

Square, Inc.
Form 4
May 18, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KPCB DGF Associates, LLC

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)

2750 SAND HILL ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
05/17/2016

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)

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

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

MENLO PARK, CA 94025

____ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	05/17/2016		C	8,623,410 A \$ 0	8,623,410	I	See footnote (1) (2)

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
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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)

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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 ⁽³⁾	<u>(3)</u>	05/17/2016		C		8,623,410	<u>(4)</u>	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	8,623,410

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KPCB DGF Associates, LLC 2750 SAND HILL ROAD MENLO PARK, CA 94025		X		
KPCB Digital Growth Founders Fund, LLC 2750 SAND HILL ROAD MENLO PARK, CA 94025		X		
KPCB Digital Growth Fund, LLC 2750 SAND HILL ROAD MENLO PARK, CA 94025		X		

Signatures

KPCB DGF Associates, LLC By: /s/ Paul Vronsky, General Counsel 05/17/2016

**Signature of Reporting Person Date

KPCB Digital Growth Fund, LLC By: KPCB DGF Associates, LLC, Its Managing Member,
By: /s/ Paul Vronsky, General Counsel

05/17/2016

____Signature of Reporting Person

Date

KPCB Digital Growth Founders Fund, LLC By: KPCB DGF Associates, LLC, Its Managing Member, By: /s/ Paul Vronsky, General Counsel

05/17/2016

____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) All shares are held for convenience in the name of "KPCB Holdings, Inc. as nominee," for the accounts of such individuals and entities who each exercise their own voting and dispositive power over such shares. The managing member of KPCB Digital Growth Fund, LLC and KPCB DGF Founders Fund, LLC is KPCB DGF Associates, LLC. John Doerr, Ted Schlein, Brook Byers, Bing Gordon and Mary Meeker (collectively, the "Managing Members") are the managing members of KPCB DGF Associates, LLC, and, as such, may be deemed to have shared voting and dispositive power with respect to the issuer's securities held of record by KPCB Digital Growth Fund, LLC and KPCB DGF Founders Fund, LLC. [continued in next footnote]

(2)

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[continued from previous footnote] Each of entities and the Managing Members disclaims beneficial ownership of the securities reported herein, except to the extent of their respective pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the shares for purposes of Section 16 or for any other purpose.

- (3) 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.
- (4) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock.

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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