



Proxy Statement

Notice of 2020 Annual Meeting of Stockholders

JUNE 16, 2020

SQUARE, INC.
1455 MARKET STREET, SUITE 600
SAN FRANCISCO, CALIFORNIA 94103

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held at 10:00 a.m. Pacific Time on Tuesday, June 16, 2020

Dear Stockholders of Square, Inc.:

We cordially invite you to attend the 2020 annual meeting of stockholders (the “Annual Meeting”) of Square, Inc., a Delaware corporation, which will be held virtually on **Tuesday, June 16, 2020, at 10:00 a.m. Pacific Time**. You can attend the Annual Meeting by visiting www.virtualshareholdermeeting.com/SQ2020, where you will be able to listen to the meeting live, submit questions and vote your shares online during the meeting, just as you could at an in-person meeting.

We are holding the Annual Meeting for the following purposes, as more fully described in the accompanying proxy statement:

1. To elect three Class II directors to serve until the 2023 annual meeting of stockholders and until their successors are duly elected and qualified;
2. To approve, on an advisory basis, the compensation of our named executive officers;
3. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2020;
4. To vote upon a proposal submitted by one of our stockholders regarding employee representation on the board of directors, if properly presented at the annual meeting; and
5. To transact such other business as may properly come before the Annual Meeting or any adjournments or postponements thereof.

Our board of directors has fixed the close of business on April 20, 2020 as the record date for the Annual Meeting. Only stockholders of record on April 20, 2020 are entitled to notice of, and to vote at, the Annual Meeting. A list of stockholders entitled to vote at the Annual Meeting will be available for examination during ordinary business hours for 10 days prior to the Annual Meeting at our headquarters located at 1455 Market Street, Suite 600, San Francisco, California 94103. Reasonable accommodations will be made if the Company cannot make the list available at its headquarters. The stockholder list will also be available online during the Annual Meeting. Further information regarding voting rights, the matters to be voted upon and instructions to attend the Annual Meeting is presented in the accompanying proxy statement.

The Notice of Internet Availability of Proxy Materials containing instructions on how to access the proxy statement and our annual report is first being mailed on or about April 24, 2020 to all stockholders entitled to vote at the Annual Meeting. The accompanying proxy statement and our annual report can be accessed by visiting www.proxyvote.com. You will be asked to enter the 16-digit control number located on your Notice of Internet Availability of Proxy Materials, your proxy card or the instructions that accompanied your proxy materials to attend the Annual Meeting.

YOUR VOTE IS IMPORTANT. Whether or not you plan to attend the Annual Meeting, we urge you to submit your vote via the Internet, telephone or mail as soon as possible to ensure your shares are represented. For additional instructions on attending the Annual Meeting or voting your shares, please refer to the section titled “Questions and Answers About Our Proxy Materials and Annual Meeting” in this proxy statement. Returning the proxy does not deprive you of your right to attend the Annual Meeting and to vote your shares at the Annual Meeting.

We appreciate your continued support of Square.

By order of the Board of Directors,



Jack Dorsey
President, Chief Executive Officer and
Chairman of the Board
San Francisco, California

April 24, 2020

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EXECUTIVE SUMMARY

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting.

Information about our 2020 Annual Meeting of Stockholders

Date and Time: Tuesday, June 16, 2020, at 10:00 a.m. Pacific Time.

Location: The Annual Meeting will be a completely virtual meeting. You can attend the Annual Meeting by visiting www.virtualshareholdermeeting.com/SQ2020, where you will be able to listen to the meeting live, submit questions and vote your shares online during the meeting.

Record Date: April 20, 2020

Voting Matters

| | Proposals | Board Recommendation | Page Number for Additional Information |
|----------|--|-----------------------------|---|
| 1 | The election of Roelof Botha, Amy Brooks and James McKelvey as Class II directors. | FOR | 18 |
| 2 | The approval, on an advisory basis, of the compensation of our named executive officers. | FOR | 19 |
| 3 | The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2020. | FOR | 20 |
| 4 | To vote upon a proposal submitted by one of our stockholders regarding employee representation on the board of directors, if properly presented at the Annual Meeting. | AGAINST | 23 |

We will also transact such other business as may properly come before the Annual Meeting or any adjournments or postponements thereof. As of the date of this proxy statement, we have not received notice of any such business.




Corporate Governance Highlights

We are committed to having sound corporate governance principles that we believe promote long-term value and serve the best interest of all our stockholders, sellers, customers and other stakeholders. Some highlights of our corporate governance practices are listed below:

- Proactive approach to board pipeline management
- 8 out of 10 directors are independent
- 3 out of 10 directors are women
- 4 out of 6 executive officers are women
- Separate lead independent director and Chairman
- Regular executive sessions of independent directors
- Strong risk oversight by full board and committees
- Annual board of director and committee evaluations
- Significant stock ownership requirements for directors and executive officers
- Insider Trading policy prohibits hedging and pledging transactions
- All board committees are 100% independent
- Each director attended at least 75% of board and committee meetings

Our 2020 Director Nominees

Our Class II director nominees demonstrate a mix of experiences and perspectives.

| | Name | Director Since | Experience | Independence | Board and Committee Positions | Other Current Public Company Boards |
|---|----------------|----------------|---|--------------|--|---|
|  | Roelof Botha | 2011 | Partner at Sequoia Capital | ✓ | Audit and Risk Committee Compensation Committee | Eventbrite, Inc. MongoDB, Inc. Natera, Inc. |
|  | Amy Brooks | 2019 | President, Team Marketing & Business Operations and Chief Innovation Officer of the National Basketball Association | ✓ | Nominating and Corporate Governance Committee | None |
|  | James McKelvey | 2009 | Co-Founder of Square General Partner of FinTop Capital | — | — | None |

Executive Compensation Philosophy and Highlights

Our Compensation Philosophy

Square stands for economic empowerment, and everything we do is intended to give our sellers accessible, affordable tools designed to help them start, run and grow their businesses to fully participate in the economy. Similarly, with Cash App, we have built a parallel ecosystem of financial services to help individuals manage their money. Our customers inspire us in how they innovate, take risks and take ownership. We want our employees, like our customers, to act like owners. Our compensation approach reflects this philosophy.

To this end, our compensation programs are designed to attract, retain and grow the best teams while reflecting the core tenets of our culture:

- *Fairness*: By designing and delivering compensation programs that are equitable across similarly situated employees, our employees are motivated to work collaboratively to achieve our long-term business objectives and serve our sellers.
- *Simplicity*: By providing compensation programs that are simple and do not distract from their day-to-day responsibilities, our employees are able to focus on growing our business and are rewarded when Square is successful.
- *Performance-driven*: By creating compensation programs that reward individual performance and achievement of corporate objectives, our employees are incentivized to perform their best work and receive financial awards for their impact on Square and our business.

Executive Compensation Highlights

- **CEO Compensation.** At his request, our chief executive officer receives no cash or equity compensation except for an annual salary of \$2.75.
- **Annual Say-on-Pay Vote.** We conduct an annual non-binding advisory vote on the compensation of our named executive officers. At our 2019 annual meeting of stockholders, more than 99% of the votes cast on the say-on-pay proposal were voted in favor of the named executive officers' compensation.
- **Clawback Policy.** Our executives are subject to a clawback policy, which permits our board to require forfeiture or reimbursement of incentive compensation if an executive engages in certain misconduct.
- **Independent Compensation Consultant.** Our compensation committee engages its own independent compensation consultant to advise on executive and non-employee director compensation matters.
- **Alignment with Company Success.** A substantial percentage of our executive's compensation aligns with the long-term success of the company through grants of stock options and restricted stock-based awards.
- **Risk Oversight.** Risk and exposures mitigated by strong oversight by our compensation committee.
- **Stock Ownership Guidelines.** Our stock ownership guidelines require significant stock ownership levels and are designed to align the long-term interests of our executives and non-employee directors with those of our stockholders.

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Square, Inc., a Delaware corporation (referred to herein as the “Company”, “Square”, “we”, “us” or “our”), is committed to having sound corporate governance principles. Our business affairs are managed under the direction of our board of directors, which is currently composed of 10 members. All of our directors, other than Messrs. Dorsey and McKelvey, are independent within the meaning of the listing standards of the New York Stock Exchange. Former directors Mr. Naveen Rao and Dr. Ruth Simmons were each determined to be independent within the meaning of the New York Stock Exchange listing standards during the periods in which each served on our board of directors. Our board of directors is divided into three staggered classes of directors. At each annual meeting of stockholders, a class of directors will be elected for a three-year term to succeed the class whose term is then expiring.

The following table sets forth the names, ages as of March 31, 2020 and certain other information for each of the members of our board of directors with terms expiring at our 2020 annual meeting of stockholders (and any postponements, adjournments or continuations thereof (the “Annual Meeting”)), who are also nominees for election as a director at the Annual Meeting, and for each of the continuing members of our board of directors:

| Name | Class | Age | Position | Director Since | Current Term Expires | Expiration of Term For Which Nominated |
|---|-------|-----|---|----------------|----------------------|--|
| Directors with Terms Expiring at the Annual Meeting/Nominees | | | | | | |
| Roelof Botha(1)(2) | II | 46 | Director | 2011 | 2020 | 2023 |
| Amy Brooks(3) | II | 45 | Director | 2019 | 2020 | 2023 |
| James McKelvey | II | 54 | Director | 2009 | 2020 | 2023 |
| Continuing Directors | | | | | | |
| Jack Dorsey | I | 43 | President, Chief Executive Officer and Chairman | 2009 | 2022 | — |
| David Viniar(1)(3) | I | 64 | Lead Independent Director | 2013 | 2022 | — |
| Paul Deighton(2)(4) | I | 64 | Director | 2016 | 2022 | — |
| Anna Patterson(1)(4) | I | 54 | Director | 2017 | 2022 | — |
| Randy Garutti(3) | III | 44 | Director | 2017 | 2021 | — |
| Mary Meeker(2) | III | 60 | Director | 2011 | 2021 | — |
| Lawrence Summers(1) | III | 65 | Director | 2011 | 2021 | — |

(1) Member of our audit and risk committee

(2) Member of our compensation committee

(3) Member of our nominating and corporate governance committee

(4) Member of Capital compliance and governance committee

Nominees for Director

Roelof Botha has served as a member of our board of directors since January 2011. Since January 2003, Mr. Botha has served in various positions at Sequoia Capital, a venture capital firm, including as a Managing Member of Sequoia Capital Operations, LLC. From 2000 to 2003, Mr. Botha served in various positions at PayPal, Inc., including as Chief Financial Officer. Mr. Botha currently serves on the boards of directors of Eventbrite, Inc., Natera, Inc. and MongoDB, Inc. and

a number of privately-held companies, and previously served on the board of directors of Xoom Corporation until it was acquired by PayPal, Inc. in November 2015. Mr. Botha holds a B.S. in Actuarial Science, Economics and Statistics from the University of Cape Town and an M.B.A. from the Stanford Graduate School of Business.

Mr. Botha was selected to serve on our board of directors because of his financial and managerial experience.

Amy Brooks has served as a member of our board of directors since October 2019. Since November 2017, Ms. Brooks has served as President, Team Marketing & Business Operations and Chief Innovation Officer at the National Basketball Association (“NBA”), after serving as Executive Vice President from May 2014 to November 2017 and Senior Vice President from January 2010 to May 2014. She has served in roles of increasing responsibility at the NBA since January 2005. Ms. Brooks also currently serves on the board of the Positive Coaching Alliance and on the board of directors of a privately-held company. Ms. Brooks holds a B.A. in Political Science and Communication from Stanford University and an M.B.A. from the Stanford Graduate School of Business.

Ms. Brooks was selected to serve on our board of directors because of her sales and marketing experience, as well as her expertise in growing a global brand.

James McKelvey is our co-founder and has served as a member of our board of directors since July 2009. Since July 2013, Mr. McKelvey has served as a Managing Director of SixThirty FinTech Accelerator, LLC, a financial technology accelerator. Since January 2018, Mr. McKelvey has served as a General Partner of FinTop Capital, a venture capital firm. From March 2012 to December 2017, he served as a General Partner of Cultivation Capital, a venture capital firm. Since January 1990, Mr. McKelvey has served in various positions at Mira Smart Conferencing, a digital conferencing company. Mr. McKelvey currently serves on the boards of directors of a number of privately-held companies, as well as the Federal Reserve Bank of St. Louis. Mr. McKelvey holds a B.S. in Computer Science and a B.A. in Economics from Washington University in St. Louis.

Mr. McKelvey was selected to serve on our board of directors because of the perspective and experience he brings as one of our founders.

Continuing Directors

Jack Dorsey is our co-founder and has served as our President and Chief Executive Officer and as a member of our board of directors since July 2009. From May 2007 to October 2008, Mr. Dorsey served as President and Chief Executive Officer of Twitter, Inc. In July 2015, Mr. Dorsey returned to Twitter and serves as Chief Executive Officer. He has served as a director of Twitter since May 2007. Mr. Dorsey is committed to his chief executive officer roles at both Square and Twitter. While he does not have minimum time commitments at either company, he devotes significant time, attention and efforts to each of them. He generally divides his time roughly equally between them several days a week, and he retains flexibility to ensure he can re-allocate his time based on the needs of each business. The particulars of his time-allocation strategy may change over time. Mr. Dorsey also served as a member of the board of directors of The Walt Disney Company until March 2018.

Mr. Dorsey was selected to serve on our board of directors because of the perspective and experience he provides as our President and Chief Executive Officer and one of our founders, as well as his extensive experience with technology companies and innovation.

David Viniar has served as a member of our board of directors since October 2013. From August 1980 until his retirement in January 2013, Mr. Viniar served in various positions at The Goldman Sachs Group, including as Chief Financial Officer, Executive Vice President and Head of the Operations,

Technology, Finance and Services Division. Mr. Viniar currently serves on the boards of directors of The Goldman Sachs Group and a number of privately-held companies. Mr. Viniar holds a B.A. in Economics from Union College and an M.B.A. from Harvard Business School.

Mr. Viniar was selected to serve on our board of directors because of his financial, risk management and business expertise.

Paul Deighton has served as a member of our board of directors since May 2016. Mr. Deighton has served as the non-executive chairman of The Economist Group since June 2018 and of Heathrow Airport Holdings Limited, the owner of Heathrow Airport in the United Kingdom, since June 2016. From December 2012 to May 2015, Mr. Deighton served as Commercial Secretary to the Treasury and as a member of the House of Lords in the United Kingdom. Mr. Deighton previously served as the Chief Executive Officer of the London Organising Committee of the Olympic and Paralympic Games and held various roles at The Goldman Sachs Group, an investment bank. Mr. Deighton currently serves on the board of the Holdingham Group, an advisory firm, and as a member of the Parliamentary Committee overseeing the restoration of the Houses of Parliament. Mr. Deighton holds a B.A. in Economics from Trinity College, Cambridge University.

Mr. Deighton was selected to serve on our board of directors because of his financial and business expertise, as well as his international perspective and his government and regulatory experience.

Anna Patterson has served as a member of our board of directors since November 2017. Since April 2017, Ms. Patterson has served as Founder and Managing Partner at Gradient Ventures, Google's artificial intelligence-focused venture fund, and since September 2010, as a Vice President of Engineering at Google. Prior to that, from January 2007 to September 2010, Ms. Patterson served as Co-Founder and President at Cuil, and from February 2004 to January 2007, as Director of Engineering at Google. Ms. Patterson also currently serves on the National Council at the School of Engineering and Applied Science at Washington University in St. Louis and on the boards of directors of a number of privately-held companies. Ms. Patterson holds a B.S. in Computer Science and Electrical Engineering from Washington University in St. Louis and a Ph.D. in Computer Science from the University of Illinois at Urbana-Champaign.

Ms. Patterson was selected to serve on our board of directors because of her engineering and business experience as well as her financial expertise as a founder of a venture fund.

