

## INITIAL STATEMENT OF 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 * <b>Reses Jacqueline D</b>	2. Date of Event Requiring Statement (MM/DD/YYYY) <b>2/16/2017</b>	3. Issuer Name and Ticker or Trading Symbol <b>Square, Inc. [SQ]</b>
(Last) (First) (Middle) <b>1455 MARKET STREET, SUITE 600</b>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Capital Lead &amp; People Lead /</b>	
(Street) <b>SAN FRANCISCO, CA 94103</b>	5. If Amendment, Date Original Filed (MM/DD/YYYY)	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
(City) (State) (Zip)		

### 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)
<b>Class A Common Stock</b>	<b>511585</b> (1)(2)(3)	<b>D</b>	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		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) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Stock Option (Right to Buy)</b>	(4)	<b>11/17/2025</b>	<b>Class A Common Stock</b>	<b>1500000</b>	<b>\$9.00</b>	<b>D</b>	
<b>Stock Option (Right to Buy)</b>	(5)	<b>4/24/2026</b>	<b>Class A Common Stock</b>	<b>1000000</b>	<b>\$13.59</b>	<b>D</b>	

#### Explanation of Responses:

- (1) Represents 92,257 shares of the Issuer's Class A Common Stock and 419,328 shares represented by restricted stock units (RSUs).
- (2) 275,000 of the RSUs each represent a contingent right to receive one share of the Issuer's Class B Common Stock upon settlement. 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. Of the original grant of 400,000 RSUs, 1/4 of the RSUs vested on November 1, 2016, and 1/16 of the RSUs vest every three months thereafter.
- (3) 144,328 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 grants of an aggregate of 177,634 RSUs, 1/16 of the RSUs vested on July 25, 2016, and 1/16 of the RSUs vest every three months thereafter.
- (4) 25% of the shares subject to the option vested on October 19, 2016, and 1/48 of the shares vest monthly thereafter.
- (5) 1/48 of the shares subject to the option vested on May 25, 2016, and 1/48 of the shares vest monthly thereafter.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Reses Jacqueline D</b> <b>1455 MARKET STREET</b> <b>SUITE 600</b> <b>SAN FRANCISCO, CA 94103</b>			<b>Capital Lead &amp; People Lead</b>	

**Signatures**/s/ Jason Gao, Attorney-in-Fact3/7/2017

\*\*Signature of Reporting Person

Date

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 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).

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 Sydney Schaub, Jason Gao, and Brandy Garduno, 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. perform all acts and complete all forms 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 also hereby constitutes and appoints Brandy Garduno, Square's Stock Administration Manager, or the responsible attorneys and paralegals of Wilson Sonsini Goodrich & Rosati, P.C., and each of them, as the undersigned's true and lawful attorney-in-fact and agent to complete, execute and file a Form ID, including amendments thereto, on EDGAR or such other forms as prescribed by the SEC in order for the undersigned to apply for and obtain EDGAR filing codes.

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 ID, 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 and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 24th day of February 2017.

*Signature: /s/ Jacqueline D. Reses*

*Print Name: Jacqueline D. Reses*