla

11/30/2016

\_\_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) Pursuant to a conversion exempt under Rule 16b-6(b), shares of Class B Common Stock were automatically converted into shares of Class A Common Stock on a one-for-one basis.

Consists of securities held of record by Khosla Ventures III, LP ("KV III"), of which Khosla Ventures Associates III, LLC ("KVA III") is the general partner. Vinod Khosla is the managing member of VK Services, LLC ("VK Services"), which is the manager of KVA III.

(2) Each of KVA III, VK Services and Vinod Khosla may be deemed to possess voting and investment control over such securities, and each of KVA III, VK Services and Vinod Khosla may be deemed to have indirect beneficial ownership of such securities. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$12.51 to \$12.84, inclusive. Each reporting person undertakes to provide Square, Inc., any security holder of Square, Inc., 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 ranges set forth in footnote (3) to this Form 4.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$12.48 to \$12.67, inclusive. Each reporting person undertakes to provide Square, Inc., any security holder of Square, Inc., 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 ranges set forth in footnote (4) to this Form 4.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$12.48 to \$12.89, inclusive. Each reporting person undertakes to provide Square, Inc., any security holder of Square, Inc., or the staff of the

## Edgar Filing: Square, Inc. - Form 4

Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (5) to this Form 4.

- (6) On November 30, 2016, 5,000,000 shares of Class A Common Stock held by KV III were distributed to the limited partners and general partners of KV III.
- (7) On November 30, 2016, 454,545 shares of Class A Common Stock held by KVA III were distributed to the general partners of KVA III.  
Consists of securities held of record by KVA III. Vinod Khosla is the managing member of VK Services, which is the manager of KVA III. Each of KVA III, VK Services and Vinod Khosla may be deemed to possess voting and investment control over such securities, and each of KVA III, VK Services and Vinod Khosla may be deemed to have indirect beneficial ownership of such securities. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
- (8) Consists of securities held of record by VK Services. Vinod Khosla is the managing member of VK Services. Each of VK Services and Vinod Khosla may be deemed to possess voting and investment control over such securities, and each of VK Services and Vinod Khosla may be deemed to have indirect beneficial ownership of such securities. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
- (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.
- (10)

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.