Randy Garutti has served as a member of our board of directors since July 2017. Since April 2012, Mr. Garutti has served as Chief Executive Officer and on the board of directors of Shake Shack. Prior to becoming Chief Executive Officer, Mr. Garutti served as Chief Operating Officer of Shake Shack since January 2010. Before Shake Shack, Mr. Garutti was the Director of Operations for Union Square Hospitality Group, LLC, overseeing the operations for all its restaurants. Additionally, Mr. Garutti currently serves on the board of directors of the Columbus Avenue Business Improvement District, a not-for-profit organization. Mr. Garutti holds a B.S. from Cornell University's School of Hotel Administration.

Mr. Garutti was selected to serve on our board of directors because of his business expertise and leadership of a global brand.

Mary Meeker has served as a member of our board of directors since June 2011. Since January 2019, Ms. Meeker has served as a General Partner of Bond Capital. From December 2010 to December 2018, Ms. Meeker served as a General Partner of Kleiner Perkins Caufield & Byers. From 1991 to 2010, Ms. Meeker worked at Morgan Stanley as a Managing Director and Research Analyst. Ms. Meeker previously served on the boards of directors of LendingClub Corporation from June 2012 to June 2019 and DocuSign from June 2012 to June 2019, and currently serves on the boards of directors of a number of privately-held companies. Ms. Meeker holds a B.A. in Psychology from DePauw University and an M.B.A. from Cornell University.

Ms. Meeker was selected to serve on our board of directors because of her extensive experience advising and analyzing technology companies.

Dr. Lawrence Summers has served as a member of our board of directors since June 2011. Since January 2011, Dr. Summers has served as the Charles W. Eliot University Professor & President Emeritus of Harvard University and the Weil Director of the Mossavar-Rahmani Center for Business & Government at the Harvard Kennedy School. From January 2009 to December 2010, Dr. Summers served as Director of the National Economic Council for President Obama. Dr. Summers previously served as President of Harvard University, and he has also served in various other senior policy positions, including as Secretary of the Treasury and Vice President of Development Economics and Chief Economist of the World Bank. Dr. Summers currently serves as the Chairman of the International Advisory Board at Santander Bank and on the boards of directors of a number of privately-held companies. Dr. Summers holds a B.S. in Economics from Massachusetts Institute of Technology and a Ph.D. in Economics from Harvard University.

Dr. Summers was selected to serve on our board of directors because of his extensive policy experience and in-depth knowledge of macroeconomic trends.

Director Independence

Our Class A common stock is listed on the New York Stock Exchange. Under the listing standards of the New York Stock Exchange, independent directors must comprise a majority of a listed company's board of directors. In addition, the listing standards of the New York Stock Exchange require that, subject to specified exceptions, each member of a listed company's audit, compensation and nominating and corporate governance committees be independent. Under the listing standards of the New York Stock Exchange, a director will only qualify as an "independent director" if, in the opinion of that listed company's board of directors, that director does not have a material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). As noted in the commentary to the listing standards, the concern is independence from management.

Audit and risk committee members must also satisfy the additional independence criteria set forth in Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the listing standards of the New York Stock Exchange. Compensation committee members must also satisfy the additional independence criteria set forth in Rule 10C-1 under the Exchange Act and the listing standards of the New York Stock Exchange.

Our board of directors has undertaken a review of the independence of each of our directors. Based on information provided by each director concerning his or her background, employment and affiliations, our board of directors has determined that none of Mses. Brooks, Meeker and Patterson, Messrs. Botha, Deighton, Garutti and Viniar and Dr. Summers has a material relationship with the Company and that each of these directors is "independent" as that term is defined under the applicable rules and regulations of the Securities and Exchange Commission ("SEC") and the listing standards of the New York Stock Exchange. Former directors Mr. Rao and Dr. Simmons were each determined to be independent within the meaning of the New York Stock Exchange listing standards during the periods in which each served on our board of directors. In making the determination of the independence of our directors, the board of directors considered relevant transactions between Square and entities associated with our directors or members of their immediate families, including transactions involving Square and payments made to or from companies and entities in the ordinary course of business where our directors or members of their immediate families serve as partners, directors or as a member of the executive management of the other party to the transaction, and determined that none of these relationships constitute material relationships that would impair the independence of our directors.

Board Leadership Structure and Role of Our Lead Independent Director

Mr. Dorsey currently serves as both the Chairman of our board of directors and as our Chief Executive Officer. Our independent directors bring experience, oversight and expertise from outside of our company, while Mr. Dorsey brings current company-specific experience, leadership and insight. As our co-founder and Chief Executive Officer, Mr. Dorsey is best positioned to identify strategic priorities, oversee product development, lead critical discussions and execute our business plans.

Our board of directors has adopted Corporate Governance Guidelines that provide that one of our independent directors should serve as our Lead Independent Director at any time when the Chairman of our board of directors is not independent, including when our Chief Executive Officer serves as the Chairman of our board of directors. Because Mr. Dorsey is our Chairman and is not an “independent” director as defined in the listing standards of the New York Stock Exchange, our board of directors has appointed Mr. Viniar to serve as our Lead Independent Director. As our Lead Independent Director, Mr. Viniar is responsible for calling separate sessions of the independent directors, determining the agenda and serving as chairperson of meetings of independent directors, providing feedback to the Company’s Chief Executive Officer and Chairman of the board regarding the executive sessions, serving as spokesperson for the Company as requested, and performing such other responsibilities as may be designated by a majority of the independent directors from time to time. We believe that the leadership structure of Mr. Dorsey’s combined role and Mr. Viniar as Lead Independent Director enables strong leadership, creates clear accountability and enhances our ability to communicate our message and strategy clearly and consistently to stockholders while ensuring robust, independent oversight by the board of directors and Lead Independent Director.

Board Meetings and Committees

During our fiscal year ended December 31, 2019, our board of directors held five meetings (including regularly scheduled and special meetings), and each director attended at least 75% of the aggregate of (i) the total number of meetings of our board of directors held during the period for which he or she has been a director and (ii) the total number of meetings held by all committees of our board of directors on which he or she served during the periods that he or she served.

Although our Corporate Governance Guidelines do not have a formal policy regarding attendance by members of our board of directors at annual meetings of stockholders, we encourage, but do not require, our directors to attend. All of our directors attended our 2019 annual meeting of stockholders.

Our board of directors has established an audit and risk committee, a compensation committee, a nominating and corporate governance committee and a Capital compliance and governance committee. The composition and responsibilities of each of the committees of our board of directors is described below. Members will serve on these committees until their resignation or until otherwise determined by our board of directors.

Audit and Risk Committee

Our audit and risk committee consists of Ms. Patterson, Messrs. Botha and Viniar and Dr. Summers, with Mr. Viniar serving as Chair. Each of our audit and risk committee members meets the requirements for independence for audit committee members under the listing standards of the New York Stock Exchange and SEC rules and regulations. Each member of our audit and risk committee also meets the financial literacy and sophistication requirements of the listing standards of the New York Stock Exchange. In addition, our board of directors has

determined that Mr. Viniar is an audit committee financial expert within the meaning of Item 407(d) of Regulation S-K under the Securities Act of 1933, as amended (“Regulation S-K”). Our audit and risk committee is, among other things, responsible for the following:

- selecting and hiring a qualified independent registered public accounting firm to audit our financial statements;
- helping to ensure the independence and performance of the independent registered public accounting firm;
- reviewing our financial statements and discussing the scope and results of the independent audit and quarterly reviews with the independent registered public accounting firm, and reviewing, with management and the independent registered public accounting firm, our interim and year-end results of operations and the reports and certifications regarding internal controls over financial reporting and disclosure controls;
- preparing, reviewing and approving the audit and risk committee report that the SEC requires to be included in our annual proxy statement;
- reviewing the adequacy and effectiveness of our disclosure controls and procedures, and developing procedures for employees to submit concerns anonymously about questionable accounting or audit matters;
- reviewing our program and policies on risk assessment and risk management, including risks associated with data privacy and cybersecurity;
- reviewing and overseeing related party transactions for which review or oversight is required by applicable law or required to be disclosed in our financial statements or SEC filings; and
- approving or, as required, pre-approving, all audit and all permissible non-audit services and fees to be performed by the independent registered public accounting firm.

Our audit and risk committee operates under a written charter that satisfies the applicable rules and regulations of the SEC and the listing standards of the New York Stock Exchange. A copy of the charter of our audit and risk committee is available on our website at <https://squareup.com/about/investors>. During 2019, our audit and risk committee held six meetings.

Compensation Committee

Our compensation committee consists of Ms. Meeker and Messrs. Botha and Deighton, with Ms. Meeker serving as Chair. Mr. Rao served as a member of the committee during 2019 and 2020 until his resignation from our board of directors in April 2020. Each of our compensation committee members meets the requirements for independence for compensation committee members under the listing standards of the New York Stock Exchange and SEC rules and regulations, including Rule 10C-1 under the Exchange Act, as did Mr. Rao during the period in which he was a member of our compensation committee. Each of Ms. Meeker and Mr. Deighton is also a “non-employee director,” as defined pursuant to Rule 16b-3 promulgated under the Exchange Act. Our compensation committee is, among other things, responsible for the following:

- reviewing, approving and determining, or making recommendations to our board of directors regarding, the compensation of our executive officers;
- overseeing our overall compensation philosophy and compensation policies, plans and benefits programs, including those for our executive officers;

- administering our equity compensation plans; and
- reviewing, approving and making recommendations to our board of directors regarding incentive compensation and equity compensation plans.

Our compensation committee operates under a written charter that satisfies the applicable rules and regulations of the SEC and the listing standards of the New York Stock Exchange. A copy of the charter of our compensation committee is available on our website <https://squareup.com/about/investors>. During 2019, our compensation committee held five meetings.

Our compensation committee may delegate its authority and duties as it deems appropriate in accordance with applicable laws and regulations. Our compensation committee has delegated authority to our management equity committee, which consists of our Chief Executive Officer and People Lead, to make equity grants within predetermined guidelines to employees and consultants who are not our Section 16 officers or members of our management equity committee. In addition, our compensation committee has a subcommittee comprised entirely of members of the compensation committee that meet the requirements of a “non-employee director,” as such term is used at the beginning of this section. This subcommittee has the nonexclusive authority to grant equity and other awards under our compensation plans that comply with Section 16 of the Exchange Act, to the extent applicable.

Nominating and Corporate Governance Committee

Our nominating and corporate governance committee consists of Ms. Brooks and Messrs. Garutti and Viniar, with Mr. Garutti serving as Chair. Ms. Brooks joined the nominating and corporate governance committee in October 2019. Dr. Simmons served as Chair of the committee during 2019 and 2020 until her resignation from our board of directors in February 2020. Each of our nominating and corporate governance committee members meets the requirements for independence under the listing standards of the New York Stock Exchange and SEC rules and regulations, as did Dr. Simmons during the period in which she was a member of the committee. Our nominating and corporate governance committee is, among other things, responsible for the following:

- identifying, evaluating and making recommendations to our board of directors regarding nominees for election to our board of directors and its committees;
- evaluating the performance of our board of directors, individual directors and our Chief Executive Officer;
- considering and making recommendations to our board of directors regarding the composition of our board of directors and its committees;
- overseeing, reviewing and making recommendations to our board of directors regarding our corporate governance practices, including our Corporate Governance Guidelines;
- overseeing the Company’s process for stockholder communications with the board of directors;
- conducting a periodic review of environmental and corporate responsibility matters of significance to us;
- reviewing and monitoring compliance with our Code of Business Conduct and Ethics and other actual and potential conflicts of interest, other than transactions with related parties reviewed by the audit and risk committee; and
- reviewing the succession planning for our Chief Executive Officer, as well as each of our other members of our executive management team.

Our nominating and corporate governance committee operates under a written charter that satisfies the applicable listing standards of the New York Stock Exchange. A copy of the charter of our nominating and corporate governance committee is available on our website at <https://squareup.com/about/investors>. During 2019, our nominating and corporate governance committee held six meetings.

Capital Compliance and Governance Committee

Our Capital compliance and governance committee consists of Mr. Deighton and Ms. Patterson, with Mr. Deighton serving as Chair. Ms. Patterson joined the Capital compliance and governance committee in April 2019. Dr. Simmons served as a member of the committee during 2019 and 2020 until her resignation from our board of directors in February 2020. Each of our Capital compliance and governance committee members meets the requirements for independence under the listing standards of the New York Stock Exchange and SEC rules and regulations, as did Dr. Simmons during the period in which she was a member of the committee. Our Capital compliance and governance committee is, among other things, responsible for the following:

- overseeing the governance and compliance practices of Square Capital, LLC, a wholly owned subsidiary of the Company, and its related products (“Square Capital”), including reviewing Square Capital’s practices with respect to compliance testing and monitoring, complaints, third party audits, self-identified issues and regulatory changes;
- reviewing and discussing with management the overall adequacy and effectiveness of Square Capital’s legal, regulatory and ethical compliance programs;
- overseeing the review of Square Capital’s major financial and other risk exposures and the steps taken to monitor and control those exposures; and
- reviewing and assisting in the selection of Square Capital’s Chief Compliance Officer and Bank Secrecy Act / Anti-Money Laundering Officer and periodically reviewing any issues encountered in the course of his or her work.

Our Capital compliance and governance committee operates under a written charter. During 2019, our Capital compliance and governance committee held four meetings.

Compensation Committee Interlocks and Insider Participation

None of the current members of our compensation committee, or any member that served during the past fiscal year, is or has been an officer or employee of our company. None of our executive officers currently serves, or in the past fiscal year has served, as a member of the board of directors or compensation committee (or other board committee performing equivalent functions) of any entity that has one or more of its executive officers serving on our compensation committee. None of our executive officers currently serves, or in the past fiscal year has served, as a member of the compensation committee (or other board committee performing equivalent functions) of any entity that has one or more of its executive officers serving on our board of directors.

Considerations in Evaluating Director Nominees

Our nominating and corporate governance committee uses a variety of methods for identifying and evaluating director nominees. In its evaluation of director candidates, our nominating and corporate governance committee will consider the current size and composition, organization and governance of our board of directors and the needs of our board of directors and the respective committees of our board of directors. Some of the qualifications that our nominating and corporate governance committee considers include, without limitation, issues of

character, integrity, judgment, diversity, and with respect to diversity, such factors as gender, race, ethnicity and experience, area of expertise, potential conflicts of interest and other commitments and other individual qualities and attributes that contribute to the total mix of viewpoints and experience represented on our board of directors. Nominees must also have the highest personal and professional ethics and the ability to offer advice and guidance to our Chief Executive Officer and other members of management based on proven achievement and leadership in the companies or institutions with which they are, or have been, affiliated. Director candidates must understand the fiduciary responsibilities that are required of a member of our board of directors and have sufficient time available in the judgment of our nominating and corporate governance committee to perform all board of director and committee responsibilities. Members of our board of directors are expected to prepare for, attend and participate in all board of director and applicable committee meetings. Our nominating and corporate governance committee may also consider such other factors as it may deem, from time to time, are in our and our stockholders' best interests. Additionally, our nominating and corporate governance committee has retained a third-party executive search firm from time to time to identify and review candidates for membership on our board of directors.

Although our board of directors does not have specific requirements with respect to board diversity, it believes that our board should be a diverse body, as described above. While factors relating to diversity were considered for our current directors, no single factor was determinative with respect to any of our current directors. After completing its review and evaluation of director candidates, our nominating and corporate governance committee recommends to our full board of directors the director nominees for selection.

Stockholder Recommendations and Nominations to the Board of Directors

Our nominating and corporate governance committee will consider director candidates recommended by stockholders holding at least \$2,000 in market value or one percent (1%) on a fully diluted basis of the company's securities continuously for at least twelve (12) months prior to the date of the submission of the recommendation, so long as such recommendations comply with our amended and restated certificate of incorporation, amended and restated bylaws and applicable laws, rules and regulations, including those promulgated by the SEC. Our nominating and corporate governance committee will evaluate such recommendations in accordance with its charter, our amended and restated bylaws and our policies and procedures for director candidates, as well as the director nominee criteria described above that is applicable to all director candidates. This process is designed to ensure that our board of directors includes members with diverse backgrounds, skills and experience, including appropriate financial and other expertise relevant to our business. Eligible stockholders wishing to recommend a candidate for nomination should contact our General Counsel or legal department in writing. Such recommendations must include information about the candidate, a statement of support by the recommending stockholder, evidence of the recommending stockholder's ownership of our capital stock, a signed letter from the candidate confirming willingness to serve on our board of directors and any additional information required by our amended and restated bylaws. Our nominating and corporate governance committee has discretion to decide which individuals to recommend for nomination as directors.

