

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

### 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 * |  |  | 2. Issuer Name and Ticker or Trading Symbol       |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)   |  |  |
| <b>Reses Jacqueline D</b>                 |  |  | <b>Square, Inc. [ SQ ]</b>                        |  |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Capital Lead</b> |  |  |
| (Last) (First) (Middle)                   |  |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |  |  |  |
| <b>1455 MARKET STREET, SUITE 600</b>      |  |  | <b>8/20/2020</b>                                  |  |  |  |  |  |
| (Street)                                  |  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)  |  |  |
| <b>SAN FRANCISCO, CA 94103</b>            |  |  |   |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |  |
| (City) (State) (Zip)                      |  |  |   |  |  |  |  |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |            |          | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|------------------------------------|----------------|-----------------------------------|------------------------------|---|--|------------|----------|--|--|--|
|                                    |                |                                   | Code                         | V | Amount   | (A) or (D) | Price    |  |  |  |
| Class A Common Stock               | 7/21/2020      |                                   | G                            | V | 83   | D          | \$0.00   | 211279   | D  |  |
| Class A Common Stock               | 8/20/2020      |                                   | M                            |   | 35000  | A          | \$9.00   | 246279   | D  |  |
| Class A Common Stock               | 8/20/2020      |                                   | S                            |   | 2067   | D          | \$150.67 | 244212   | D  |  |
| Class A Common Stock               | 8/20/2020      |                                   | S                            |   | 2400   | D          | \$152.80 | 241812   | D  |  |
| Class A Common Stock               | 8/20/2020      |                                   | S                            |   | 3400   | D          | \$153.92 | 238412   | D  |  |
| Class A Common Stock               | 8/20/2020      |                                   | S                            |   | 16797  | D          | \$154.88 | 221615   | D  |  |
| Class A Common Stock               | 8/20/2020      |                                   | S                            |   | 10023  | D          | \$155.68 | 211592   | D  |  |
| Class A Common Stock               | 8/20/2020      |                                   | S                            |   | 313  | D          | \$156.47 | 211279   | D  |  |
| Class A Common Stock               | 8/21/2020      |                                   | G                            | V | 65   | D          | \$0.00   | 211214   | D  |  |

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

| 1. Title of Derivative Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code<br>(Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date |                 | 7. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 3 and 4) |                            | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |  |
|---|--|----------------|-----------------------------------|------------------------------|---|---|-----|---|-----------------|--|----------------------------|---|---|--|---|--|
|   |  |                |                                   | Code                         | V | (A)   | (D) | Date Exercisable                        | Expiration Date | Title  | Amount or Number of Shares |   |   |  |   |  |
| Stock Option (right to buy)                   | \$9.00   | 8/20/2020      |                                   | M                            |   | 35000   |     |   |                 |  | Class A Common Stock       | 35000   | \$0.00  | 1260000  | D   |  |

#### Explanation of Responses:

- The option exercise and sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$150.02 to \$150.98 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$152.31 to \$153.22 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$153.33 to \$154.30 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$154.40 to \$155.38 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$155.41 to \$156.30 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(7) 25% of the shares subject to the option vested on October 19, 2016 and 1/48 of the shares vested monthly thereafter.

**Reporting Owners**

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

**Signatures**

/s/ Susan Szotek, Attorney-in-Fact

8/24/2020

\*\*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 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).

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.