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)

10/24/2018

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

5. Relationship of Reporting Person(s) to Issuer

X Director

_ 10% Owner

_ Officer (give title below)

_ Other (specify below)

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

D

7. Nature of Indirect Beneficial Ownership (Instr. 4)

D

8. Price of SecuritiesDerived (Instr. 4)

$0.00

472275

D

437762

D

403430

D

301314

D

126685

D

75975

D

72275

D

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>2. Trans. Date</th>
<th>2A. Deemed Execution Date, if any</th>
<th>3. Trans. Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>10/24/2018</td>
<td>C (A)</td>
<td>400000</td>
<td>A</td>
<td>$0.00</td>
<td>D</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>10/24/2018</td>
<td>S (A)</td>
<td>34513</td>
<td>D</td>
<td>$69.89</td>
<td>D</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>10/24/2018</td>
<td>S (A)</td>
<td>34332</td>
<td>D</td>
<td>$70.98</td>
<td>D</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>10/24/2018</td>
<td>S (A)</td>
<td>102116</td>
<td>D</td>
<td>$71.93</td>
<td>D</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>10/24/2018</td>
<td>S (A)</td>
<td>174629</td>
<td>D</td>
<td>$72.80</td>
<td>D</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>10/24/2018</td>
<td>S (A)</td>
<td>50710</td>
<td>D</td>
<td>$73.87</td>
<td>D</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>10/24/2018</td>
<td>S (A)</td>
<td>3700</td>
<td>D</td>
<td>$74.57</td>
<td>D</td>
<td>D</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th></th>
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<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Class B Common Stock (A)</td>
<td>(9)</td>
<td>10/24/2018</td>
<td>C (A)</td>
<td>400000</td>
<td>(A)</td>
<td>(D)</td>
<td>Date Exercisable</td>
<td>Expiration Date</td>
<td>Title</td>
<td>Amount or Number of Shares</td>
<td>Class A Common Stock</td>
</tr>
<tr>
<td>Class B Common Stock (A)</td>
<td>(9)</td>
<td>(9)</td>
<td>(9)</td>
<td>Class A Common Stock</td>
<td>13047347</td>
<td>13047347</td>
<td>I</td>
<td>See Footnote (10)</td>
<td></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 $69.31 to $70.28 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) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $70.43 to $71.41 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.

(5) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $71.43 to $72.42 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.

(6) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $72.43 to $73.42 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.

(7) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $73.46 to $74.45 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.

(8) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from $74.47 to $75.00 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.

(9) 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.

(10) The shares are held of record by the James McKelvey, Jr. Revocable Trust dated July 2, 2014, for which the Reporting Person serves as a Trustee.

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

Signatures

/s/ Shahzia Rahman, Attorney-in-Fact 10/26/2018

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.
POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Square, Inc. (the "Company"), hereby constitues and appoints Tait Svenson, Shahzia Rahman, Brandy Garduno, Susan Szotek, and Chris Williams, and each of them, as the undersigned's true and lawful attorney-in-fact to:

1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his or her discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and

2. do all acts necessary in order to file such forms with the Securities and Exchange Commission (the "SEC"), any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 22 day of September, 2018.

Signature: /s/ James McKelvey
Print Name: James McKelvey