Under our amended and restated bylaws, stockholders may also directly nominate persons for our board of directors. Any nomination must comply with the requirements set forth in our amended and restated bylaws and should be sent in writing to our Corporate Secretary at Square, Inc., 1455 Market Street, Suite 600, San Francisco, California 94103. To be timely for the 2021 annual meeting of stockholders, our Corporate Secretary must receive the nomination no earlier than the close of business on February 16, 2021 and no later than the close of business on March 18, 2021, or in the event that we hold the 2021 annual meeting of stockholders more than 30 days before or more

than 60 days after the one-year anniversary of the Annual Meeting, no earlier than the close of business on the 120th day before the 2021 annual meeting of stockholders and no later than the close of business on the later of either (i) the 90th day prior to the 2021 annual meeting of stockholders or (ii) the 10th day following the day on which public announcement of the date of the 2021 annual meeting of stockholders is first made if such first public announcement is less than 100 days prior to the date of the 2021 annual meeting of stockholders.

Communications with the Board of Directors

Interested parties wishing to communicate with our board of directors or with an individual member or members of our board of directors may do so by writing to our board of directors or to the particular member or members of our board of directors, and mailing the correspondence to our General Counsel at Square, Inc., 1455 Market Street, Suite 600, San Francisco, California 94103. Each communication should set forth (i) the name and address of the stockholder, as it appears on our books, and if the shares of our common stock are held by a nominee, the name and address of the beneficial owner of such shares, and (ii) the class and number of shares of our common stock that are owned of record by the record holder and beneficially by the beneficial owner.

Our General Counsel or legal department, in consultation with appropriate members of our board of directors as necessary, will review all incoming communications and, if appropriate, such communications will be forwarded to the appropriate member or members of our board of directors, or if none is specified, to the Chairman of our board of directors or the Lead Independent Director if the Chairman of our board of directors is not independent.

Corporate Governance Guidelines and Code of Business Conduct and Ethics

Our board of directors has adopted Corporate Governance Guidelines that address items such as the qualifications and responsibilities of our directors and director candidates, including independence standards and corporate governance policies and standards applicable to us in general. In addition, our board of directors has adopted a Code of Business Conduct and Ethics that applies to all of our employees, officers and directors, including our Chief Executive Officer, Chief Financial Officer and other executive and senior financial officers. The full text of each of our Corporate Governance Guidelines and our Code of Business Conduct and Ethics is posted on our website at <https://squareup.com/about/investors>. We will post amendments to our Corporate Governance Guidelines and our Code of Business Conduct and Ethics or any waivers of our Code of Business Conduct and Ethics for directors and executive officers on the same website.

Stock Ownership Guidelines

Our board of directors has adopted stock ownership guidelines to ensure ongoing alignment of the interests of our directors and executive officers with the long-term interests of our stockholders. Our guidelines require that (i) each non-employee director own a number of shares of our common stock with a value equal to at least five times his or her annual cash retainer, (ii) each executive officer (other than the Chief Executive Officer) own a number of shares of our common stock with a value equal to at least three times his or her annual base salary and (iii) the Chief Executive Officer own a number of shares of our common stock with a value equal to at least the greater of (x) five times his or her annual base salary and (y) \$2 million. Each non-employee director and executive officer is required to comply with our stock ownership guidelines by the later of April 30, 2022 or five years from his or her promotion or hiring as an executive officer or election to our board of directors. Until a non-employee director or executive officer has satisfied his or her applicable level of ownership, he or she is required to retain an amount equal to fifty percent (50%) of the net shares received from any new equity award granted after the adoption of the guidelines. As of December 31, 2019, all of our non-employee directors and executive officers had met or were on track to comply with these stock ownership guidelines within the applicable time periods.

Risk Management

Our board of directors recognizes the oversight of risk management as one of its primary responsibilities and central to maintaining an effective, risk aware and accountable organization. This includes the oversight of our Enterprise Risk Assessment (“ERA”) framework, which is supported and enabled by our audit and risk committee. While our board of directors maintains ultimate responsibility for the oversight of risk, it has implemented a multi-layered approach which delegates certain responsibilities to the appropriate board committees to ensure that these primary areas of focus are thoroughly discussed and that a pervasive understanding of such focus areas is obtained. These primary risk focus areas are defined by the board of directors, management and leaders of our ERA review as strategic, operational, people, financial and compliance and consist of risks such as cybersecurity, financial reporting and competition. Our board of directors may delegate additional risk areas in the future. Our board of directors and its committees oversee risks associated with their respective areas of responsibility, as summarized below. Each board committee meets in executive session with key management personnel and representatives of outside advisors as required or requested.

| Board/ Committee | Primary Areas of Risk Oversight |
|---|---|
| Full Board of Directors | Strategic, financial and execution risks and exposures associated with our business strategy, policy matters, succession planning, conflicts of interest, significant litigation and regulatory exposures and other current matters that may present material risk to our financial performance, operations, infrastructure, plans, prospects or reputation, acquisitions and divestitures and our operational infrastructure. |
| Audit and Risk Committee | Risks and exposures associated with financial matters, particularly financial reporting, tax, accounting, disclosure controls and procedures, internal control over financial reporting, investment guidelines and credit and liquidity matters, our programs and policies relating to legal and regulatory compliance, data privacy, data security, cybersecurity and operational security and reliability, as well as matters of oversight related to our bank, Square Financial Services, which is expected to launch in 2021. |
| Nominating and Corporate Governance Committee | Risks and exposures associated with director succession planning, corporate governance, environmental and corporate responsibility matters and overall board and committee effectiveness and composition. |
| Compensation Committee | Risks and exposures associated with leadership assessment, retention and succession, executive compensation programs and arrangements and our compensation philosophy and practices. |
| Capital Compliance and Governance Committee | Risks and exposures associated with Square Capital’s products, legal and compliance requirements, governance structure and regulatory matters. |

The oversight responsibility of our board of directors and its committees is enabled by management reporting processes that are designed to provide visibility to our board of directors regarding the identification, assessment and management of risks and management’s strategic

approach to risk mitigation. As part of our overall risk management process, we conduct an enterprise risk assessment on an annual basis, which is shared and discussed with our board of directors. Our lead independent director and Chair of our audit and risk committee meets with our internal auditor, Chief Compliance Officer and General Counsel on a regular cadence to identify and discuss risks and exposures and escalates potential issues to our audit and risk committee or board of directors, as appropriate. In addition, our board of directors' responsibilities related to oversight of the ERA framework include a routine evaluation of the processes, as well as discussions with key management and representatives of outside advisors as appropriate, used to identify, assess, monitor and report on risks across the organization and the setting and communication of the organization's implementation and measurement of risk tolerances, limits and mitigation.

Board's Role in Data Privacy and Cybersecurity Oversight

Our board of directors is committed to mitigating data privacy and cybersecurity risks and recognizes this issue's importance as part of our risk management framework. While the board of directors maintains ultimate responsibility for the oversight of our data privacy and cybersecurity program and risks, it has delegated certain responsibilities to our audit and risk committee. This committee-level focused attention on data privacy and cybersecurity allows the board to further enhance its understanding of these issues. The audit and risk committee assists the board of directors in its oversight of our data privacy and cybersecurity needs by staying apprised of our data privacy and information security programs, strategy, policies, standards, architecture, processes and material risks.

Our board of directors and audit and risk committee's principal role is one of oversight, recognizing that management is responsible for the design, implementation and maintenance of an effective program for protecting against and mitigating data privacy and cybersecurity risks. The full board of directors undergoes annual information security and privacy training by our Chief Information Security Officer and our Chief Privacy Officer, which covers board oversight obligations and the privacy and security programs in place at Square. Our audit and risk committee receives updates, at least quarterly, on material data privacy and security risks, including any material incidents, relevant industry developments, threat vectors and material risks identified in periodic penetration tests or vulnerability scans. The committee's updates also include material legal and legislative developments concerning data privacy and security, Square's approach to complying with applicable law and material engagement with regulators concerning data privacy and cybersecurity. Members of the board of directors provide guidance to management as appropriate in order to address the effectiveness of our overall data privacy and cybersecurity program and stay apprised of the rapidly evolving cyber threat landscape.

Corporate Responsibility and Sustainability

Our nominating and corporate governance committee oversees Square's corporate responsibility initiatives. We believe that as a commerce ecosystem that helps our sellers start, run and grow their businesses, Square has a tremendous opportunity to empower businesses and individuals to participate in the economy and create a better, more prosperous world. We are committed to managing the risks and opportunities that arise from environmental, social and governance ("ESG") issues and focusing on sustainability.

Square takes an integrated approach to managing ESG performance and disclosure:

- *Functional Leadership:* Corporate responsibility is managed at a functional level across each of Square's platforms, with responsibility for oversight rolling up to our senior executives.

- *Sustainability Committee*: This cross-functional working group coordinates Square's environmental and sustainability efforts — including evaluating how to build products and packaging in an environmentally responsible way, overseeing sustainability in our supply chain and the ways we use our office spaces and getting employees out into the community through neighborhood engagement efforts.
- *Social Responsibility Committee*: With representation from senior leaders across functional areas, this committee serves as the central coordinating body for our responsibility strategy, benchmarking and reporting.
- *Board Oversight*: Our nominating and corporate governance committee is responsible for conducting a periodic review of environmental and corporate responsibility matters of significance to Square.
- *Corporate Social Responsibility Report*: In 2019, we released our first annual Corporate Social Responsibility Report (“CSR Report”), which was prepared to highlight information regarding our ESG programs. The CSR Report provides an overview of Square's global operations with respect to the four key priority areas discussed below.

Key areas of focus for Square's ESG strategy include:

- *Social Impact*: Square is committed to getting involved with our local communities and mobilizing our employees to give back.
- *Environmental Responsibility*: As we build tools for economic empowerment, we're committed to doing so in a way that is mindful and respectful of our environment. With the choices we make about our products, our office spaces, and our community engagement, we seek to be sustainable and regularly reevaluate where we can do better across all areas.
- *Employees and Culture*: Square offers employees a strong package of compensation, benefits, perks, office amenities, and engagement programs in order to attract and retain the best talent in a competitive labor market.
- *Corporate Governance*: Our approach to corporate governance is designed to ensure board of directors and management accountability to our stakeholders, foster responsible decision-making and engender public trust. Further, our board of directors have adopted Corporate Governance Guidelines that are grounded in Square's values and mission.

Director Compensation

Pursuant to our Outside Director Compensation Policy, which was last amended effective January 1, 2019, our non-employee directors will receive compensation in the form of equity granted under the terms of our 2015 Equity Incentive Plan, as amended and restated (the “2015 Plan”), and cash, as described below. Our 2015 Plan contains maximum limits on the size of the equity awards that can be granted to each of our non-employee directors in any fiscal year, but those maximum limits do not reflect the intended size of any potential grants or a commitment to make any equity award grants to our non-employee directors in the future. The only commitment to make equity award grants to our non-employee directors is under our Outside Director Compensation Policy, as it may be amended from time to time. The maximum limits under our 2015 Plan provide that no non-employee director may be granted, in any fiscal year, equity awards having a grant date fair value (determined in accordance with GAAP) of more than \$1 million, provided, that, the limit is \$2 million for awards granted in connection with the director's initial service as a non-employee director. Equity awards granted to an individual while he or she was an employee or a consultant, but not a non-employee director, do not count for purposes of these limits.

Our compensation committee periodically reviews our Outside Director Compensation Policy, including review of competitive practices provided by Compensia, Inc., an independent compensation consulting firm (“Compensia”). In 2019, based on data provided by Compensia, our average total direct compensation per director (including annual cash retainer and equity awards) approximated the 40th percentile amongst our compensation peer group identified below in the section titled “Executive Compensation—Compensation-Setting Process—Competitive Positioning.”

Equity Compensation.

Initial Award. Subject to any limits in our 2015 Plan, each person who first becomes a non-employee director will receive an initial grant of restricted stock units (“RSUs”) on the date of his or her appointment having a grant date fair value (determined in accordance with generally accepted accounting principles (“GAAP”)) equal to \$250,000 multiplied by a fraction (i) the numerator of which is (x) 12 minus (y) the number of months between the date of the last annual meeting of stockholders and the date the non-employee director becomes a member of our board of directors and (ii) the denominator of which is 12. The shares of our Class A common stock underlying the RSUs vest in full upon the earlier of (i) the first anniversary of the grant date or (ii) the date of the next annual meeting of stockholders, in each case subject to continued service through the vesting date.

Annual Award. On the date of each annual meeting of stockholders, and subject to any limits in our 2015 Plan, each of our non-employee directors is granted RSUs having a grant date fair value (determined in accordance with GAAP) equal to \$250,000. The shares of our Class A common stock underlying the RSUs vest in full upon the earlier of (i) the first anniversary of the grant date or (ii) on the date of the next annual meeting of stockholders, in each case subject to continued service through the vesting date.

Our Lead Independent Director will receive an annual grant of RSUs, in addition to the annual grant provided to all non-employee directors, on the date of each annual meeting of stockholders having a grant date fair value (determined in accordance with GAAP) of \$70,000, subject to any limits in our 2015 Plan. The shares of our Class A common stock underlying the RSUs vest in full upon the earlier of (i) the first anniversary of the grant date or (ii) the date of the next annual meeting of stockholders, in each case subject to continued service through the vesting date.

The awards granted to a non-employee director under our Outside Director Compensation Policy will become fully vested upon a “change in control” as defined in our 2015 Plan.

Cash Compensation. Each of our non-employee directors receives an annual cash retainer of \$40,000 for serving on our board of directors. In addition, each year, non-employee directors are eligible to receive the following cash fees for service on the committees of our board of directors:

| <u>Board Committee</u> | <u>Chairperson Fee</u> | <u>Member Fee</u> |
|---|------------------------|-------------------|
| Audit and Risk Committee | \$ 20,000 | \$ 10,000 |
| Compensation Committee | \$ 15,000 | \$ 5,000 |
| Nominating and Corporate Governance Committee | \$ 10,000 | \$ 2,500 |
| Capital Compliance and Governance Committee | \$ 15,000 | \$ 5,000 |

Subject to any limits under our 2015 Plan, each non-employee director may elect to convert any cash compensation that they would otherwise be entitled to receive under our Outside Director Compensation Policy into an award of RSUs under our 2015 Plan. If the non-employee

director makes this election in accordance with the policy, each such award of RSUs will be granted on the first business day following the date that the corresponding cash compensation otherwise would be paid under the policy, will be fully vested on the grant date and will cover a number of shares equal to (A) the aggregate amount of cash compensation otherwise payable to the non-employee director on that date divided by (B) the closing price per share as of the last day of the fiscal quarter for which the grant relates.

2019 Compensation

The following table provides information regarding the total compensation that was earned by each of our non-employee directors in 2019.

| Director | Fees Earned or Paid in Cash (\$) | Stock Awards \$(1)(2)(3) | Total (\$) |
|------------------|--|-----------------------------|---------------|
| Roelof Botha | — | 305,369 | 305,369 |
| Amy Brooks | — | 166,618 | 166,618 |
| Paul Deighton | 60,000 | 249,934 | 309,934 |
| Randy Garutti | 42,500 | 249,934 | 292,434 |
| James McKelvey | — | 290,217 | 290,217 |
| Mary Meeker | — | 305,369 | 305,369 |
| Anna Patterson | 12,500 | 289,692 | 302,192 |
| Naveen Rao(4) | 45,000 | 249,934 | 294,934 |
| Ruth Simmons(5) | — | 304,054 | 304,054 |
| Lawrence Summers | 62,500 | 249,934 | 312,434 |
| David Viniar(6) | — | 382,931 | 382,931 |

(1) The amounts included in the “Stock Awards” column represent the aggregate grant date fair value of RSU awards calculated in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718 (“ASC 718”). The amount does not necessarily correspond to the actual value recognized by the non-employee director. The valuation assumptions used in determining such amounts are described in the Notes to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2019.

