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
   *Friar Sarah
   1455 MARKET STREET, SUITE 600
   SAN FRANCISCO, CA 94103

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

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   _ Director
   _ 10% Owner
   _ X Officer (give title below)  ___ Other (specify below)
   Chief Financial Officer

3. Date of Earliest Transaction (MM/DD/YYYY)
   10/26/2016

4. If Amendment, Date Original Filed

6. Individual or Joint/Group Filing
   (Check Applicable Line)
   _ Form filed by One Reporting Person
   _ 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 (Instr. 3)</th>
<th>Trans. Date</th>
<th>Trans. Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</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>Class A Common Stock</td>
<td>10/26/2016</td>
<td>S</td>
<td>D 2704 (1)</td>
<td>111698</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivate Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Trans. Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable</th>
<th>Date Expiration</th>
<th>Title of Underlying Securities (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of Shares Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</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>Class B Common Stock</td>
<td>(2)</td>
<td>8/9/2016</td>
<td>G</td>
<td>V 523135</td>
<td>(2)</td>
<td>(2)</td>
<td>Class A Common Stock</td>
<td>$0.00</td>
<td>523135</td>
<td>D</td>
<td>See footnote (3)</td>
</tr>
<tr>
<td>Class B Common Stock</td>
<td>(2)</td>
<td>8/9/2016</td>
<td>G</td>
<td>V 523135</td>
<td>(2)</td>
<td>(2)</td>
<td>Class A Common Stock</td>
<td>$0.00</td>
<td>523135</td>
<td>I</td>
<td>See footnote (3)</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) Represents the number of shares automatically sold upon vesting of restricted stock units to cover tax withholding obligations.

(2) 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.

(3) The shares are held of record by The Sarah Friar 2015 GRAT, dated August 6, 2015, for which the Reporting Person serves as a trustee.

(4) The shares are held of record by David Riley and Sarah Friar Revocable Trust dated August 11, 2006 (Revocable Trust), for which the Reporting Person serves as a trustee. The Reporting Person has sole dispositive power and voting control over the shares of the Issuer held by the Revocable Trust.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Friar Sarah</td>
<td></td>
</tr>
<tr>
<td>1455 MARKET STREET</td>
<td>Director</td>
</tr>
<tr>
<td>SUITE 600</td>
<td>10% Owner</td>
</tr>
<tr>
<td>SAN FRANCISCO, CA 94103</td>
<td>Officer</td>
</tr>
<tr>
<td></td>
<td>Chief Financial Officer</td>
</tr>
</tbody>
</table>

Signatures

*/s/ Jason Gao, Attorney-in-Fact  10/28/2016

**Signature of Reporting Person
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.