**FORM 4**

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

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**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 *  
   McKelvey James Morgan Jr.  
   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)  
   10/3/2016

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

5. Relationship of Reporting Person(s) to Issuer  
   (Check all applicable)  
   __X__ Director  
   __X__ 10% Owner  
   _____ Officer (give title below)  
   _____ Other (specify below)

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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>Code</th>
<th>Amount</th>
<th>Price</th>
<th>Ownership Form</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>10/3/2016</td>
<td>A</td>
<td>857</td>
<td>$0.00</td>
<td>94997</td>
<td>Direct (D)</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</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>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security</th>
<th>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)</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>
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</tbody>
</table>

**Explanation of Responses:**  
( Each share is represented by a restricted stock unit (RSU). Each RSU represents a contingent right to receive one share of the Issuer’s Class A Common Stock (1) upon settlement. The RSUs were issued pursuant to the Issuer's Outside Director Compensation Policy, and 100% of the RSUs were vested as of the date of grant.

**Reporting Owners**

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>McKelvey James Morgan Jr.</td>
<td></td>
</tr>
<tr>
<td>1455 MARKET STREET</td>
<td></td>
</tr>
<tr>
<td>SUITE 600</td>
<td></td>
</tr>
<tr>
<td>SAN FRANCISCO, CA 94103</td>
<td></td>
</tr>
</tbody>
</table>

**Signatures**

/s/ Jason Gao, Attorney-in-Fact  
10/5/2016  
**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.