

Whiteley Sivan
Form 3
March 27, 2018

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	
Whiteley Sivan		(Month/Day/Year)	Square, Inc. [SQ]	
(Last)	(First)	(Middle)	03/18/2018	
1455 MARKET STREET, SUITE 600			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)				
SAN FRANCISCO, CA 94103		(Check all applicable)		
(City)	(State)	(Zip)	<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Gen. Counsel & Corp. Secretary	6. Individual or Joint/Group Filing(Check Applicable Line)
				<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)
Class A Common Stock	116,226 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	D	

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)
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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Stock Option (Right to Buy)	Â (6)	02/27/2024	Class B Common Stock (7) 4,167 \$ 7.254	D Â
Stock Option (Right to Buy)	Â (8)	06/16/2025	Class B Common Stock (7) 28,125 \$ 13.94	D Â

Reporting Owners

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

Signatures

/s/ Jason Gao,
Attorney-in-Fact

03/27/2018

**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) Represents 10,667 shares of the Issuer's Class A Common Stock owned, and 105,559 shares represented by unvested restricted stock units (RSUs).
6,339 of the RSUs each represent a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement. Of the original grant of an aggregate of 11,268 RSUs, 1/16 of the RSUs vested on August 1, 2016, and 1/16 of the total RSUs vest every three months thereafter.
 - (2) 15,324 of the RSUs each represent a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement. Of the original grant of an aggregate of 35,025 RSUs, 1/4 of the RSUs vested on December 16, 2016, and 1/16 of the total RSUs vest every three months thereafter.
 - (3) 30,000 of the RSUs each represent a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement. Of the original grant of an aggregate of 40,000 RSUs, 1/16 of the RSUs vested on April 1, 2017, and 1/16 of the total RSUs vest every three months thereafter.
 - (4) 53,896 of the RSUs each represent a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement. Of the original grant of an aggregate of 66,333 RSUs, 1/16 of the RSUs vested on July 1, 2017, and 1/16 of the total RSUs vest every three months thereafter.
 - (5) 25% of the shares subject to the option vested on January 31, 2015, and 1/48 of the shares vest monthly thereafter.
 - (6) Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder.
 - (7) 25% of the shares subject to the option vested on June 1, 2016, and 1/48 of the shares vest monthly thereafter.
 - (8)

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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