**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.

(Street) 1455 MARKET STREET, SUITE 600

(City) SAN FRANCISCO, CA 94103

(State) SAN FRANCISCO, CA 94103

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Square, Inc. [ SQ ]

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

11/24/2015

4. If Amendment, Date Original Filed

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__ X __ Director

__ X __ 10% Owner

__ Officer (give title below)

__ Other (specify below)

6. Individual or Joint/Group Filing

(Check Applicable Line)

_ X _ Form filed by One Reporting Person

__ Form filed by More than One Reporting Person

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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>Trans. Code</th>
<th>Deemed Execution Date, if any</th>
<th>Amount of Securities Acquired (A) or Disposed of (D)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>11/24/2015</td>
<td>J</td>
<td>5469024</td>
<td>21876096</td>
<td>D</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D)</th>
<th>Date Exercisable and Expiration Date</th>
<th>Title of Securities Underlying Derivative Security</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>Price of Derivative Security</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class B Common Stock</td>
<td>$0.00</td>
<td>11/24/2015</td>
<td>J</td>
<td>5469024</td>
<td>Class A Common Stock</td>
<td>5469024</td>
<td>0.00</td>
<td>D</td>
<td>5469024</td>
</tr>
<tr>
<td>Class B Common Stock</td>
<td>$0.00</td>
<td>11/24/2015</td>
<td>J</td>
<td>21876096</td>
<td>Class A Common Stock</td>
<td>21876096</td>
<td>0.00</td>
<td>D</td>
<td>21876096</td>
</tr>
</tbody>
</table>

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### Explanation of Responses:

1. Immediately prior to the closing of the Issuer's initial public offering, each share of Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.

2. 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.

3. 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.

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### 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>X</td>
</tr>
</tbody>
</table>

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**Signatures**

/s/ Jason Gao, Attorney-in-Fact 11/24/2015

**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.