

Square, Inc.

Form 3

November 18, 2015

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

Wagner Dana

(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, SUITE 600

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Gen. Counsel & Corp. Secretary

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, CA 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⁾

309,120

I

See footnote ⁽²⁾Common Stock ⁽¹⁾67,000 ⁽³⁾

D

A

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

SEC 1473 (7-02)

**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.****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)4. Conversion
or Exercise
Price of5. Ownership
Form of
Derivative6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (4)	08/10/2021	Common Stock (1)	960,000	\$ 1.311	D	Â
Stock Option (right to buy)	Â (5)	05/31/2023	Common Stock (1)	103,750	\$ 2.904	D	Â
Stock Option (right to buy)	Â (6)	02/27/2024	Common Stock (1)	250,000	\$ 7.254	D	Â
Stock Option (right to buy)	Â (7)	11/18/2025	Common Stock (1)	200,000	\$ 9	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wagner Dana 1455 MARKET STREET SUITE 600 SAN FRANCISCO, CA 94103	Â	Â	Â Gen. Counsel & Corp. Secretary	Â

Signatures

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 Dana R. Wagner Living Trust, for which the Reporting Person serves as trustee.
Each share is represented by a restricted stock unit (RSU). Each RSU represents a contingent right to receive one share of the Issuer's
- (3) Common Stock upon settlement. 25% of the RSUs vest on November 1, 2016, and 1/12 of the remaining RSUs vest every three months thereafter.
- (4) The shares subject to the option are fully vested and exercisable.
- (5) 25% of the shares subject to the option vested on May 16, 2014 and 1/48 of the shares vest monthly thereafter.
- (6) 20% of the shares subject to the option vested on February 24, 2015 and 1/60 of the shares vest monthly thereafter.
- (7) 25% of the shares subject to the option vest on October 19, 2016 and 1/48 of the shares vest monthly thereafter.

Â

Remarks:

ExhibitÂ 24Â -Â PowerÂ ofÂ 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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