The amounts under the “Stock Awards” column represent the aggregate of initial or annual equity compensation provided under the Outside Director Compensation Policy, and equity grants made in lieu of cash compensation, each as detailed in footnotes 2 and 3, respectively.

- (2) The amounts included in the “Stock Awards” column representing the annual awards or initial awards, as applicable, granted to our non-employee directors in 2019 are detailed below. Each of these awards vests and settles on the earlier of the first anniversary of the grant date or the date of our Annual Meeting, subject to the director’s continued service through the vesting date.

| <u>Name</u> | <u>Grant Date</u> | <u>Number of RSUs Granted and Outstanding as of December 31, 2019</u> | <u>Grant Date Fair Value (\$)</u> |
|------------------|-------------------|---|---------------------------------------|
| Roelof Botha | June 18, 2019 | 3,480 | 249,934 |
| Amy Brooks | October 23, 2019 | 2,855 | 166,618 |
| Paul Deighton | June 18, 2019 | 3,480 | 249,934 |
| Randy Garutti | June 18, 2019 | 3,480 | 249,934 |
| James McKelvey | June 18, 2019 | 3,480 | 249,934 |
| Mary Meeker | June 18, 2019 | 3,480 | 249,934 |
| Anna Patterson | June 18, 2019 | 3,480 | 249,934 |
| Naveen Rao | June 18, 2019 | 3,480 | 249,934 |
| Ruth Simmons | June 18, 2019 | 3,480 | 249,934 |
| Lawrence Summers | June 18, 2019 | 3,480 | 249,934 |
| David Viniar | June 18, 2019 | 4,454 | 319,886 |

- (3) The amounts included in the “Stock Awards” column representing the awards of RSUs granted to our non-employee directors in lieu of cash retainers in 2019 are described below. Each of these awards vested and settled in full on the grant date.

| <u>Name</u> | <u>Grant Date</u> | <u>Number of RSUs Granted</u> | <u>Grant Date Fair Value (\$)</u> | <u>Total Cash Retainer Forgone (\$)</u> |
|----------------|-------------------|-----------------------------------|---------------------------------------|---|
| Roelof Botha | January 2, 2019 | 245 | 14,014 | 13,750 |
| | April 1, 2019 | 183 | 13,967 | 13,750 |
| | July 1, 2019 | 189 | 13,835 | 13,750 |
| | October 1, 2019 | 221 | 13,620 | 13,750 |
| James McKelvey | January 2, 2019 | 178 | 10,182 | 10,000 |
| | April 1, 2019 | 133 | 10,151 | 10,000 |
| | July 1, 2019 | 137 | 10,028 | 10,000 |
| | October 1, 2019 | 161 | 9,922 | 10,000 |
| Mary Meeker | January 2, 2019 | 245 | 14,014 | 13,750 |
| | April 1, 2019 | 183 | 13,967 | 13,750 |
| | July 1, 2019 | 189 | 13,835 | 13,750 |
| | October 1, 2019 | 221 | 13,620 | 13,750 |
| Anna Patterson | April 1, 2019 | 166 | 12,669 | 12,500 |
| | July 1, 2019 | 184 | 13,469 | 13,416 |
| | October 1, 2019 | 221 | 13,620 | 13,750 |
| Ruth Simmons | January 2, 2019 | 222 | 12,698 | 12,500 |
| | April 1, 2019 | 183 | 13,967 | 13,750 |
| | July 1, 2019 | 189 | 13,835 | 13,750 |
| | October 1, 2019 | 221 | 13,620 | 13,750 |
| David Viniar | January 2, 2019 | 278 | 15,902 | 15,625 |
| | April 1, 2019 | 208 | 15,875 | 15,625 |
| | July 1, 2019 | 215 | 15,738 | 15,625 |
| | October 1, 2019 | 252 | 15,531 | 15,625 |

- (4) Mr. Rao resigned as a member of our board of directors in April 2020.
- (5) Dr. Simmons resigned as a member of our board of directors in February 2020. As of December 31, 2019, Dr. Simmons also held a fully vested option to purchase 38,000 shares of our Class B common stock.
- (6) As of December 31, 2019, Mr. Viniar also held a fully vested option to purchase 326,950 shares of our Class B common stock.

Directors may be reimbursed for their reasonable expenses for attending board and committee meetings. Directors who are also our employees receive no additional compensation for their service as directors. During 2019, only Mr. Dorsey was an employee. See the section titled “Executive Compensation” for additional information about his compensation.

**PROPOSAL NO. 1
ELECTION OF DIRECTORS**

Our board of directors is currently composed of 10 members. In accordance with our amended and restated certificate of incorporation, our board of directors is divided into three staggered classes of directors. At the Annual Meeting, three Class II directors will be elected for a three-year term to succeed the same class whose term is then expiring.

Each director's term continues until the election and qualification of his or her successor, or such director's earlier death, resignation or removal. Any increase or decrease in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of our directors. This classification of our board of directors may have the effect of delaying or preventing changes in the control of our company.

Nominees

Our nominating and corporate governance committee has recommended, and our board of directors has approved, Roelof Botha, Amy Brooks and James McKelvey as nominees for election as Class II directors at the Annual Meeting. If elected, each of Ms. Brooks and Messrs. Botha and McKelvey will serve as Class II directors until the 2023 annual meeting of stockholders and until their successors are duly elected and qualified. Each of the nominees is currently a director of our company. Ms. Brooks is standing for election by our stockholders for the first time. For information concerning the nominees, please see the section titled "Board of Directors and Corporate Governance."

If you are a stockholder of record and you sign your proxy card or vote by telephone or over the Internet but do not give instructions with respect to the voting of directors, your shares will be voted "FOR" the election of Ms. Brooks and Messrs. Botha and McKelvey. We expect that each of Ms. Brooks and Messrs. Botha and McKelvey will agree to serve as a director; however, in the event that a director nominee is unable or declines to serve as a director at the time of the Annual Meeting, the proxies will be voted for any nominee designated by our board of directors to fill such vacancy. If you are a street name stockholder and you do not give voting instructions to your broker or nominee, your broker will leave your shares unvoted on this matter.

Vote Required

The election of directors requires a plurality of the voting power of the shares of our common stock present virtually or by proxy at the Annual Meeting and entitled to vote thereon to be approved. Broker non-votes will have no effect on this proposal.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" EACH OF THE NOMINEES
NAMED ABOVE.**



PROPOSAL NO. 2
ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the “Dodd-Frank Act”), enables our stockholders to approve, on an advisory or non-binding basis, the compensation of our named executive officers as disclosed pursuant to Section 14A of the Exchange Act. This proposal, commonly known as a “Say-on-Pay” proposal, gives our stockholders the opportunity to express their views on our named executive officers’ compensation as a whole. This vote is not intended to address any specific item of compensation or any specific named executive officer, but rather the overall compensation of all of our named executive officers and the philosophy, policies and practices described in this proxy statement. We currently hold our Say-on-Pay vote every year.

The Say-on-Pay vote is advisory, and therefore is not binding on us, our compensation committee or our board of directors. The Say-on-Pay vote will, however, provide information to us regarding investor sentiment about our executive compensation philosophy, policies and practices, which our compensation committee will consider when determining executive compensation for the remainder of the current fiscal year and beyond. Our board of directors and our compensation committee value the opinions of our stockholders. To the extent there is any significant vote against the compensation of our named executive officers as disclosed in this proxy statement, we will endeavor to communicate with stockholders to better understand the concerns that influenced the vote and consider our stockholders’ concerns, and our compensation committee will evaluate whether any actions are necessary to address those concerns.

We believe that the information provided in the section titled “Executive Compensation,” and in particular the information discussed in the section titled “Executive Compensation— Compensation Philosophy,” demonstrates that our executive compensation program was designed appropriately and is working to ensure management’s interests are aligned with our stockholders’ interests to support long-term value creation. Accordingly, we ask our stockholders to vote “FOR” the following resolution at the Annual Meeting:

“RESOLVED, that the stockholders approve, on an advisory basis, the compensation paid to our named executive officers, as disclosed in the proxy statement for the Annual Meeting pursuant to the compensation disclosure rules of the SEC, including the compensation discussion and analysis, compensation tables and narrative discussion and other related disclosure.”

Vote Required

The approval, on an advisory basis, of the compensation of our named executive officers requires the affirmative vote of a majority of the voting power of the shares of our common stock present virtually or by proxy at the Annual Meeting and entitled to vote thereon to be approved. Abstentions will have the effect of a vote against this proposal, and broker non-votes will have no effect.

As an advisory vote, the result of this proposal is non-binding. Although the vote is non-binding, our board of directors and our compensation committee value the opinions of our stockholders and will consider the outcome of the vote when making future compensation decisions for our named executive officers.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.

**PROPOSAL NO. 3
RATIFICATION OF APPOINTMENT OF
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Our independent registered public accounting firm for the fiscal year ended December 31, 2018 was KPMG LLP (“KPMG”). After considering a change in our independent registered accounting firm, our audit and risk committee appointed Ernst & Young LLP (“EY”) as our independent registered public accounting firm to audit our consolidated financial statements for our fiscal year ended December 31, 2019 and ending December 31, 2020. During our fiscal year ended December 31, 2019, EY served as our independent registered public accounting firm.

Notwithstanding the appointment of EY, and even if our stockholders ratify the appointment, our audit and risk committee, in its discretion, may appoint another independent registered public accounting firm at any time during our fiscal year if our audit and risk committee believes that such a change would be in the best interests of our company and our stockholders. At the Annual Meeting, our stockholders are being asked to ratify the appointment of EY as our independent registered public accounting firm for our fiscal year ending December 31, 2020. Although not required by applicable law or listing rules, our audit and risk committee is submitting the appointment of EY to our stockholders because we value our stockholders’ views on our independent registered public accounting firm and as a matter of good corporate governance. Representatives of EY will be present at the Annual Meeting, and they will have an opportunity to make a statement and will be available to respond to appropriate questions from our stockholders.

If our stockholders do not ratify the appointment of EY, our audit and risk committee may reconsider the appointment.

Change in Independent Registered Public Accounting Firm

On June 13, 2019, our audit and risk committee dismissed KPMG as our independent registered public accounting firm effective as of that date and approved, effective immediately, the engagement of EY as our independent registered public accounting firm for the fiscal year ended December 31, 2019 and ending December 31, 2020.

KPMG’s audit reports on our consolidated financial statements for the fiscal years ended December 31, 2018 and December 31, 2017 did not contain any adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope, or accounting principles, except as follows:

KPMG’s report on the consolidated financial statements of the Company as of and for the years ended December 31, 2018 and December 31, 2017, contained a separate paragraph stating that “As discussed in Note 2 to the consolidated financial statements, the Company adopted Accounting Standards Codification Topic 606, *Revenue from Contracts with Customers*, effective January 1, 2018.”

During the fiscal years ended December 31, 2018 and December 31, 2017, and the subsequent interim period from January 1, 2019 through June 13, 2019, there were (i) no disagreements within the meaning of Item 304(a)(1)(iv) of Regulation S-K between the Company and KPMG on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to KPMG’s satisfaction, would have caused KPMG to make reference to the subject matter of the disagreements in connection with its reports on the Company’s consolidated financial statements for such years, and (ii) no “reportable events” within the meaning of Item 304(a)(1)(v) of Regulation S-K.

We previously provided KPMG with a copy of the disclosures above and requested that KPMG furnish us with a letter addressed to the SEC stating whether it agrees with the statements and, if not, stating the respects in which it does not agree. A copy of KPMG's letter, dated June 17, 2019, was filed as Exhibit 16.1 with our Current Report on Form 8-K filed with the SEC on June 17, 2019.

Fees Paid to the Independent Registered Public Accounting Firm

The following table presents fees for professional audit services and other services rendered to our company by KPMG and EY for our fiscal years ended December 31, 2018 and December 31, 2019, respectively.

| | <u>2018</u> | <u>2019</u> |
|-----------------------|-----------------|-----------------|
| | (In Thousands) | |
| Audit Fees(1) | \$ 4,476 | \$ 3,339 |
| Audit-Related Fees(2) | — | — |
| Tax Fees(3) | — | 638 |
| All Other Fees(4) | \$ 3 | \$ — |
| Total Fees | <u>\$ 4,479</u> | <u>\$ 3,977</u> |

- (1) Audit Fees consist of professional services rendered in connection with the audit of our annual consolidated financial statements, including audited financial statements presented in our Annual Report on Form 10-K for the fiscal years ended December 31, 2018 and 2019 and services that are normally provided by the independent registered public accountants in connection with statutory and regulatory filings or engagements for those fiscal years.
- (2) Audit-Related Fees consist of fees for professional services for assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements and are not reported under "Audit Fees." These services could include accounting consultations concerning financial accounting and reporting standards, due diligence procedures in connection with acquisition and procedures related to other attestation services.
- (3) Tax Fees consist of fees for professional services for tax compliance, tax advice and tax planning. These services include consultation on tax matters and assistance regarding federal, state and international tax compliance. In the year ended December 31, 2019, \$0.4 million of the Tax Fees were associated with EY prior to their engagement as our independent registered public accounting firm.
- (4) All Other Fees consist of license fees for the use of accounting research software.

Auditor Independence

In our fiscal year ended December 31, 2019, there were no other professional services provided by EY, other than those listed above, that would have required our audit and risk committee to consider their compatibility with maintaining the independence of EY.

Audit and Risk Committee Policy on Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm

Our audit and risk committee has established a policy governing our use of the services of our independent registered public accounting firm. Under this policy, our audit and risk committee is required to pre-approve all audit, internal control-related services and permissible non-audit services performed by our independent registered public accounting firm in order to ensure that the provision of such services does not impair the public accountants' independence. All services provided by EY for our fiscal year ended December 31, 2019 were pre-approved by our audit and risk committee.

Vote Required

The ratification of the appointment of EY as our independent registered public accounting firm for our fiscal year ending December 31, 2020 requires the affirmative vote of a majority of the voting power of the shares of our common stock present virtually or by proxy at the Annual Meeting and entitled to vote thereon. Abstentions will have the effect of a vote against this proposal, and broker non-votes will have no effect.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

PROPOSAL NO. 4
STOCKHOLDER PROPOSAL REGARDING
EMPLOYEE REPRESENTATION ON THE BOARD OF DIRECTORS

We have been notified that NorthStar Asset Management, Inc. Funded Pension Plan, PO Box 301840, Boston, Massachusetts 02130, which reports that it is the beneficial owner of 206 shares of our Class A common stock, intends to present the proposal below for consideration at the Annual Meeting. The proposal and the supporting statement appear below as received by us. We are not responsible for the accuracy or content of the proposal and supporting statement.

Employee Representation on the Board of Directors

WHEREAS: Our company's employees are crucial to our ability to offer shareholders continued return on their investment. A 2018 Forbes article emphasized the need for retaining top employees by "focus[ing] on excellence in engagement";

In August 2019, the Business Roundtable, an association of chief executive officers of America's leading companies, issued a new Statement on the Purpose of a Corporation which emphasized "a fundamental commitment to all of our stakeholders." Shareholders believe that part of fulfilling the Roundtable's commitment to "invest[] in our employees" could come from a direct line of communication between employees and the board;

In 2018, the Accountable Capitalism Act was introduced into the U.S. Congress to combat "America's fundamental economic problems" such as companies' failure to reinvest proceeds in their operations, including employees. The Act would require that "boards ... include substantial employee participation ... ensur[ing] that no fewer than 40% of [a board's] directors are selected by the corporation's employees";

Several European countries require employee representation on boards. Academic analysis of one such policy stated that it "offer[s] advantages for technical efficiency, skill development and knowledge generation through its protection of specific human capital investments";

A recent poll found that a majority of Americans "would support allowing employees at large companies to elect representatives to those companies' boards of directors ... ";

Competitiveness in our sector is intense. An IMF report states that "technology and science jobs in the United States outnumbered qualified workers by roughly 3 million as of 2016 ... By 2030, there will be a global shortage of more than 85 million tech workers." With such a shortfall and competition for tech talent, it is crucial that our company work to attract and retain quality talent;

Shareholders believe that our company can advance long-term value creation through a board that includes non-management employee representation.

