

Square, Inc.  
Form 8-K  
July 20, 2017

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of The Securities Exchange Act of 1934**

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

**July 19, 2017**

**Square, Inc.**

**(Exact name of registrant as specified in its charter)**

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

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

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

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**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)**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On July 19, 2017, the board of directors (the Board ) of Square, Inc. (the Company ) increased the size of the Board to nine directors and appointed Randy Garutti to the Board as a Class III director and as a member of the Nominating and Corporate Governance Committee.

Mr. Garutti, age 42, has served as Chief Executive Officer and on the board of directors of Shake Shack since April 2012. Prior to becoming Chief Executive Officer, Mr. Garutti served as Chief Operating Officer of Shake Shack since January 2010. There is no arrangement or understanding between Mr. Garutti and any other persons pursuant to which Mr. Garutti was appointed as a director. Furthermore, there are no family relationships between Mr. Garutti 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.

Mr. Garutti will receive the Company s standard remuneration for non-employee directors in accordance with the Company s Outside Director Compensation Policy, as described in the proxy statement relating to the Company s 2017 annual meeting of stockholders. Mr. Garutti has also executed the Company s standard form of indemnification agreement.

A copy of the press release announcing Mr. Garutti s appointment is filed as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit No. | Description                         |
|-------------|-------------------------------------|
| 99.1        | Press Release, dated July 20, 2017. |

**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/ Jason S. Gao  
Jason S. Gao

Assistant Secretary

Date: July 20, 2017

**EXHIBIT INDEX**

| Exhibit No. | Description                         |
|-------------|-------------------------------------|
| 99.1        | Press Release, dated July 20, 2017. |