**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**
   - Brougher Francoise
   - 1455 MARKET STREET, SUITE 600
   - SAN FRANCISCO, CA 94103

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

3. **Date of Earliest Transaction (MM/DD/YYYY)**
   - 8/23/2016

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

5. **Individual or Joint/Group Filing**
   - X Form filed by One Reporting Person
   - Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>8/23/2016</td>
<td>C (I)</td>
<td>115384</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>8/23/2016</td>
<td>S (II)</td>
<td>115384</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Amount or Number of Shares</th>
<th>Price of Derivative Security</th>
<th>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Option (right to buy)</td>
<td>$2.904</td>
<td>8/23/2016</td>
<td>M</td>
<td>(I)</td>
<td>5/31/2023</td>
<td>Class B Common Stock</td>
<td>115384</td>
<td>$0.00</td>
<td>2884616</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class B Common Stock (5)</td>
<td>(I)</td>
<td>8/23/2016</td>
<td>M</td>
<td>115384</td>
<td>(I)</td>
<td>Class A Common Stock</td>
<td>115384</td>
<td>$0.00</td>
<td>115384</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class B Common Stock (5)</td>
<td>(I)</td>
<td>8/23/2016</td>
<td>C</td>
<td>115384</td>
<td>(I)</td>
<td>Class A Common Stock</td>
<td>115384</td>
<td>$0.00</td>
<td>0</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Represents the conversion of Class B Common Stock into Class A Common Stock held of record by the Reporting Person.
2. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
3. The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $12.16 to $12.35 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.
4. 25% of the shares subject to the option vested on May 6, 2014, and 1/48 of the shares vest monthly thereafter.
5. 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.

**Reporting Owners**

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Brougher Francoise</td>
<td>Director, 10% Owner, Officer, Other</td>
</tr>
</tbody>
</table>
Signatures


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).


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.