United States Securities and Exchange Commission
Washington, D.C. 20549

Form 8-K

Current Report
Pursuant to Section 13 or 15(d)
of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)
November 1, 2017

Square, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)
001-37622
(Commission File Number)
80-0429876
(IRS Employer Identification No.)

1455 Market Street, Suite 600
San Francisco, CA 94103
(Address of principal executive offices, including zip code)

(415) 375-3176
(Registrant’s telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐
Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 1, 2017, the board of directors (the “Board”) of Square, Inc. (the “Company”) increased the size of the Board to eleven directors and appointed Anna Patterson to the Board as a Class I director and as a member of the Audit and Risk Committee.

Ms. Patterson, age 52, has served as Founder and Managing Partner at Gradient Ventures, Google’s artificial intelligence-focused venture fund, since April 2017 and as a Vice President of Engineering at Google since September 2010. Prior to that, from January 2007 to September 2010, Ms. Patterson served as Co-Founder and President at Cuil, and from February 2004 to January 2007, as Director of Engineering at Google. There is no arrangement or understanding between Ms. Patterson and any other persons pursuant to which Ms. Patterson was appointed as a director. Furthermore, there are no family relationships between Ms. Patterson and any director or executive officer of the Company, and she has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Ms. Patterson will receive the Company’s standard remuneration for non-employee directors in accordance with the Company’s Outside Director Compensation Policy, as described in the proxy statement relating to the Company’s 2017 annual meeting of stockholders. Ms. Patterson has also executed the Company’s standard form of indemnification agreement.

A copy of the press release announcing Ms. Patterson’s appointment is filed as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<table>
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<tr>
<th>Exhibit No.</th>
<th>Description</th>
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<tr>
<td>99.1</td>
<td>Press Release, dated November 2, 2017</td>
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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SQUARE, INC.

By:  /s/ Jason S. Gao
     Jason S. Gao
     Assistant Secretary

Date: November 2, 2017
SAN FRANCISCO, CA — November 2, 2017 — Today Square announced that Anna Patterson, Founder and Managing Partner of Gradient Ventures, Google’s AI-focused venture fund, and a Vice President of Engineering at Google, has joined its Board of Directors.

“Square has long recognized the potential for artificial intelligence to help expand access to the economy and level the playing field for business owners,” said Patterson. “I was drawn to Square’s passion for making tools that foster inclusion, and I’m looking forward to contributing to this work.”

“As an accomplished leader in the field of AI and a serial entrepreneur, Anna is a perfect fit for Square,” said Jack Dorsey, CEO of Square. “She’ll be a tremendous resource for us as we leverage machine learning and deep learning for the good of our sellers, and we are thrilled to welcome her to the Board.”

Patterson is the Founder and Managing Partner at Gradient Ventures and oversees the fund’s investments and activities. Patterson is a Vice President of Engineering at Google and most recently helped to integrate AI into products across Google. Previously, she led teams in Android scaling up the Google Play infrastructure to serve over a billion phones. She helped launch Google Play, the world’s largest digital goods marketplace, and eventually led the product’s search, infrastructure, and recommendations horizontals, as well as the Books vertical. Patterson was the principal architect and inventor of TeraGoogle, Google’s search serving system, which increased the index size over 10X at the time of launch. She also helped lead search ranking efforts through Google’s IPO to determine the top ten search results.

Patterson co-founded Cuil, a clustering-based search engine, and wrote Recall.archive.org, the first keyword-based search engine and the largest index of the Internet Archive. She wrote “Why writing your own search engine is hard” in the ACM Queue detailing this experience. Prior to that, Patterson co-authored a search engine at Xift, where she was a co-founder.

Patterson received her Ph.D. in Computer Science from the University of Illinois at Urbana-Champaign, then became a Research Scientist at Stanford University in Artificial Intelligence, where she worked with one of the founders of AI, John McCarthy, and his wife, Carolyn Talcott.

Square’s Board of Directors also includes Jack Dorsey, Roelof Botha, Paul Deighton, Randy Garutti, Jim McKelvey, Mary Meeker, Naveen Rao, Ruth Simmons, Larry Summers, and David Viniar.

About Square, Inc.
Square, Inc. (NYSE:SQ) creates tools that help sellers start, run, and grow their businesses. Square enables sellers to accept card payments and also provides reporting and analytics, next-day settlement, and chargeback protection. Square’s point-of-sale software and other business services help sellers manage inventory, locations, and employees; access financing; engage customers; and grow sales. Square Cash is an easy way for businesses and individuals to send and receive money, and Caviar is a food ordering service for popular restaurants. Square was founded in 2009 and is headquartered in San Francisco, with offices in the United States, Canada, Japan, Australia, Ireland, and the UK.

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