Reporting Owners

FILED PURSUANT TO SECTION 16 OF THE SECURITIES EXCHANGE ACT OF 1934

SCHEDULE 13H

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
Wagner Dana
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. Relationship of Reporting Person(s) to Issuer
___ Director ___ 10% Owner
_x_ Officer (give title below) ___ Other (specify below)
Gen. Counsel & Corp. Secretary

6. Individual or Joint/Group Filing (Check Applicable Line)
_x_ Form filed by One Reporting Person
_x_ 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>Deemed Execution Date, if any (Instr. 8)</th>
<th>Code</th>
<th>V</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>50000</td>
<td>A</td>
<td>$0.00</td>
<td>321315</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>8/23/2016</td>
<td>S (I)</td>
<td>50000</td>
<td>D</td>
<td>$12.27</td>
<td>271315</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 (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D)</th>
<th>Date Exercisable and Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class B Common Stock</td>
<td>$1.311</td>
<td>8/23/2016</td>
<td>M</td>
<td>50000</td>
<td>8/10/2021</td>
<td>Class A Common Stock</td>
<td>309120</td>
<td>309120 I See footnote (I)</td>
</tr>
<tr>
<td>Stock Option (right to buy)</td>
<td>$1.311</td>
<td>8/23/2016</td>
<td>M</td>
<td>50000</td>
<td>Class A Common Stock</td>
<td>50000</td>
<td>$0.00</td>
<td>660000 D</td>
</tr>
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<td>8/23/2016</td>
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<td>50000</td>
<td>$0.00</td>
<td>0 D</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) 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.

(5) The shares are held of record by the Dana R. Wagner Living Trust, for which the Reporting Person serves as trustee.

(6) The shares subject to the option are fully vested and exercisable.
<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Wagner Dana</td>
<td>Director</td>
</tr>
<tr>
<td>1455 MARKET STREET</td>
<td>10% Owner</td>
</tr>
<tr>
<td>SUITE 600</td>
<td>Officer</td>
</tr>
<tr>
<td>SAN FRANCISCO, CA 94103</td>
<td>Other</td>
</tr>
<tr>
<td></td>
<td>Gen. Counsel &amp; Corp. Secretary</td>
</tr>
</tbody>
</table>

**Signatures**


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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.