RESOLVED: Shareholders of Square, Inc. urge the Board of Directors to prepare a report to shareholders describing opportunities for the company to encourage the inclusion of non-management employee representation on the Board.

SUPPORTING STATEMENT: The report should be prepared within one year, at reasonable cost and excluding proprietary and privileged information. The Board is encouraged to assess:

1. Any legal, technical, practical, or organizational impediments to non-management employees gaining board nomination;
2. Benefits and challenges associated with board membership of non-management employees;

3. Opportunities or procedures through which non-management employees could gain nomination to the board, such as allocation of board slots or special board nomination processes for non-management employees, and any needed changes to corporate governance documents to accomplish such changes.

For purposes of this proposal, the term “non-management employees” should be understood to be employees that are neither management nor company executives.

Board of Directors’ Recommendation Against and Statement of Opposition to Stockholder Proposal

The board of directors has carefully considered this proposal and has concluded that its adoption is unnecessary in light of our existing procedures for evaluating and nominating director candidates and our commitment to employee engagement, as described below. Accordingly, the board of directors recommends a vote AGAINST this proposal.

Role of Our Nominating and Corporate Governance Committee. As described elsewhere in this proxy statement in the section titled “Board of Directors and Corporate Governance — Nominating and Corporate Governance Committee,” our nominating and corporate governance committee, along with the full board of directors, evaluates and recommends director nominees. In doing so, they assess the specific qualifications of each candidate and assess whether the candidate would contribute to an effective board of directors that operates openly and collaboratively to serve the best interests of the Company and our stockholders.

We carefully designed our present director selection process to identify, evaluate and nominate high quality, qualified and diverse candidates from all available sources, which can include our own employees. We believe an employee director candidate should be evaluated by the same standards and criteria as any other candidate. Granting non-management employees a dedicated position on the board of directors, a different process for board representation or a different set of qualifications, would undercut the role of the nominating and corporate governance committee, and the board of directors, in one of the most important elements of corporate governance: the selection of director candidates.

When evaluating potential director candidates, our nominating and corporate governance committee has a fiduciary duty to act in good faith and in the best interests of the Company and our stockholders. To help guide the selection process and ensure our candidate pipeline is comprised of individuals with a diverse and complementary blend of experiences, expertise, skills and perspectives, our board of directors adopted Corporate Governance Guidelines that set forth qualifications for potential candidates. We believe these existing procedures ensure our nominating and corporate governance committee identifies desirable candidates and achieves the optimal balance of skills, backgrounds and qualifications to best serve the Company and our stockholders.

Stockholder nominations. As set forth in our amended and restated bylaws, a stockholder can recommend a prospective director candidate for the board of director’s consideration — this includes prospective candidates who are employees of the Company. The section titled “Board of Directors and Corporate Governance—Stockholder Recommendations and Nominations to the Board of Directors” appearing elsewhere in this proxy statement describes the procedures regarding how such a nomination can be made. The nominating and corporate governance committee will consider and evaluate nominees proposed by stockholders in the same manner as a nominee recommended by a member of the board of directors, management, search firm or any other source.

Independence. Having an independent board of directors is a core element of our governance philosophy. Our Corporate Governance Guidelines require that a majority of our directors be independent. Presently, except for our CEO Jack Dorsey and our co-founder Jim McKelvey, all of our directors are independent. As employees are *per se* considered not independent under the rules of the New York Stock Exchange, mandating that the board of directors add another director employed by the Company would decrease the proportion of directors who qualify as independent and potentially impair the board of directors' ability to exercise sound, independent judgment on business matters.

Employee Engagement. Engaging employees with the Company and our leadership is a priority for us. We work to ensure that our employees feel included in the direction of the Company and how the business is progressing, and that they are given the opportunity to provide feedback to senior management and the board of directors. We believe that establishing an innovative, inclusive work environment in which our employees feel heard is critical to our continued success.

To do this, we place an emphasis on open and respectful communication, and we have multiple channels for all employees to be heard and exert influence outside of board representation. Some of our employee engagement programs include:

- *Town Square.* We hold a monthly global all-hands meeting called "Town Square" that is simultaneously broadcast to all of the Company's offices and made available for viewing afterwards. This meeting typically includes reports on business developments and provides an opportunity for employees to ask questions of senior management, including our CEO Jack Dorsey, either in writing, via video conferencing or live in person. After meetings of our board of directors, our CEO provides a synopsis of the meeting for the employees at the following Town Square and takes questions from employees about the meeting. Our CFO Amrita Ahuja performs a similar recap after each of the Company's quarterly earnings. In addition to Town Square, we also host office-wide meetings called "City Square," which are similar in format but provide a more localized feedback loop for each local office, and also frequently include a portion for questions to senior management.
- *Engagement with Senior Management.* In addition to Town Square, our senior management engage in roundtable question-and-answer sessions, serve as executive sponsors for various employee community affinity groups and periodically host "Ask Me Anything" sessions on internal channels to discuss issues.
- *Engagement with the Board.* We host question-and-answer sessions with members of our board of directors, which are broadcast to all offices, where employees have the opportunity to pose questions about the Company, the board of directors or any other topic. Typically, a recording of the session is also available internally after the event. Also, when directors travel to offices for board meetings, we will frequently host a gathering where employees are invited to meet the directors in a more informal setting. As stated in the section "Board of Directors and Corporate Governance — Communications with the Board of Directors," there is also a formal mechanism for our employee stockholders to communicate with the board of directors.
- *Moderator.* Employees can ask questions of the Company, anonymously if they wish, at any time through our "Moderator" platform, which provides them a response within two weeks. This provides an opportunity for employees to receive an answer to any relevant topic facing the Company. The tool also provides the ability for employees to vote on questions so leadership can understand the topics that matter most to employees.

- *Surveys.* We poll our entire employee population multiple times a year to collect feedback on management, strategy, culture, compensation and a variety of other areas. For example, our biannual “Pulse Survey” assesses employee satisfaction, our “Inclusion Survey” measures our ability to foster an inclusive workplace, and our “Experience Survey” assesses our employees’ opinions about our existing employee engagement programs and internal resources. We benchmark these survey results against prior years and our industry peers to make responsive, informed policy decisions. Additionally, we share these results and planned next steps with employees, both in small group discussions and in discussion at our all-hands meetings. Key takeaways from these surveys are shared with our board and senior management, and often provide meaningful feedback that has resulted in direct action from the Company — our decision to increase our retirement benefits options last year was in response to one such survey.
- *Feedback Cycles.* We have employee feedback cycles twice a year, which allow employees to provide feedback to their supervisors, as well as give and receive feedback from peers. Additionally, these cycles provide the opportunity for employees to provide holistic feedback on the leadership, direction and culture of their respective organizations.
- *People Report.* Every quarter, management from our People team provides the board of directors with an update regarding key employee matters, including the results of recent surveys, attrition, retention and more. This update from our People team provides another method for the board of directors to stay apprised of employee trends and issues that impact our workforce.

The Company takes the information communicated through these venues very seriously, including feedback about culture, diversity, business practices, management, strategy, compensation and compliance, and regularly provides responses and updates on issues that employees raise. Our board of directors believes employees are a critical aspect of the long-term success of our business and make a concerted effort to consider our employees’ interests as part of the long-term success of the Company. We believe these mechanisms provide ample opportunity for employees to provide feedback and impact the direction of the Company without mandated board representation.

Vote Required

This stockholder proposal requires the affirmative vote of a majority of the voting power of the shares of our common stock present virtually or by proxy at the Annual Meeting and entitled to vote thereon. Abstentions will have the effect of a vote against this proposal, and broker non-votes will have no effect.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “AGAINST” THIS STOCKHOLDER PROPOSAL.

REPORT OF THE AUDIT AND RISK COMMITTEE

The audit and risk committee is a committee of the board of directors comprised solely of independent directors as required by the listing standards of the New York Stock Exchange and rules and regulations of the Securities and Exchange Commission (“SEC”). The composition of the audit and risk committee, the attributes of its members and the responsibilities of the audit and risk committee, as reflected in its charter, are intended to be in accordance with applicable requirements for corporate audit and risk committees. With respect to Square’s financial reporting process, Square’s management is responsible for (1) establishing and maintaining internal controls and (2) preparing Square’s consolidated financial statements. Square’s independent registered public accounting firm, Ernst & Young LLP (“EY”), is responsible for performing an independent audit of Square’s consolidated financial statements. It is the responsibility of the audit and risk committee to oversee these activities. It is not the responsibility of the audit and risk committee to prepare Square’s financial statements. These are the fundamental responsibilities of management. In the performance of its oversight function, the audit and risk committee has:

- reviewed and discussed the audited financial statements for the fiscal year ended December 31, 2019 with management and EY;
- discussed with EY the matters required to be discussed by the applicable requirements of the Public Accounting Oversight Board (“PCAOB”) and the SEC; and
- received the written disclosures and the letter from EY required by applicable requirements of the PCAOB regarding the independent accountant’s communications with the audit and risk committee concerning independence, and has discussed with EY its independence.

Based on the audit and risk committee’s review and discussions with management and EY, the audit and risk committee recommended to the board of directors that the audited financial statements be included in the Annual Report on Form 10-K for the fiscal year ended December 31, 2019 for filing with the SEC.

Respectfully submitted by the members of the audit and risk committee of the board of directors:

David Viniar (Chair)
Roelof Botha
Anna Patterson
Lawrence Summers

This report of the audit and risk committee is required by the SEC and, in accordance with the SEC’s rules, will not be deemed to be part of or incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act of 1933, as amended (“Securities Act”), or under the Securities Exchange Act of 1934, as amended (“Exchange Act”), except to the extent that we specifically incorporate this information by reference, and will not otherwise be deemed “soliciting material” or “filed” under either the Securities Act or the Exchange Act.

EXECUTIVE OFFICERS

The following table identifies certain information about our executive officers as of March 31, 2020. Our executive officers are appointed by, and serve at the discretion of, our board of directors. There are no family relationships among any of our directors or executive officers.

| Name | Age | Position |
|-------------------|-----|---|
| Jack Dorsey | 43 | President, Chief Executive Officer and Chairman |
| Amrita Ahuja | 40 | Chief Financial Officer |
| Sivan Whiteley | 43 | General Counsel and Corporate Secretary |
| Jacqueline Reses | 50 | Square Capital Lead |
| Alyssa Henry | 49 | Seller Lead |
| Brian Grassadonia | 37 | Cash App Lead |

Jack Dorsey, see above under “Board of Directors and Corporate Governance” for biographical information for Mr. Dorsey.

Amrita Ahuja has served as our Chief Financial Officer since January 2019. From March 2018 to January 2019, Ms. Ahuja served as the Chief Financial Officer of Blizzard Entertainment, Inc., a division of Activision Blizzard, Inc. Beginning in June 2010, she served in various positions at Activision Blizzard, Inc., including as Senior Vice President of Investor Relations from January 2015 to May 2018, Vice President, Finance and Operations from August 2012 to January 2015 and Vice President, Strategy and Business Development from June 2010 to August 2012. Prior to that, she was a Director of Business Development at Fox Networks Group, served in strategic planning at the Walt Disney Company from 2003 to 2005 and worked in investment banking at Morgan Stanley from 2001 to 2003. She holds an M.B.A. from Harvard Business School and an A.B. from Duke University.

Sivan Whiteley has served as our General Counsel and Corporate Secretary since March 2018. From January 2016 to March 2018, Ms. Whiteley served as our Associate General Counsel, as well as acting Co-General Counsel from September 2016 to December 2016. She joined the Company as Counsel in March 2013 and was Director, Counsel from September 2013 to December 2015. Prior to that, Ms. Whiteley served as Associate General Counsel at Better Place, Inc., as Commercial and Product Counsel at eBay Inc., and was a litigator at Bingham McCutchen LLC. Ms. Whiteley holds a B.A., *magna cum laude*, in Political Science from the University of California, San Diego, and a J.D., *cum laude*, from Harvard Law School.

Jacqueline Reses has served as our Square Capital Lead since October 2015 and Executive Chairwoman of the board of directors for Square Financial Services, Inc. since April 2020. From February 2016 to July 2018, Ms. Reses also served as our People Lead. From September 2012 to October 2015, Ms. Reses served as Chief Development Officer of Yahoo! Inc. In this role, she focused on mergers and acquisitions, partnerships, managing Asian assets and related tax transactions, and human resources. Prior to Yahoo, Ms. Reses led the U.S. media group as a Partner at Apax Partners Worldwide LLP, a global private equity firm, which she joined in 2001. Ms. Reses previously served on the board of directors of Intelsat SA, Alibaba Group Holding Limited and Social Capital Hedosophia Holdings Corp. She is currently on the boards of directors of a number of privately-held companies, as well as the Economic Advisory Council of the Federal Reserve Bank of San Francisco. Ms. Reses holds a B.S. in Economics with honors from the Wharton School of the University of Pennsylvania.

Alyssa Henry has served as our Seller Lead since October 2014. From May 2014 to October 2014, Ms. Henry served as our Engineering Lead, Infrastructure. From April 2006 to April 2014, Ms. Henry served in various positions at Amazon.com, Inc., including as Vice President, Amazon Web Services Storage Services, and as General Manager of Amazon S3. Prior to Amazon, Ms. Henry held technical and leadership roles at Microsoft from 1994 to 2006. Ms. Henry currently serves on the boards of directors of Intel Corporation and a privately-held company. Ms. Henry holds a B.S. in Mathematics-Applied Science with a Specialization in Computing from the University of California, Los Angeles.

Brian Grassadonia has served as our Cash App Lead since January 2013. From May 2012 to January 2013, Mr. Grassadonia served as our Director of Product Development, as well as our Director of Growth from February 2011 to May 2012. He joined the Company in September 2010 and served as Product Manager until February 2011. Mr. Grassadonia currently serves on the board of directors of a privately-held company. Mr. Grassadonia holds a Bachelor of Applied Science (BASc) in Management Science from the University of California, San Diego.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This Compensation Discussion and Analysis summarizes the material components of our executive compensation program and our executive compensation policies, practices and material compensation decisions for 2019 for our “named executive officers.” Pursuant to the U.S. federal securities laws, those who served as our Chief Executive Officer, Chief Financial Officer and three other most highly compensated executive officers for the fiscal year ended December 31, 2019 are our named executive officers. Our named executive officers for 2019 are:

| | |
|---------------------|--|
| Jack Dorsey | Chief Executive Officer (our “CEO”) |
| Amrita Ahuja | Chief Financial Officer |
| Alyssa Henry | Seller Lead |
| Jacqueline Reses | Square Capital Lead |
| Sivan Whiteley | General Counsel and Corporate Secretary |
| Mohit Daswani(1)(2) | Former Interim Co-Chief Financial Officer and former Finance & Strategy Lead |
| Timothy Murphy(2) | Former Interim Co-Chief Financial Officer and current Treasury Lead |

- (1) Mr. Daswani resigned from his position as Finance and Strategy Lead, effective as of December 20, 2019.
- (2) Messrs. Daswani and Murphy served as interim Co-Chief Financial Officers from November 16, 2018 until Amrita Ahuja was appointed Chief Financial Officer, effective as of January 22, 2019. After Ms. Ahuja’s appointment as Chief Financial Officer, Messrs. Daswani and Murphy resumed their roles as our Finance and Strategy Lead and our Treasury Lead, respectively. Messrs. Daswani and Murphy are collectively referred to herein as our “interim co-CFOs.”

