

Square, Inc.
Form 4
November 24, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
STARBUCKS CORP

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2401 UTAH AVENUE SOUTH
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/24/2015

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

SEATTLE, WA 98134

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

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 11/24/2015 | | C | V | Amount 2,269,830 (A) or (D) Price (1) | 2,269,830 | D |
| Common Stock (2) | 11/24/2015 | | J | | Amount 2,269,830 (A) or (D) Price (2) 0 | 0 | D |

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

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SEC 1474 (9-02)

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

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| 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 Underlying (Instr. 3 and 4) | | |
|-------------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|------------------------------------------|------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Series D Preferred Stock ⁽¹⁾ | <u>(1)</u> | 11/24/2015 | | C | | 2,269,830 | <u>(1)</u> | <u>(1)</u> | Common Stock |
| Class B Common Stock ⁽²⁾ ⁽³⁾ | <u>(3)</u> | 11/24/2015 | | J ⁽²⁾ | | 2,269,830 | <u>(3)</u> | <u>(3)</u> | Class A Common Stock |
| Warrant to Purchase Stock (right to buy) | \$ 11.014 | 11/24/2015 | | J ⁽⁴⁾ | | 9,456,955.3 | <u>(5)</u> | <u>(5)</u> | Common Stock |
| Warrant to Purchase Stock (right to buy) | \$ 11.014 | 11/24/2015 | | J ⁽⁴⁾ | | 9,456,955.3 | <u>(5)</u> | <u>(5)</u> | Class B Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STARBUCKS CORP 2401 UTAH AVENUE SOUTH SEATTLE, WA 98134 | | X | | |

Signatures

/s/ Robert L. Villasenor, on behalf of Starbucks Corporation

11/24/2015

**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) The Series D Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.

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- Immediately prior to the closing of the Issuer's initial public offering and following the conversion of each series of the Issuer's
- (2) convertible preferred stock into Common Stock, each share of Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
 - (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.
- Pursuant to the terms of the Warrant held by the Reporting Person, upon the reclassification of each share of Common Stock into a share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7, the Warrant automatically became exercisable for Class B Common Stock instead of Common Stock, which may be deemed to constitute a disposition and acquisition of the Warrant for purposes of Rule 16b-7.
- (4) Pursuant to the terms of the Warrant held by the Reporting Person, upon the reclassification of each share of Common Stock into a share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7, the Warrant automatically became exercisable for Class B Common Stock instead of Common Stock, which may be deemed to constitute a disposition and acquisition of the Warrant for purposes of Rule 16b-7.
 - (5) The Warrant became exercisable in full prior to the Issuer's initial public offering of Class A Common Stock. The Warrant expires on the earliest of (i) the fifth anniversary of the Commercial Launch Date; (ii) the consummation of a Liquidation Transaction; and (iii) forfeiture and cancellation pursuant to Section 3.2 of the Commercial Agreement, to the extent applicable (as such capitalized terms are defined in the Warrant).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.