

Square, Inc.
Form 4
June 12, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Khosla Ventures III, L.P.

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)
2128 SAND HILL ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/08/2017

____ Director
____ Officer (give title below) Other (specify below)
former 10% holder

MENLO PARK, CA 94025

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 | 06/08/2017 | | J(2) | | 5,000,000 | D | \$ 0 0 | See footnote (1) |
| Class A Common Stock | 06/08/2017 | | J(2) | | 454,545 | A | \$ 0 454,545 | See footnote (4) |
| Class A Common Stock | 06/08/2017 | | J(3) | | 454,545 | D | \$ 0 0 | See footnote (4) |
| Class A Common | 06/08/2017 | | J(3) | | 439,545 | A | \$ 0 2,549,361 | See footnote |

Stock

(5)

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------------|
| | Director | 10% Owner | Officer | Other |
| Khosla Ventures III, L.P. 2128 SAND HILL ROAD MENLO PARK, CA 94025 | | | | former 10% holder |
| Khosla Ventures Associates III, LLC 2128 SAND HILL ROAD MENLO PARK, CA 94025 | | | | former 10% holder |
| VK Services, LLC 2128 SAND HILL ROAD MENLO PARK, CA 94025 | | | | former 10% holder |
| KHOSLA VINOD 2128 SAND HILL ROAD MENLO PARK, CA 94025 | | | | former 10% holder |

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.

06/12/2017

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| <u>Signature of Reporting Person</u> | 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 | 06/12/2017 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ John J. Demeter, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC | 06/12/2017 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ John J. Demeter, as attorney in fact for Vinod Khosla | 06/12/2017 |
| <u>Signature of Reporting Person</u> | 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).

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.

(1) 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.

(2) On June 8, 2017, 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.

(3) On June 8, 2017, 454,545 shares of Class A Common Stock held by KVA III were distributed to the members of KVA III.

(4) 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.

(5) 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.

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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