Compensation Philosophy

Square stands for economic empowerment, and everything we do is intended to give our sellers accessible, affordable tools to help them start, run and grow their businesses to fully participate in the economy. Similarly, with Cash App, we have built a parallel ecosystem of financial services to help individuals manage their money. Our sellers and customers inspire us in how they innovate, take risks and take ownership. We want our employees, like our sellers and customers, to act like owners. Our compensation approach reflects this philosophy.

To this end, our compensation programs are designed to attract, retain and grow the best teams while reflecting the core tenets of our culture:

- *Fairness*: By designing and delivering compensation programs that are equitable across similarly situated employees, our employees are motivated to work collaboratively to achieve our long-term business objectives and serve our sellers.
- *Simplicity*: By providing compensation programs that are simple and do not distract from their day-to-day responsibilities, our employees are able to focus on growing our business and are rewarded when Square is successful.
- *Performance-driven*: By creating compensation programs that reward individual performance and achievement of corporate objectives, our employees are incentivized to perform their best work and receive financial awards for their impact on the Company and our business.

Compensation Design and Objectives

In 2019, we continued to maintain a simplified approach to employee and executive compensation. Compensation for our named executive officers consists largely of base salary and equity awards intended to align incentives to grow our business. Equity incentives are provided through a combination of stock options and restricted stock-based awards (including grants of RSUs and restricted stock awards (“RSAs”)) for our executive officers. We believe that this combination provides an appropriate mix of performance-driven appreciation opportunities through stock options, and alignment of rewards with the long-term interests of our stockholders through restricted stock-based awards. We have not implemented a company-wide performance-based cash incentive plan for our employees, including our named executive officers, in order to conserve cash and maintain a simplified compensation program that focuses on delivering long-term growth rather than short-term results.

The primary objective of our executive compensation program is to drive long-term stockholder value. We seek to achieve this objective by designing our executive compensation programs to:

- recruit and retain talented individuals who can develop, implement and deliver on long-term value creation strategies by using reasonable and competitive pay packages focused on long-term executive retention;
- motivate our executives to deliver the highest level of individual, team and company performance; and
- provide heavier weighting (over 90% of aggregate named executive officer compensation during 2019) towards equity-based compensation directly tied to the long-term value and growth of our company and to align the interests of our executives with those of our stockholders.

For 2019, we made the following executive compensation decisions:

- *CEO Compensation:* Mr. Dorsey requested that the compensation committee continue to provide him with no cash or equity compensation except for an annual base salary of \$2.75. The compensation committee considered Mr. Dorsey’s request in light of his significant ownership position, determined that Mr. Dorsey’s financial incentives are strongly aligned with the interests of long-term stockholders without further compensation and, therefore, approved Mr. Dorsey’s request. Mr. Dorsey continues to participate in several company-wide benefit programs, such as our healthcare and other insurance coverages, on the same basis as our other salaried, full-time employees.
- *Base Salaries:* In April 2019, we adjusted the base salary levels of Mses. Henry, Reses and Whiteley, after consideration of a competitive market analysis, and after taking into consideration each executive’s performance and contributions over the prior year and our desire to retain our highly qualified executive team. The base salaries of Messrs. Daswani and Murphy were not adjusted in conjunction with their service as interim co-CFOs. While cash compensation for our executives remains lower compared to our competitive market, these adjustments improve the competitive alignment of executive base salaries.
- *Equity Awards:* Annual equity awards were made through a combination of stock options, RSUs and RSAs, to each of our named executive officers (other than our CEO) to provide them with additional incentives to remain with us and to maintain alignment of our total compensation programs with the competitive market.

- *New Named Executive Officer Hire:* After engaging in arm’s-length negotiations with Ms. Ahuja and taking into consideration a competitive market analysis performed by Compensia, we offered Ms. Ahuja a competitive total compensation package comprised of a base salary, signing bonus, relocation assistance and equity compensation in connection with her hire as our Chief Financial Officer.

We conduct a comprehensive review of our compensation philosophy, objectives and design, including a review of our executive compensation program, on an annual cycle. We may implement new compensation plans and arrangements for our named executive officers and/or employees where we deem necessary or appropriate, including to attract or retain high-caliber talent to our organization or provide incentives for them to drive Square’s success.

Impact of 2019 Stockholder Advisory Vote on Executive Compensation

In June 2019, we conducted a non-binding, advisory vote on the compensation of our named executive officers, commonly referred to as a “say-on-pay” vote, at our 2019 annual meeting of stockholders. Our stockholders overwhelmingly voted to approve the compensation of the named executive officers, with approximately 99.1% of the votes cast in favor of our executive compensation program.

The compensation committee was mindful of this strong support, and after considering this advisory vote result and evaluating our executive compensation policies and practices throughout 2019, determined that we should maintain the compensation philosophy and objectives from prior years and retain our general approach to executive compensation. As a result, the compensation committee decided to continue to provide compensation with an emphasis on equity compensation that rewards our most senior executives when they deliver value for our stockholders.

Consistent with the recommendation of our board of directors and the approval of our stockholders in connection with the advisory vote on the frequency of future say-on-pay votes conducted at our 2016 annual meeting of stockholders, the board of directors has adopted a policy providing for annual advisory votes on the compensation of our named executive officers. The next say-on-pay vote will occur at the Annual Meeting.

Compensation-Setting Process

Role of Our Compensation Committee

Our compensation committee administers and determines the parameters of the executive compensation program. Our compensation committee currently consists of Ms. Meeker and Messrs. Botha and Deighton, with Ms. Meeker serving as Chair. Mr. Rao served as a member of the committee during 2019 and 2020 until his resignation from our board of directors in April 2020. Each member qualifies as an “independent director” for purposes of the listing standards of the New York Stock Exchange, as did Mr. Rao during the period in which he was a member of the committee. Ms. Meeker and Mr. Deighton each qualify as a “non-employee director” for purposes of Rule 16b-3 under the Exchange Act. The compensation committee has established a sub-committee, currently consisting of Ms. Meeker and Mr. Deighton, which has been granted the nonexclusive authority to grant and administer equity awards, in order to help promote compliance with Section 16 of the Exchange Act. For purposes of the discussion below, references to “compensation committee” shall mean the “subcommittee” for all actions taken with respect to such awards in 2019, except as otherwise noted.

Under its charter, our compensation committee reviews, approves and determines, or makes recommendations to our board of directors regarding, executive officer compensation. For additional information on our compensation committee, including its authority, see “Board of Directors and Corporate Governance—Board Meetings and Committees—Compensation Committee” elsewhere in this proxy statement.

Role of Management

Our CEO, People Lead and members of our People team provide our compensation committee with information on corporate and individual performance, market data and their perspectives and recommendations on compensation matters. No named executive officer participates in deliberations regarding his or her own compensation.

For named executive officers that are hired externally, their initial compensation arrangements are determined through negotiations with each named executive officer. Typically, our CEO provides input on the terms of these arrangements, with the oversight and final approval of our board of directors or our compensation committee. Compensation for individuals promoted into named executive officer positions is recommended by the CEO and the People Lead, and reviewed and approved by the compensation committee.

In reviewing compensation for existing named executive officers, our compensation committee solicits input from our CEO and our People Lead (with our CEO alone providing input on our People Lead’s compensation). Our compensation committee reviews their input on capability, job complexity and overall assessment of individual performance and contributions of each executive. Our compensation committee values our CEO’s perspective and input on each named executive officer’s performance and contributions to our business. The input of our CEO is an important factor that our compensation committee uses in making its executive compensation decisions, along with input from our external compensation advisors on market trends.

Role of Compensation Consultant

Our compensation committee has the authority to engage its own advisors to assist in carrying out its responsibilities. In 2019, our compensation committee continued to engage Compensia, an independent compensation consultant, to assist with its duties, including providing advice relating to our compensation peer group selection as well as providing support and specific analyses with regard to compensation data and formulation of recommendations for executive and non-employee director compensation. Compensia reports directly to our compensation committee and not to management, is independent from us and has provided no other services to us.

Our compensation committee has assessed the independence of Compensia taking into account, among other things, the enhanced independence standards and factors set forth in Exchange Act Rule 10C-1 and the applicable listing standards of the New York Stock Exchange, and concluded that there are no conflicts of interest regarding the work that Compensia performs for our compensation committee.

Competitive Positioning

In determining the compensation for our named executive officers, our compensation committee, with assistance from Compensia, reviews the compensation practices and levels of our compensation peer group. This compensation peer group analysis is used to assess whether our executive compensation program and individual compensation levels for our named executive officers are appropriately positioned to attract and retain high performing talent.

Our compensation peer group is set forth below and was established for 2019 with input from Compensia. The compensation peer group was developed using a rules-based/mechanical approach, similar to the Institutional Shareholder Services (ISS) methodology, and reflects publicly traded companies with similar industry, geography and financial characteristics as us (including revenues of approximately forty percent (0.4x) to two and one half times (2.5x) and a market capitalization of approximately one quarter (0.25x) to four times (4.0x) Square's respective levels at the time the peer group was selected). The group was further refined to include companies with one-year revenue growth greater than 10% or market capitalization per employee greater than \$3 million. Our compensation committee intends to regularly review our compensation peer group and the underlying criteria to assess that it remains appropriate for review and comparison purposes.

In reviewing our compensation peer group for appropriateness for 2019, as compared to 2018, we used the same general methodology above in 2018 and 2019. A number of companies that met the above criteria in 2018 did not meet those same criteria in 2019, and vice versa, as a result of Square's growth in the past year. Companies included in our peer group in 2018 but not in 2019 were Broadridge Financial Solutions, DST Systems, Euronet Worldwide, j2 Global, LogMeIn, SS&C Technologies, Tableau Software, The Ultimate Software Group, Total System Services, Tyler Technologies, Vantiv and Yelp. Similarly, companies that were outside our scoping metrics in 2018, but were within them in 2019, were added to our compensation peer group. Those companies are noted by a * in the list below. Accordingly, the compensation peer group used to inform our 2019 compensation decisions were:

| | | | |
|-----------------------|----------------------|-------------------------------|--------------|
| ANSYS | Fortinet | ServiceNow | VeriSign |
| Autodesk* | GoDaddy | Splunk | Wayfair |
| CoStar Group | IAC/InteractiveCorp* | Symantec | WEX |
| Dropbox* | Intuit* | Synopsys | Workday |
| Electronic Arts* | Match Group | Take-Two Interactive Software | Worldpay* |
| FleetCor Technologies | Red Hat | Twitter | Zillow Group |

Relative to our compensation peer group above, at the time of approval of our peer group in February 2019, Square ranked at the 65th percentile on a trailing four quarters revenue basis and at the 96th percentile on a market capitalization basis.

In addition to the companies listed above, the compensation committee reviewed the executive compensation programs and practices of Alphabet, Amazon, Apple, Facebook, Intel, IBM, Microsoft, and salesforce.com for reference purposes only. We compete for talent with these reference companies, and the compensation committee believed it was important to understand their compensation practices in order to remain competitive.

Our compensation committee supplemented the compensation data from our compensation peer group with analysis of data from the Radford Compensation Survey. For this additional analysis, our compensation committee reviewed aggregate data from the Radford survey participants that were also members of our compensation peer group.

Though its analysis of competitive market data informs its decisions, our compensation committee also applies its subjective judgment in determining the pay levels of individual named executive officers. Additional factors our compensation committee considers when making its

compensation decisions include input from our CEO and our People Lead, company performance, individual performance and experience, individual skills and expertise, each named executive officer's role and/or retention and incentive objectives.

Elements of Executive Compensation

Consistent with our compensation philosophy, our executive compensation program consists of only two primary elements: base salary and long-term incentive compensation in the form of equity awards. During 2019, we provided no cash-based incentive compensation opportunities to our named executive officers (other than the bonuses to Ms. Ahuja described below), instead focusing on linking compensation to stockholder value by using equity awards as the primary means of incentive compensation. We do not use specific formulas or weightings in determining the allocation between base salary and long-term incentive compensation; instead, each named executive officer's compensation has been individually designed to provide a combination of fixed and at-risk compensation to provide incentives to achieve our objectives.

Except with respect to our interim co-CFOs, we also provide severance and change of control benefits for our named executive officers as part of our executive compensation program. To remain consistent with our compensation goals of fairness and simplicity, each named executive officer (other than our CEO and our interim co-CFOs) is entitled to severance and change of control benefits based on the same formulas.

Our named executive officers also participate in several company-wide health and welfare benefit plans that are generally available to our other employees.

Base Salary

Base salary for our named executive officers is the fixed component of our executive compensation program. We use base salary to compensate our named executive officers for services rendered during the year and to recognize the experience, skills, knowledge and responsibilities required of each named executive officer. We apply no specific formula to determine adjustments to base salary. Adjustments to base salary have been made to reflect our economic condition and future expected performance. We continue to provide base salaries that are conservative relative to competitive market pay levels.

In April 2019, our compensation committee reviewed the base salaries of Mses. Henry, Reses and Whiteley, taking into consideration a competitive market analysis performed by Compensia, the recommendations of our CEO and our People Lead, the desire to retain our highly qualified executive team and the other factors described above. Following this review, our compensation committee approved an increase in the annual base salary levels for Mses. Henry, Reses and Whiteley to \$450,000, in each case effective as of April 1, 2019, in order to improve competitive alignment with our peers. In addition, our compensation committee determined that it was appropriate to leave our CEO's 2019 base salary level at \$2.75 per year, at the request of our CEO and with compensation committee approval.

Ms. Ahuja's salary was set at \$450,000 upon her hire in January 2019. Ms. Ahuja's base salary was determined based on arm's-length negotiations and evaluated relative to an analysis of competitive compensation practices performed by Compensia and in light of internal pay equity considerations in keeping with our general executive compensation philosophy.

The annualized base salaries of our named executive officers as of December 31, 2019 compared to December 31, 2018 were:

| Named Executive Officer | Annual Base Salary as of December 31, 2018 | Annual Base Salary as of December 31, 2019 | Percentage Increase |
|--------------------------------|---|---|----------------------------|
| Mr. Dorsey | \$ 2.75 | \$ 2.75 | 0% |
| Ms. Ahuja | N/A | \$ 450,000 | N/A |
| Ms. Henry | \$ 400,000 | \$ 450,000 | 12.5% |
| Ms. Reses | \$ 400,000 | \$ 450,000 | 12.5% |
| Ms. Whiteley | \$ 400,000 | \$ 450,000 | 12.5% |
| Mr. Daswani(1)(2) | \$ 300,000 | \$ 315,000 | 5% |
| Mr. Murphy(1) | \$ 295,000 | \$ 309,800 | 5% |

- (1) The base salaries of Messrs. Daswani and Murphy were not adjusted in conjunction with their service as interim co-CFOs. Salary adjustments for Messrs. Daswani and Murphy made in April 2019, after their service as co-CFOs ended, were made as part of the company-wide compensation review program. Their salary adjustments were recommended by their direct manager and approved by the People Lead. Messrs. Daswani and Murphy's annualized base salaries at the time of their appointment as interim co-CFOs were \$300,000 and \$295,000, respectively.
- (2) Mr. Daswani resigned from his position as Finance and Strategy Lead effective as of December 20, 2019, at which time his annual base salary was \$315,000.

Signing Bonuses

In connection with Ms. Ahuja's hiring as our Chief Financial Officer in January 2019, we provided Ms. Ahuja with a \$315,000 cash signing bonus that was paid shortly following the commencement of her employment with us and an additional \$150,000 cash signing bonus paid on the one-year anniversary of her hire date. These signing bonuses were an important part of the total compensation package we offered to her, which was essential to her successful recruitment. The amounts of Ms. Ahuja's cash signing bonuses were determined based on arm's-length negotiations and evaluated relative to an analysis of competitive compensation practices performed by Compensia.

Equity Compensation

We believe that sustainable long-term corporate performance is achieved with a corporate culture that encourages a long-term focus by all of our employees. We seek to incentivize this behavior for our employees, including our named executive officers, through the use of equity-based awards, the value of which depends on the performance of our stock.

