

Square, Inc.
Form 8-K
June 21, 2018

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

June 19, 2018

Square, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-37622
(Commission

File Number)

80-0429876
(IRS Employer

Identification No.)

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1455 Market Street, Suite 600

San Francisco, CA 94103

(Address of principal executive offices, including zip code)

(415) 375-3176

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 19, 2018, Square, Inc. (the Company) held its 2018 annual meeting of stockholders (the Annual Meeting). The stockholders of the Company voted on the following three proposals at the Annual Meeting, each of which is more fully described in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 27, 2018:

1. To elect four Class III directors to serve until the Company's 2021 annual meeting of stockholders and until their successors are duly elected and qualified;
2. To approve, on an advisory basis, the compensation of the Company's named executive officers; and
3. To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the Company's fiscal year ending December 31, 2018.

Holders of the Company's Class A common stock, par value 0.0000001 per share (the Class A Common Stock), were entitled to one vote on each proposal for each share held as of the close of business on April 24, 2018 (the Record Date), and holders of the Company's Class B common stock, par value \$0.0000001 per share (the Class B Common Stock), were entitled to ten votes on each proposal for each share held as of the close of business on the Record Date. The Class A Common Stock and Class B Common Stock voted as a single class on all matters.

Present at the Annual Meeting in person or by proxy were holders of 235,351,816 shares of Class A Common Stock and 108,820,851 shares of Class B Common Stock, together representing 94.47% of the combined voting power of all issued and outstanding shares of Class A Common Stock and Class B Common Stock entitled to vote at the Annual Meeting, constituting a quorum.

The final voting results for each of these proposals are detailed below.

1. Election of Directors

| Nominee | Votes For | Votes | | Broker Non-Votes |
|------------------|---------------|------------|--|------------------|
| | | Withheld | | |
| Randy Garutti | 1,236,470,202 | 1,043,523 | | 86,046,601 |
| Mary Meeker | 1,209,939,292 | 27,574,433 | | 86,046,601 |
| Naveen Rao | 1,237,045,942 | 467,783 | | 86,046,601 |
| Lawrence Summers | 1,209,671,451 | 27,842,274 | | 86,046,601 |

Each director-nominee was duly elected as a Class III director to serve until the Company's 2021 annual meeting of stockholders and until his or her successor is duly elected and qualified.

2. Advisory Vote on Compensation of Named Executive Officers

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| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|---------------|---------------|-----------------|------------------|
| 1,219,893,596 | 17,334,845 | 285,284 | 86,046,601 |

The stockholders advised that they were in favor of the compensation of the Company's named executive officers.

3. Ratification of Appointment of Independent Registered Public Accounting Firm

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|---------------|---------------|-----------------|------------------|
| 1,321,701,645 | 1,261,160 | 597,521 | 0 |

The stockholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the Company's fiscal year ending December 31, 2018.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SQUARE, INC.

By: /s/ Jason S. Gao
Jason S. Gao

Assistant Secretary

Date: June 21, 2018