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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person

BOTHA ROELOF

C/O SEQUOIA CAPITAL, 2800 SAND HILL ROAD, SUITE 101
MENLO PARK, CA 94025

2. Issuer Name and Ticker or Trading Symbol

Square, Inc. [ SQ ]

3. Date of Earliest Transaction (MM/DD/YYYY)

1/2/2019

4. If Amendment, Date Original Filed (MM/DD/YYYY)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

__X__ Director

10% Owner

Officer (give title below)

Other (specify below)

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

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>2A. Deemed Execution Date, if any</th>
<th>3. Trans. Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>1/2/2019</td>
<td>A</td>
<td>245 (1)</td>
<td>A</td>
<td>$0.00</td>
<td>49567</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
<td>719981</td>
<td></td>
<td></td>
<td></td>
<td>1 Sequoia Capital U.S. Venture 2010-Seed Fund, L.P. (2)</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
<td>858081</td>
<td></td>
<td></td>
<td></td>
<td>1 Sequoia Capital U.S. Growth Fund IV, L.P. (2)</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
<td>35657</td>
<td></td>
<td></td>
<td></td>
<td>1 Sequoia Capital USGF Principals Fund IV, L.P. (2)</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td></td>
<td></td>
<td>127321</td>
<td></td>
<td></td>
<td></td>
<td>1 By estate planning vehicle</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivate Security (Instr. 3)</th>
<th>Trans. Date</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Trans. Code (Instr. 8)</th>
<th>4. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Date Exercisable and Expiration Date</th>
<th>6. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>7. Price of Derivative Security (Instr. 5)</th>
<th>8. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>9. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>10. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
</table>

Explanation of Responses:

(1) Each share is represented by a restricted stock unit (RSU). Each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement. The RSUs were issued pursuant to the Issuer's Outside Director Compensation Policy, and 100% of the RSUs were vested as of the date of grant.

(2) SC US (TTGP), Ltd. is the general partner of SC U.S. Venture 2010 Management, L.P., which is the general partner of Sequoia Capital U.S. Venture 2010-Seed Fund, L.P., or collectively, the Venture 2010 Funds. The Reporting Person is a Director of SC US (TTGP), Ltd. The Reporting Person disclaims beneficial ownership of the securities held by the Venture 2010 Funds except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

(3) SC US (TTGP), Ltd. is the general partner of SCGF IV Management, L.P., which is the general partner of Sequoia Capital U.S. Growth Fund IV, L.P. and
Sequoia Capital USGF Principals Fund IV, L.P., or collectively, the SC GFIV Funds. The Reporting Person is a Director of SC US (TTGP), Ltd. The Reporting Person disclaims beneficial ownership of the securities held by the SC GFIV Funds except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

<table>
<thead>
<tr>
<th>Reporting Owners</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Reporting Owner Name / Address</td>
<td>Director</td>
</tr>
<tr>
<td>BOTA ROLOF</td>
<td>X</td>
</tr>
<tr>
<td>C/O SEQUOIA CAPITAL, 2800 SAND HILL ROAD SUITE 101 MENLO PARK, CA 94025</td>
<td></td>
</tr>
</tbody>
</table>

Signatures

/s/ Shahzia Rahman, Attorney-in-Fact 1/4/2019

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.
POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Square, Inc. (the "Company"), hereby constitutes and appoints Tait Svenson, Shahzia Rahman, Brandy Garduno, Susan Szotek, and Chris Williams, and each of them, as the undersigned's true and lawful attorney-in-fact to:

1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his or her discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and

2. do all acts necessary in order to file such forms with the Securities and Exchange Commission (the "SEC"), any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 24 day of September, 2018.

Signature: /s/ Roelof Botha
Print Name: Roelof Botha