

Square, Inc.  
 Form 3  
 November 18, 2015

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

OMB APPROVAL

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**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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Friar Sarah		(Month/Day/Year)	Square, Inc. [SQ]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		11/18/2015		
1455 MARKET STREET, Â SUITE 600			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
SAN FRANCISCO, Â CA Â 94103			Chief Financial Officer	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)		<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. 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 <sup>(1)</sup>	1,348,769	I	See footnote <sup>(2)</sup>

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

SEC 1473 (7-02)

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**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 of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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	Date Exercisable	Expiration Date	Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (3)	07/25/2022	Common Stock (1) 344,246	\$ 2.728	D	Â
Stock Option (right to buy)	Â (4)	05/31/2023	Common Stock (1) 36,250	\$ 2.904	D	Â
Stock Option (right to buy)	Â (5)	08/27/2023	Common Stock (1) 494,067	\$ 3.334	D	Â
Stock Option (right to buy)	Â (6)	02/27/2024	Common Stock (1) 276,668	\$ 7.254	D	Â
Stock Option (right to buy)	Â (7)	02/24/2025	Common Stock (1) 1,400,000	\$ 10.06	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Friar Sarah 1455 MARKET STREET SUITE 600 SAN FRANCISCO, CA 94103	Â	Â X	Â Chief Financial Officer	Â

## Signatures

/s/ 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 Sarah Friar 2015 GRAT, dated August 6, 2015, for which the Reporting Person serves as a trustee.
- (3) 25% of the shares subject to the option vested on July 9, 2013, and 1/48 of the shares vest monthly thereafter. The original grant for 1,180,270 shares was early exercised for 590,130 shares on August 31, 2012, and exercised for 245,894 shares on June 4, 2015.
- (4) 25% of the shares subject to the option vested on May 16, 2014, and 1/48 of the shares vest monthly thereafter. The original grant of 72,500 shares was exercised for 36,250 shares on June 4, 2015.
- (5) 25% of the shares subject to the option vested on August 27, 2014, and 1/48 of the shares vest monthly thereafter. The original grant of 878,340 shares was exercised for 384,273 shares on June 4, 2015.
- (6) 20% of the shares subject to the option vested on February 25, 2015, and 1/60 of the shares vest monthly thereafter. The original grant of 368,890 shares was exercised for 92,222 shares on June 4, 2015.
- (7) 20% of the shares subject to the option vest on March 1, 2016, and 1/60 of the shares vest monthly thereafter.

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**Remarks:**

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Exhibit 24 - Power of 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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