

Friar Sarah
Form 4
September 21, 2018

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Friar Sarah

(Last) (First) (Middle)

1455 MARKET STREET, SUITE
600

(Street)

SAN FRANCISCO, CA 94103

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Square, Inc. [SQ]

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

09/19/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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(A) or Disposed of (D) Code (Instr. 8)	4. Securities Acquired 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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	09/19/2018		C ⁽¹⁾	449,320 A \$ 0	449,320	I	See Footnote (2)
Class A Common Stock	09/19/2018		G V	449,320 D \$ 0 0		I	See Footnote (2)
Class A Common Stock					361,725	D	

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

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(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)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Class B Common Stock ⁽³⁾	<u>(3)</u>	09/19/2018		C			449,320	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	449,320
Class B Common Stock ⁽³⁾	<u>(3)</u>	09/19/2018		G	V		99,133	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	99,133
Class B Common Stock ⁽³⁾	<u>(3)</u>	09/19/2018		G	V	99,133		<u>(3)</u>	<u>(3)</u>	Class A Common Stock	99,133

Reporting Owners

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

Signatures

/s/ Jason Gao,
Attorney-in-Fact 09/21/2018

 **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) Represents the conversion of Class B Common Stock into Class A Common Stock held of record by The Sarah Friar 2015 GRAT dated August 6, 2015 (2015 GRAT), for which the Reporting Person serves as a trustee.

(2) The shares are held of record by the 2015 GRAT.

(3)

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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.

- The shares are held of record by David Riley and Sarah Friar Revocable Trust dated August 11, 2006 (Revocable Trust), for which the
- (4) Reporting Person serves as a trustee. The Reporting Person has sole dispositive power and voting control over the shares of the Issuer held by the Revocable Trust.

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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