

Meeker Mary G
Form 4
November 15, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Meeker Mary G

(Last) (First) (Middle)

C/O KPCB, 2750 SAND HILL
ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/13/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	11/13/2018		J ⁽¹⁾		626,847	D	\$ 0	1,253,693	I	See Footnote <u>(2)</u>
Class A Common Stock	11/13/2018		J ⁽³⁾		162,050	A	\$ 0	230,374	I	See Footnote <u>(4)</u>
Class A Common Stock	11/13/2018		J ⁽⁵⁾		142,801	D	\$ 0	87,573	I	See Footnote <u>(4)</u>
Class A Common	11/13/2018		J ⁽⁶⁾		31,060	A	\$ 0	44,491	I	See Footnote

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Stock								(7)
Class A								See
Common	11/13/2018	J(8)	34,419	D	\$ 0	10,072	I	Footnote
Stock								(7)
Class A								
Common	11/13/2018	J(9)	17,455	A	\$ 0	291,076	D (10)	
Stock								

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Meeker Mary G C/O KPCB 2750 SAND HILL ROAD MENLO PARK, CA 94025	X

Signatures

/s/ Susan Biglieri,
Attorney-in-Fact
11/15/2018
**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents a pro-rata in-kind distribution of Class A Common Stock of the Issuer by KPCB Digital Growth Fund, LLC ("KPCB Growth"), KPCB DGF Founders Fund, LLC ("KPCB FF"), and KPCB sFund, LLC ("KPCB sFund") without consideration to the respective members of each such entity (the "Fund Distribution").

(2) KPCB Holdings, Inc., as nominee, holds the stock for the account of KPCB Growth, KPCB FF, and KPCB sFund. All shares are held for convenience in the name of "KPCB Holdings, Inc., as nominee" for the accounts of such entities who each exercise their own voting and dispositive power of such shares. The reporting person is a managing member of KPCB DGF Associates, LLC ("DGF Associates"), which is the managing member of KPCB Growth and KPCB FF. The reporting person may be deemed to share voting and investment power over the securities held by KPCB Growth, KPCB FF and sFund. The reporting person disclaims beneficial ownership over such securities except to the extent of her pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

(3) Represents a change in the form of ownership from indirect to direct by virtue of the receipt of shares from KPCB Growth in the Fund Distribution by KPCB Growth.

(4) The shares are held directly by DGF Associates. The reporting person is a managing member of DGF Associates and may be deemed to share voting and investment power over the securities held by DGF Associates. The reporting person disclaims beneficial ownership over such securities except to the extent of her pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

(5) Represents a pro-rata in-kind distribution of Class A Common Stock of the Issuer by DGF Associates without consideration to its members (the "DGF Associates Distribution").

(6) Represents a change in the form of ownership from indirect to direct by virtue of the receipt of shares from KPCB sFund in the Fund Distribution by KPCB sFund.

(7) The shares are held directly by KPCB sFund Associates, LLC ("sFund Associates"). The reporting person is a member of sFund Associates and may be deemed to share voting and investment power over the securities held by sFund Associates. The reporting person disclaims beneficial ownership over such securities except to the extent of her pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

(8) Represents a pro-rata in-kind distribution of Class A Common Stock of the Issuer by sFund Associates without consideration to its members (the "sFund Associates Distribution").

(9) Represents a change in the form of ownership from indirect to direct by virtue of the receipt of shares in the DGF Associates Distribution and the sFund Associates Distribution.

(10) Shares are held directly by the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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