Equity awards are central to our executive compensation program that is designed to promote fairness, maintain simplicity and provide rewards based on demonstrable performance. Equity ownership aligns the interests of our named executive officers with the interests of our stockholders by enabling them to participate in the long-term appreciation of the value of our common stock. Additionally, equity awards provide an important tool for us to retain our named executive officers, as awards are subject to vesting over a multi-year period subject to continued service with the company. Typically, these awards vest over four years, contingent on continued service, and the awards to our named executive officers in 2019 followed this practice.

Our executive compensation program provides equity incentives through a mix of stock options and restricted stock-based awards (awarded through either RSUs or RSAs). Stock options provide executives with an opportunity to participate in stock price appreciation, creating incentives to continue to drive growth. Awards of RSUs and RSAs create alignment with our long-term stockholders by providing both upside and downside tied to company performance. A mix of award types is also consistent with competitive practice among our peers. In determining the mix of stock options and restricted stock-based awards for 2019, our compensation committee, with input from our CEO, People Lead and Compensia, considered competitive market practices and the retention and performance incentives of outstanding equity holdings and determined that a mix of approximately 50% stock options and 50% restricted stock-based awards, based on the target grant value of the awards, provided appropriate incentives for the named executive officers in 2019. Messrs. Daswani and Murphy were not serving as interim co-CFOs at the time the equity compensation for our other named executive officers was reviewed. As such, they were treated consistent with other employees during their annual compensation review and their equity compensation was comprised of 100% RSUs.

We do not have an established set of criteria for granting equity awards. Instead, our compensation committee has exercised its judgment and discretion, in consultation with our CEO and our People Lead, and considered, among other factors, the role and responsibility of each named executive officer, competitive factors, the amount of equity compensation already held by our named executive officer (and the extent to which it was vested) and the cash compensation to be received by our named executive officer, to determine and approve the size and terms of new equity awards. Messrs. Daswani and Murphy were not serving as interim co-CFOs and did not report to the CEO at the time of their 2019 equity awards, and therefore the size and terms of their new equity awards were determined as part of the company-wide compensation review program where new equity awards are recommended by direct managers, reviewed by the People Lead and approved by our compensation committee.

In 2019, we granted new equity awards to our named executive officers described in the table below. In determining the size and terms of these equity awards for Mses. Henry, Reses and Whiteley, our compensation committee, with input from our CEO, our People Lead and Compensia, considered the past and expected future key contributions of each of these named executive officers, the extent to which their existing equity awards were vested and the competitive market data for similarly situated executives. Our compensation committee believed it was appropriate to grant each of them new equity awards to help achieve our retention goals and further align their compensation with the competitive market.

The size of Ms. Ahuja's new hire equity award was determined based on arm's-length negotiations and evaluated relative to an analysis of competitive compensation practices performed by Compensia.

| <u>Named Executive Officer</u> | <u>Number of Securities Underlying Options (#)</u> | <u>RSUs or RSAs(#)</u> | <u>Grant Date Fair Value (\$)</u> |
|--------------------------------|--|------------------------|-----------------------------------|
| Ms. Ahuja | 97,701 (3) | 121,721 (5) | 12,000,077 |
| Ms. Henry | 99,224 (4) | 39,690 (6) | 5,889,956 |
| Ms. Reses | 82,687 (4) | 33,075 (6) | 4,908,306 |
| Ms. Whiteley | 66,149 (4) | 26,460 (6) | 3,926,627 |
| Mr. Daswani(1)(2) | — | 9,592 (7) | 694,940 |
| Mr. Murphy(2) | — | 10,254 (7) | 742,902 |

(1) Mr. Daswani resigned from his position as Finance and Strategy Lead, effective as of December 20, 2019.

- (2) Messrs. Daswani and Murphy did not receive any additional equity awards in conjunction with their service as interim co-CFOs. Messrs. Daswani and Murphy were granted equity awards in April 2019, after their service as interim co-CFOs ended, as part of the company-wide compensation review program. Their grants were recommended by their direct manager, reviewed by the People Lead and approved by our compensation committee.
- (3) One-fourth of the shares subject to the option vest on the first anniversary of the option's vesting commencement date and one forty-eighth of the shares vest monthly thereafter, subject to continued service with the Company. The award is subject to certain acceleration of vesting provisions under Ms. Ahuja's change of control and severance agreement.
- (4) One forty-eighth of the shares subject to the option vest monthly from the date of the vesting commencement date, subject to continued service with the Company. The award is subject to certain acceleration of vesting provisions under Ms. Henry's, Reses's and Whiteley's change of control and severance agreements.
- (5) With respect to the Restricted Stock Awards (RSAs), one-fourth of the total RSAs vests on February 1, 2020, and one-sixteenth of the total RSAs vest in equal quarterly installments over three years, subject to continued service with the Company. The award is subject to certain acceleration of vesting provisions under Ms. Ahuja's change of control and severance agreement.
- (6) With respect to the Restricted Stock Award (RSAs), one-sixteenth of the total RSAs vest in equal quarterly installments over four years from July 1, 2019, subject to continued service with the Company. The award is subject to certain acceleration of vesting provisions under Ms. Henry's, Reses's and Whiteley's change of control and severance agreements.
- (7) With respect to the Restricted Stock Units (RSUs), one-sixteenth of the total RSUs vest in equal quarterly installments over four years from July 1, 2019, subject to continued service with the Company.

Mr. Dorsey did not receive any equity awards in 2019 at his request, and because our compensation committee believed that his existing equity ownership position sufficiently aligned his interests with those of our stockholders.

No Special Retirement, Health or Welfare Benefits

Our named executive officers are eligible to participate in our employee benefit programs on the same basis as our other salaried employees. We maintain a tax-qualified retirement plan ("401(k) Plan") that provides eligible employees with an opportunity to save for retirement on a tax-advantaged basis. Eligible employees are able to participate in the 401(k) Plan as of the first day of the month following the date they meet the 401(k) Plan's eligibility requirements, and participants are able to defer up to 75% of their eligible compensation subject to applicable annual tax limits. All participants' interests in their deferrals are 100% vested when contributed. The 401(k) Plan permits us to make matching contributions and profit sharing contributions. Effective as of January 1, 2019, we made a matching contribution equal to 50% of participants' contributions to the 401(k) Plan, up to a maximum amount of matching contribution of \$4,000 per participant. Effective as of January 1, 2020, Square will make a matching contribution equal to 100% of participants' pre-tax and Roth contributions up to \$2,000 and after that, 50% of participants' pre-tax and Roth contributions up to a maximum matching contribution of \$5,000 per participant. We have not made any profit sharing contributions to date.

Our health and welfare benefits include medical, dental and vision benefits, disability insurance, basic life insurance coverage, accidental death and dismemberment insurance and a monthly wellness allowance. We design our employee benefits programs to be affordable and competitive in relation to the market and compliant with applicable laws and practices. We adjust our employee benefits programs as needed based upon changes in applicable laws and market practices.

Limited Perquisites and Other Personal Benefits

We do not provide perquisites or other personal benefits to our named executive officers, except in limited situations where we believe it is appropriate to assist an individual in the performance of his or her duties, to make our named executive officers more efficient and effective and for recruitment and retention purposes.

During 2019, we subsidized the cost of commuting expenses for Mses. Ahuja, Reses and Whiteley, including by providing tax gross-up payments on the subsidies, to help facilitate their access to our company headquarters, which we believe helps contribute to employee morale and the overall success of our organization. Our named executive officers also receive reimbursement for certain on-site meals, which is a program generally available to our employees working at our corporate headquarters. In addition, as part of the arm's-length negotiation with Ms. Ahuja to attract her to Square, she was provided with access to our relocation services provider for her reasonable relocation needs, the costs of which were covered by Square, including by providing tax gross-up payments with respect to the relocation services provided to her.

Employment Agreements with Named Executive Officers

Jack Dorsey

We have entered into a confirmatory employment letter with Jack Dorsey, our CEO. The confirmatory employment letter has no specific term and provides for at-will employment. Mr. Dorsey's annual base salary as of December 31, 2019 was \$2.75.

Amrita Ahuja

We have entered into an employment offer letter with Amrita Ahuja, our Chief Financial Officer. The employment letter has no specific term and provides for at-will employment. Ms. Ahuja's annual base salary as of December 31, 2019 was \$450,000.

Alyssa Henry

We have entered into a confirmatory employment letter with Alyssa Henry, our Seller Lead. The confirmatory employment letter has no specific term and provides for at-will employment. Ms. Henry's annual base salary as of December 31, 2019 was \$450,000.

Jacqueline Reses

We have entered into an employment offer letter with Jacqueline D. Reses, our Square Capital Lead. The employment offer letter has no specific term and provides for at-will employment. Ms. Reses' annual base salary as of December 31, 2019 was \$450,000.

Sivan Whiteley

We have entered into an employment offer letter with Sivan Whiteley, our General Counsel and Corporate Secretary. The employment offer letter has no specific term and provides for at-will employment. Ms. Whiteley's annual base salary as of December 31, 2019 was \$450,000.

Mohit Daswani

We had an employment offer letter with Mohit Daswani, our former Interim Co-Chief Financial Officer and former Finance and Strategy Lead. The employment offer letter had no specific term and provided for at-will employment. Mr. Daswani resigned from his position as Finance and Strategy Lead, effective as of December 20, 2019, at which time his annual base salary was \$315,000.

Timothy Murphy

We have entered into an employment offer letter with Timothy Murphy, our former Interim Co-Chief Financial Officer and current Treasury Lead. The employment offer letter has no specific term and provides for at-will employment. Mr. Murphy's annual base salary as of December 31, 2019 was \$309,800.

Post-Employment Compensation

Except with respect to our interim co-CFOs, we have entered into change of control and severance agreements with our named executive officers that provide for certain specified payments and benefits if a termination of employment occurs under specified circumstances, including following a change of control of our company. We believe that these protections are necessary to provide our valuable executives with incentives to forego other employment opportunities and remain employed with us and to maintain continued focus and dedication to their responsibilities to maximize stockholder value, including if there is a potential transaction that could involve a change of control. In addition, these protections are available only if a named executive officer executes and does not revoke a general release of claims in favor of us. The terms of these agreements were determined by our compensation committee, with input from our management team, following a review of analysis prepared by Compensia of relevant market data for other companies with whom we compete for executive talent. These agreements are reviewed annually by our compensation committee and were most recently amended and restated for executives other than our CEO in January 2020. The Compensation Committee approved the amended and restated change of control and severance agreements after reviewing the Company's existing change of control and severance agreements and consulting with its independent compensation consultant regarding competitive market practices. In addition, these agreements were amended and restated to, among other things, provide us with the ability to require, as a condition to severance benefits, the executive to provide a transition period if the applicable termination occurs before a change of control.

In July 2019, the Compensation Committee approved a death/disability equity award acceleration policy that applies to all holders of Company equity awards other than (1) employees who are parties to a change of control and severance agreement with us, (2) members of the Board of Directors, and (3) consultants or independent contractors to us or our subsidiaries (the "Death/Disability Acceleration Policy"), in order to provide assurances for their families in the case of the unfortunate event of the employee's death or disability. In 2019, the only named executive officers to whom this policy applied were our interim co-CFOs, as each other named executive officer is a party of a change of control and severance agreement.

For a summary of the material terms of the change of control and severance agreements and an estimate of the payments and benefits that may be received by our named executive officers under these arrangements, see "—Potential Payments on Termination or Change of Control" below.

Other Compensation Information

Hedging and Pledging Prohibitions

We have an Insider Trading Policy, which, among other things, prohibits our employees, including officers, or directors from making short sales, engaging in transactions in publicly-traded options (such as puts and calls) and other derivative securities relating to our common stock, pledging any of our securities as collateral for a loan and holding any of our

securities in a margin account, whether such securities are granted as compensation or are held, directly or indirectly, by the employee or director. This prohibition extends to any hedging or similar transaction designed to decrease the risks associated with holding our securities.

Deductibility of Executive Compensation

Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”), generally limits the amount we may deduct from our federal income taxes for compensation paid to our CEO and certain other executive officers to \$1 million per executive officer per year, subject to certain exceptions. The regulations promulgated under Section 162(m) of the Code contain a transition rule that applies to companies, such as ours, that become subject to Section 162(m) of the Code by reason of becoming publicly held. Pursuant to this rule, certain compensation granted during a transition period (and, with respect to RSUs, that are paid out before the end of the transition period) is not counted toward the deduction limitations of Section 162(m) of the Code if the compensation is paid under a compensation arrangement that was in existence before the effective date of the initial public offering and certain other requirements are met. While certain of our equity awards may be eligible to be excluded from our deductibility limitation of Section 162(m) of the Code pursuant to this transition rule, neither our compensation committee nor its authorized committee has adopted a policy that all equity or other compensation must be deductible.

Our transition period expired at our annual meeting of stockholders held on June 18, 2019. Accordingly, when approving the amount and form of compensation for our executive officers after the expiration of this transition period, we generally consider all elements of the cost to us of providing such compensation, including the potential impact of Section 162(m) of the Code, as well as our need to maintain flexibility in compensating executive officers in a manner designed to promote our goals. Our compensation committee or its authorized subcommittee, as applicable, may, in its judgment, authorize compensation payments that will or may not be deductible when it believes that such payments are appropriate to attract, retain or motivate executive talent.

Taxation of Parachute Payments and Deferred Compensation

We do not provide, and have no obligation to provide, any of our named executive officers with a “gross-up” or other reimbursement payment for any tax liability he or she might owe because of the application of Sections 280G, 4999 or 409A of the Code. If any of the payments or benefits provided for under the change of control and severance agreements or otherwise payable to a named executive officer would constitute “parachute payments” within the meaning of Section 280G of the Code and could be subject to the related excise tax, he or she would receive either full payment of such payments and benefits or such lesser amount that would cause no portion of the payments and benefits being subject to the excise tax, whichever results in the greater after-tax benefits to our named executive officer.

Accounting for Stock-Based Compensation

Our compensation committee considers accounting effects in designing compensation plans and arrangements for our executive officers and other employees. Chief among these is ASC 718, the standard which governs the accounting treatment of stock-based compensation awards. ASC 718 requires companies to measure the compensation expense for all share-based payment awards made to employees and directors, including stock options and restricted stock-based awards, based on the grant date “fair value” of these awards. This calculation is performed for accounting purposes and reported in the compensation tables below, even though our executive

officers may realize no value from their awards. ASC 718 also requires companies to recognize the compensation cost of their share-based payment awards in their income statements over the period that an executive officer is required to render service in exchange for the option or other award.

Stock Ownership Guidelines

We maintain stock ownership guidelines for our executive officers to ensure ongoing alignment of the interests of our executive officers with the long-term interests of our stockholders. For information concerning these guidelines, see the section titled “Board of Directors and Corporate Governance—Stock Ownership Guidelines.”

Compensation “Clawback” Policy

The board of directors has adopted a policy that gives the board of directors (or any duly authorized committee of the board of directors) discretion to require that any of our executive officers, including our interim co-CFOs while they served in that capacity and our other named executive officers, repay incentive-based compensation to our company if a majority of the independent members of the board of directors (or the committee to which it has delegated authority) determines that the executive officer’s gross negligence, intentional misconduct or fraud caused or partially caused us to materially restate all or a portion of our financial statements on which such compensation was calculated. Such determination must be made within three years of the date of filing of the applicable financial statements. The compensation committee believes that the clawback policy reflects good standards of corporate governance and reduces the potential for excessive risk taking by executive officers. The SEC is expected to adopt regulations requiring national listing exchanges to enact listing standards governing policies providing for the recovery of incentive-based compensation, and the clawback policy will be timely revised and updated to comply with such listing standards.

Compensation Committee Report

The compensation committee has reviewed and discussed with management the Compensation Discussion and Analysis provided above. Based on its review and discussions, the compensation committee recommended to the board of directors that the Compensation Discussion and Analysis be included in this proxy statement and Square's Annual Report on Form 10-K for the fiscal year ended December 31, 2019.

