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

12/22/2016

4. If Amendment, Date Original Filed


5. Relationship of Reporting Person(s) to Issuer

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Business Lead

6. Individual or Joint/Group Filing

X 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</th>
<th>Trans. Date</th>
<th>A. Deemed Execution Date, if any</th>
<th>Trans. Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</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>12/22/2016</td>
<td>C (I)</td>
<td>57692</td>
<td>A</td>
<td>$0.00</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>12/22/2016</td>
<td>S (II)</td>
<td>57692</td>
<td>D</td>
<td>$14.066</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 Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>A. Deemed Execution Date, if any</th>
<th>Trans. Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title of Derivative Security Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Amount or Number of Shares</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>Ownership Form of Derivative Security: 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>12/22/2016</td>
<td>M</td>
<td>57692</td>
<td>(I)</td>
<td>5/31/2023</td>
<td>Class B Common Stock (I)</td>
<td>57692</td>
<td>$0.00</td>
<td>2365385</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class B Common Stock (II)</td>
<td></td>
<td>12/22/2016</td>
<td>M</td>
<td>57692</td>
<td>(I)</td>
<td>(II)</td>
<td>Class A Common Stock (I)</td>
<td>57692</td>
<td>$0.00</td>
<td>57692</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class B Common Stock (II)</td>
<td></td>
<td>12/22/2016</td>
<td>C</td>
<td>57692</td>
<td>(I)</td>
<td>(II)</td>
<td>Class A Common Stock (I)</td>
<td>57692</td>
<td>$0.00</td>
<td>0</td>
<td>D</td>
<td></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 $14.00 to $14.33 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></td>
</tr>
<tr>
<td>1455 MARKET STREET SUITE 600</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Director10% Owner Officer Other</td>
</tr>
</tbody>
</table>

Business Lead
Signatures
/s/ Laura Reis, Attorney-in-Fact  12/23/2016

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.