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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported)**

May 9, 2016

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**Square, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-37622**  
(Commission  
File Number)

**80-0429876**  
(IRS Employer  
Identification No.)

**1455 Market Street, Suite 600**  
**San Francisco, CA 94103**  
(Address of principal executive offices, including zip code)

**(415) 375-3176**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 9, 2016, Earvin “Magic” Johnson, Jr. informed Square, Inc. (the “Company”) that he would resign as a member of the board of directors of the Company (the “Board”) effective immediately. Mr. Johnson’s resignation was not a result of any disagreements with the Company on any matter relating to the Company’s operations, policies, or practices. A copy of Mr. Johnson’s resignation letter is attached as Exhibit 17.1 to this Current Report on Form 8-K.

On May 12, 2016, the Board appointed Paul Deighton to the Board as a Class I director and nominated Paul Deighton for election as a Class I director at the Company’s 2016 annual meeting of stockholders (the “Annual Meeting”). Paul Deighton, age 60, previously served as the United Kingdom’s Commercial Secretary to the Treasury, the Chief Executive Officer of the London Organising Committee for the Olympic Games and Paralympic Games, and as a partner at Goldman Sachs. There are no family relationships between Paul Deighton and any director or executive officer of the Company, and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

As of the filing of this Current Report on Form 8-K, the Board has determined that Paul Deighton will not serve on any committee of the Board. He will receive the Company’s standard remuneration for non-employee directors, as described in the proxy statement relating to the Annual Meeting. Paul Deighton will also execute the Company’s standard form of indemnification agreement.

A copy of the press release announcing these events is filed as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 8.01 Other Events.**

The Company will file a supplement to its proxy statement for the Annual Meeting to reflect the changes described in this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
17.1	Resignation Letter, dated May 9, 2016.
99.1	Press Release, dated May 13, 2016.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**SQUARE, INC.**

By: /s/ Dana R. Wagner

Dana R. Wagner  
General Counsel

Date: May 13, 2016

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**EXHIBIT INDEX**

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17.1	Resignation Letter, dated May 9, 2016.
99.1	Press Release, dated May 13, 2016.



May 9, 2016

Mr. Jack Dorsey  
CEO  
Square Inc.  
jack@squareup.com

Dear Jack,

The first time you visited my office I was excited to meet with you, the founder of two powerhouse tech companies. Our meeting exceeded my expectations, particularly when you asked me to join the Square family as a member of the Board of Directors. I was shocked but honored. In the past, I've been offered many board seats and turned them all down, however this time was different. With your success in the tech space and our shared vision to have an economic impact on small businesses and especially the unbanked and under-banked around the world, this was a tremendous opportunity. I proudly accepted your invitation while remaining fully committed to my mission.

As you may know, President Obama announced that the federal government would spend \$7 - \$12 trillion on the US infrastructure over the next 10 years. With this in mind, I launched an infrastructure fund, JLC Loop Capital Partners, to take advantage of the development opportunities nationally. Initially I thought it would take some time to raise capital, however, my team and I were fortunate that the first investor we approached invested \$1 billion. Within the 1<sup>st</sup> quarter of 2016, we have over \$1.3 billion in our newly formed fund that will require a significant and unwavering time commitment from me as I work to secure contracts around the country.

Out of respect for you, the other board members, and Square, I regretfully have to resign from my board position effective immediately.

You have an outstanding board and I truly believe that your businesses and products are leaving an immeasurable impact on this world. If you need me at any time, please don't hesitate to contact me. I wish you the very best and have no doubt that you will continue to be successful.

Sincerely,

Earvin "Magic" Johnson  
CEO & Chairman  
Magic Johnson Enterprises

**PAUL DEIGHTON JOINS SQUARE'S BOARD OF DIRECTORS**

SAN FRANCISCO, CA — May 13, 2016 — Today Square announced that Lord Paul Deighton of the United Kingdom joined its Board of Directors. Deighton served as the United Kingdom's Commercial Secretary to the Treasury, CEO of the London Organising Committee for the Olympic Games and Paralympic Games, and as a partner at Goldman Sachs.

"Empowering and investing in businesses and communities has always been at the core my work," said Deighton. "Square has built an impressive business based on those principles, and I look forward to helping the company deliver on its purpose."

"Paul's international banking expertise, commitment to community development, and ability to make things happen adds great value to our Board," said Jack Dorsey, CEO of Square. "I'm excited to have him on the team, especially as we continue to scale our business internationally."

Deighton most recently served as the United Kingdom's Commercial Secretary to the Treasury, overseeing the delivery of the country's infrastructure and working to attract foreign investment in the UK. He also led the UK's Banking Reform Act through the legislative process in Parliament. Prior to his government work, Deighton was CEO of the London Organising Committee for the Olympic Games and Paralympic Games, where he was responsible for building the organization, fundraising, and executing all aspects of the London 2012 Games. He spent the first 27 years of his career in banking, 22 of them at Goldman Sachs. He is a graduate of Cambridge University with a degree in Economics.

Deighton replaces Earvin "Magic" Johnson, who has stepped down from Square's Board.

"In the past, I've been offered many board seats and turned them all down, however with Square it was different," said Johnson. "With Square's success in the tech space and our shared vision to have an economic impact on small businesses and especially the unbanked and underbanked around the world, this has been a tremendous opportunity. Unfortunately, due to new projects that will require significant time commitments, I regretfully have to resign. The company has an outstanding board and I truly believe that Square will continue to have an immeasurable impact on this world."

"Earvin's passion for and commitment to creating economic opportunity will continue to inspire our work," said Dorsey. "I am thankful for his time on our Board and wish him success on his new projects."

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Square's Board of Directors also includes Jack Dorsey, Roelof Botha, Jim McKelvey, Mary Meeker, Ruth Simmons, Larry Summers, and David Vinier.

**About Square, Inc.**

Square creates tools that help sellers of all sizes start, run, and grow their businesses. Square's point-of-sale service offers tools for every part of running a business, from accepting credit cards and tracking inventory, to real-time analytics and invoicing. Square also offers sellers financial and marketing services, including small business financing and customer engagement tools. Businesses and individuals use Square Cash, an easy way to send and receive money, as well as Caviar, a food delivery service for popular restaurants. Square was founded in 2009 and is headquartered in San Francisco, with offices in the United States, Canada, Japan, and Australia.