

BOTHA ROELOF  
Form 4  
June 21, 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 \*  
**BOTHA ROELOF**

(Last) (First) (Middle)

**C/O SEQUOIA CAPITAL, 2800  
SAND HILL ROAD, SUITE 101**

(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)  
**06/19/2018**

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Class A Common Stock	06/19/2018		A	3,790 (1) A \$ 0	48,961	D	
Class A Common Stock					899,976	I	Sequoia Capital U.S. Venture 2010-Seed Fund, L.P. (2)
Class A Common Stock					854,616	I	Sequoia Capital U.S. Growth

Class A  
Common  
Stock

35,505 I

Fund IV,  
L.P. <sup>(3)</sup>  
Sequoia  
Capital  
USGF  
Principals  
Fund IV,  
L.P. <sup>(3)</sup>

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
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**Reporting Owners**

**Reporting Owner Name / Address**

**Relationships**

BOTHA ROELOF  
C/O SEQUOIA CAPITAL, 2800 SAND HILL ROAD  
SUITE 101  
MENLO PARK, CA 94025

Director 10% Owner Officer Other

X

**Signatures**

/s/ Jason Gao,  
Attorney-in-Fact 06/21/2018

          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).

Represents an automatic restricted stock unit (RSU) award issued pursuant to the Issuer's Outside Director Compensation Policy. Each

- (1) RSU represents a contingent right to receive one share of Issuer's Class A Common Stock upon settlement. 100% of the RSUs vest on the earlier of June 19, 2019, or the Issuer's next annual meeting of stockholders.

SC US (TTGP), Ltd. is the general partner of SC U.S. Venture 2010 Management, L.P., which is the general partner of Sequoia Capital U.S. Venture 2010-Seed Fund, L.P., or collectively, the Venture 2010 Funds. The Reporting Person is a Director of SC US (TTGP), Ltd.

- (2) The Reporting Person disclaims beneficial ownership of the securities held by the Venture 2010 Funds except to the extent of his 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.

SC US (TTGP), Ltd. is the general partner of SCGF IV Management, L.P., which is the general partner of Sequoia Capital U.S. Growth Fund IV, L.P. and Sequoia Capital USGF Principals Fund IV, L.P., or collectively, the SC GFIV Funds. The Reporting Person is a

- (3) Director of SC US (TTGP), Ltd. The Reporting Person disclaims beneficial ownership of the securities held by the SC GFIV Funds except to the extent of his 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.

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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