Compensation Committee

Mary Meeker (Chair)
Roelof Botha
Paul Deighton

Compensation Risk Assessment

Our management team and our compensation committee each play a role in evaluating and mitigating any risk that may exist relating to our compensation programs, policies and practices for all employees, including our named executive officers. We have undertaken a risk review of our employee compensation plans and arrangements in which our employees (including our named executive officers) participate to determine whether these plans and arrangements have any features that might create undue risks or encourage unnecessary and excessive risk-taking that could threaten our value. In this review, we considered numerous factors and design elements that enable us to monitor, manage and mitigate risk, without diminishing the effect of the incentive nature of compensation, including:

- a commission-based incentive program for sales employees that only results in payout based on measurable financial or business critical performance measures with payments made quarterly in arrears;
- our practice of awarding long-term incentive compensation in equity awards upon hire to our named executive officers to directly tie his or her expectation of compensation to his or her contributions to the long-term value of our company; and
- our Insider Trading Policy.

Based on our review, we have concluded that any potential risks arising from our employee compensation programs, policies and practices, including our executive compensation program, are not reasonably likely to have a material adverse effect on Square.

Summary Compensation Table for 2019

| Name and Principal Position | Year | Salary (\$) | Bonus (\$) | Stock Awards (\$)(1) | Option Awards (\$)(1) | All Other Compensation (\$)(2) | Total Compensation (\$) |
|--|------|-------------|------------|----------------------|-----------------------|--------------------------------|-------------------------|
| Mr. Dorsey | 2019 | 2.75 | — | — | — | — | 2.75 |
| Chief Executive Officer | 2018 | 2.75 | — | — | — | — | 2.75 |
| | 2017 | 2.75 | — | — | — | — | 2.75 |
| Ms. Ahuja | 2019 | 425,000 | 315,000(3) | 9,000,051 | 3,000,026 | 341,449 | 13,081,526 |
| Chief Financial Officer | | | | | | | |
| Ms. Henry | 2019 | 437,500 | — | 2,857,283 | 3,032,672 | 5,188 | 6,332,644 |
| Seller Lead | 2018 | 387,500 | — | 1,707,615 | 1,771,683 | 3,682 | 3,870,481 |
| | 2017 | 325,000 | — | 4,563,693 | 1,227,352 | 2,170 | 6,118,215 |
| Ms. Reses | 2019 | 433,333 | — | 2,381,069 | 2,527,237 | 71,502 | 5,413,142 |
| Square Capital Lead | 2018 | 387,500 | — | 1,707,615 | 1,771,683 | 106,169 | 3,972,968 |
| | 2017 | 325,000 | — | 3,042,456 | 818,234 | 89,588 | 4,275,278 |
| Ms. Whiteley | 2019 | 437,500 | — | 1,904,855 | 2,021,771 | 96,017 | 4,460,143 |
| General Counsel and Corporate Secretary | 2018 | 381,250 | — | 1,564,439 | 775,114 | 75,792 | 2,796,591 |
| Mr. Daswani | 2019 | 303,594 | — | 694,940 | — | 6,734 | 1,005,268 |
| Former Interim Co-Chief Financial Officer and Former Finance and Strategy Lead | 2018 | 295,000 | — | 187,861 | — | 4,080 | 486,940 |
| Mr. Murphy | 2019 | 306,100 | — | 742,902 | — | 4,880 | 1,053,882 |
| Former Interim Co-Chief Financial Officer and Current Treasury Lead | 2018 | 288,750 | — | 222,050 | — | 3,660 | 514,460 |

- (1) The amounts included in the “Stock Awards” and “Option Awards” columns represent the aggregate grant date fair value of RSUs, RSAs and option awards calculated in accordance with ASC 718. Such grant date fair value does not take into account any estimated forfeitures related to service-vesting conditions. The valuation assumptions used in determining the grant date fair value of the RSUs, RSAs and option awards reported in this column are described in the Notes to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2019.
- (2) Amounts disclosed in this column include the aggregate incremental costs of perquisites and other personal benefits, including, among other things, (i) relocation costs for Ms. Ahuja of \$105,166 in 2019 in connection with Ms. Ahuja moving near our principal executive offices in San Francisco, which includes a tax gross-up amount of \$47,582 and \$182,631 for home sale assistance, (ii) transportation costs for Ms. Reses of \$37,213 in 2019 in connection with Ms. Reses commuting to our principal executive offices in San Francisco, which includes a tax gross-up amount of \$29,109, (iii) transportation costs for Ms. Whiteley of \$53,819 in 2019 in connection with Ms. Whiteley commuting to our principal executive offices in San Francisco, which includes a tax gross-up amount of \$36,612 and (iv) expense reimbursements for meals, wellness allowance and 401(k) plan matching contributions.
- (3) The amount disclosed represents a discretionary one-time bonus paid in connection with Ms. Ahuja joining us in January 2019.

Grants of Plan-Based Awards in 2019

The following table sets forth information regarding grants of awards made to our named executive officers during 2019. We did not grant any plan-based cash awards during 2019.

| <u>Name</u> | <u>Grant Date</u> | <u>Number of Securities Underlying Restricted Stock Awards and Restricted Stock Units (#)</u> | <u>Number of Securities Underlying Options (#)</u> | <u>Exercise or Base Price of Option Awards (\$/Sh)</u> | <u>Grant Date Fair Value of Stock and Option Awards \$(1)</u> |
|--------------|-------------------|---|--|--|---|
| Mr. Dorsey | — | — | — | — | — |
| Ms. Ahuja | 1/24/2019 | 121,721 | 97,701 | 73.94 | 12,000,077 |
| Ms. Henry | 4/24/2019 | 39,690 | 99,224 | 71.99 | 5,889,956 |
| Ms. Reses | 4/24/2019 | 33,075 | 82,687 | 71.99 | 4,908,306 |
| Ms. Whiteley | 4/24/2019 | 26,460 | 66,149 | 71.99 | 3,926,627 |
| Mr. Daswani | 4/23/2019 | 9,592 | — | — | 694,940 |
| Mr. Murphy | 4/23/2019 | 10,254 | — | — | 742,902 |

- (1) The amounts included in this column represent the aggregate grant date fair value of RSUs, RSAs and option awards calculated in accordance with ASC 718. The valuation assumptions used in determining the grant date fair value of the RSUs, RSAs and options reported in this column are described in the Notes to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2019.

Outstanding Equity Awards at 2019 Year-End

The following table lists all outstanding equity awards held by our named executive officers as of December 31, 2019. See “—Potential Payments on Termination or Change of Control” below for information regarding the impact of certain employment termination scenarios on outstanding equity awards.

| Name | Option Awards | | | | | Stock Awards | |
|------------------|----------------|---|---|-----------------------------|------------------------|--|--|
| | Grant Date(1) | Number of Securities Underlying Unexercised Options Exercisable (#) | Number of Securities Underlying Unexercised Options Unexercisable (#) | Option Exercise Price \$(2) | Option Expiration Date | Number of Shares of Stock That Have Not Vested (#) | Market Value of Shares of Stock That Have Not Vested \$(3) |
| Mr. Dorsey | — | — | — | — | — | — | — |
| Ms. Ahuja | 1/24/2019 (4) | — | 97,701 | 73.94 | 1/23/2029 | — | — |
| | 1/24/2019 (5) | — | — | — | — | 121,721 | \$ 7,614,866 |
| Ms. Henry | 5/14/2014 (6) | 1,640,000 | — | 7.254 | 5/14/2024 | — | — |
| | 4/25/2016 (7) | — | — | — | — | 28,610 | \$ 1,789,842 |
| | 4/19/2017 (8) | 137,122 | 68,561 | 17.20 | 4/18/2027 | — | — |
| | 4/19/2017 (9) | — | — | — | — | 99,500 | \$ 6,224,720 |
| | 4/25/2018 (10) | 32,707 | 76,319 | 44.75 | 4/24/2028 | — | — |
| | 4/25/2018 (11) | — | — | — | — | 28,620 | \$ 1,790,467 |
| | 4/24/2019 (8) | 16,537 | 82,687 | 71.99 | 4/23/2029 | — | — |
| | 4/24/2019 (12) | — | — | — | — | 34,729 | \$ 2,172,646 |
| Ms. Reses | 11/18/2015 (6) | 1,445,000 | — | 9.00 | 11/17/2025 | — | — |
| | 4/25/2016 (8) | 916,666 | 83,334 | 13.59 | 4/24/2026 | — | — |
| | 4/25/2016 (7) | — | — | — | — | 13,205 | \$ 826,105 |
| | 4/25/2016 (7) | — | — | — | — | 9,000 | \$ 563,040 |
| | 4/19/2017 (8) | 91,414 | 45,708 | 17.20 | 4/18/2027 | — | — |
| | 4/19/2017 (9) | — | — | — | — | 66,333 | \$ 4,149,792 |
| | 4/25/2018 (10) | 32,707 | 76,319 | 44.75 | 4/24/2028 | — | — |
| | 4/25/2018 (11) | — | — | — | — | 28,620 | \$ 1,790,467 |
| | 4/24/2019 (8) | 13,781 | 68,906 | 71.99 | 4/23/2029 | — | — |
| 4/24/2019 (12) | — | — | — | — | 28,941 | \$ 1,810,549 | |
| Ms. Whiteley | 2/27/2014 (6) | 4,167 | — | 7.254 | 2/27/2024 | — | — |
| | 6/17/2015 (6) | 13,125 | — | 13.94 | 6/16/2025 | — | — |
| | 4/25/2016 (13) | — | — | — | — | 1,409 | \$ 88,147 |
| | 1/30/2017 (14) | — | — | — | — | 12,500 | \$ 782,000 |
| | 4/19/2017 (9) | — | — | — | — | 24,875 | \$ 1,556,180 |
| | 4/25/2018 (10) | 14,309 | 33,390 | 44.75 | 4/24/2028 | — | — |
| | 4/25/2018 (11) | — | — | — | — | 12,522 | \$ 783,376 |
| | 7/24/2018 (15) | — | — | — | — | 8,838 | \$ 552,905 |
| | 4/24/2019 (8) | 11,024 | 55,125 | 71.99 | 4/23/2029 | — | — |
| | 4/24/2019 (12) | — | — | — | — | 23,153 | \$ 1,448,452 |
| Mr. Daswani (16) | — | — | — | — | — | — | |
| Mr. Murphy | 6/17/2015 (6) | 110,000 | — | 13.94 | 6/16/2025 | — | — |
| | 4/25/2016 (13) | — | — | — | — | 1,409 | \$ 88,147 |
| | 7/26/2016 (17) | — | — | — | — | 2,265 | \$ 141,698 |
| | 4/19/2017 (9) | — | — | — | — | 15,478 | \$ 968,304 |
| | 4/25/2018 (18) | — | — | — | — | 955 | \$ 59,745 |
| | 4/25/2018 (19) | — | — | — | — | 2,577 | \$ 161,217 |
| | 4/23/2019 (20) | — | — | — | — | 8,973 | \$ 561,351 |

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- (1) Each of the outstanding equity awards was granted pursuant to our 2009 Stock Plan (the “2009 Plan”) or 2015 Plan.
 - (2) This column represents the fair market value of a share of our common stock on the date of grant, as determined by our board of directors.
 - (3) This column represents the fair market value of the shares of our Class A common stock underlying the RSUs and RSAs as of December 31, 2019, based on the closing price of our Class A common stock, as reported on the New York Stock Exchange, of \$62.56 per share.
 - (4) One-fourth of the shares subject to the option vest on the first anniversary of the option’s vesting commencement date and one forty-eighth of the shares vest monthly thereafter, subject to continued service with the Company.
 - (5) Each share represents one share of our Class A common stock issued under an RSA at the time of grant. RSA shares are subject to forfeiture until shares vest. One-fourth of the total shares subject to the RSAs vested on February 1, 2020, and one-sixteenth of the remaining RSAs vest every three months thereafter, subject to continued service with the Company.
 - (6) One-fourth of the shares subject to the option vest on the first anniversary of the option’s vesting commencement date and one forty-eighth of the shares vest monthly thereafter, subject to continued service with the Company.
 - (7) Each share is represented by a RSU representing a contingent right to receive one share of our Class A common stock upon settlement. One-sixteenth of the RSUs vested on July 25, 2016, and one-sixteenth of the remaining RSUs vest every three months thereafter, subject to continued service with the Company.
 - (8) One forty-eighth of the shares subject to the option vest monthly from the date of the vesting commencement date, subject to continued service with the Company.
 - (9) Each share is represented by a RSU representing a contingent right to receive one share of our Class A common stock upon settlement. One-sixteenth of the RSUs vested on July 1, 2017, and one-sixteenth of the remaining RSUs vest every three months thereafter, subject to continued service with the Company.
 - (10) One-twelfth of 10% of the options vest monthly beginning on May 1, 2018 for 12 months, and the remaining one-thirty-sixth of 90% of the shares vest monthly thereafter, subject to continued service with the Company.
 - (11) Each share represents one share of our Class A common stock issued under an RSA at the time of grant. RSA shares are subject to forfeiture until shares vest. One-fourth of 10% of the RSAs vested on July 1, 2018 and every three months thereafter until April 1, 2019, and one-twelfth of the remaining 90% of the shares vest in equal increments every three months thereafter beginning July 1, 2019, subject to continued service with the Company.
 - (12) Each share represents one share of our Class A common stock issued under an RSA at the time of grant. RSA shares are subject to forfeiture until shares vest. One-sixteenth of the RSAs vested on July 1, 2019, and one-sixteenth of the remaining RSAs vest every three months thereafter, subject to continued service with the Company.
 - (13) Each share is represented by a RSU representing a contingent right to receive one share of our Class A common stock upon settlement. One-sixteenth of the RSUs vested on August 1, 2016, and one-sixteenth of the remaining RSUs vest every three months thereafter, subject to continued service with the Company.
 - (14) Each share is represented by a RSU representing a contingent right to receive one share of our Class A common stock upon settlement. One-sixteenth of the RSUs vested on April 1, 2017, and one-sixteenth of the remaining RSUs vest every three months thereafter, subject to continued service with the Company.
 - (15) Each share represents one share of our Class A common stock issued under an RSA at the time of grant. RSA shares are subject to forfeiture until shares vest. One-sixteenth of the RSAs vested on January 1, 2019, and one-sixteenth of the remaining RSAs vest every three months thereafter, subject to continued service with the Company.
 - (16) Mr. Daswani resigned from the Company effective as of December 20, 2019. Mr. Daswani’s unvested RSUs were cancelled on his termination date.

- (17) Each share is represented by a RSU representing a contingent right to receive one share of our Class A common stock upon settlement. One-sixteenth of the RSUs vested on September 1, 2016, and one-sixteenth of the remaining RSUs vest every three months thereafter, subject to continued service with the Company.
- (18) Each share is represented by a RSU representing a contingent right to receive one share of our Class A common stock upon settlement. One-sixteenth of the RSUs vested on July 1, 2018, and one-sixteenth of the remaining RSUs vest every three months thereafter, subject to continued service with the Company.
- (19) Each share is represented by a RSU representing a contingent right to receive one share of our Class A common stock upon settlement. One-fourth of 10% of the RSUs vested on July 1, 2018 and every three months thereafter until April 1, 2019, and one-twelfth of the remaining 90% of the shares vest in equal increments every three months thereafter beginning July 1, 2019, subject to continued service with the Company.
- (20) Each share is represented by a RSU representing a contingent right to receive one share of our Class A common stock upon settlement. One-sixteenth of the RSUs vested on July 1, 2019, and one-sixteenth of the remaining RSUs vest every three months thereafter, subject to continued service with the Company.

Option Exercises and Stock Vested in 2019

The following table sets forth the number of shares of common stock acquired during 2019 by our named executive officers upon the exercise of stock options or upon the vesting of RSUs or RSAs, as well as the value realized upon such equity award transactions.

| Name | Option Awards | | Stock Awards | |
|--------------|---|------------------------------------|--|--|
| | Number of Shares Acquired on Exercise (#) | Value Realized on Exercise (\$)(1) | Number of Shares Acquired on Vesting of RSUs and RSAs #(2) | Value Realized on Vesting of RSUs and RSAs \$(3) |
| Mr. Dorsey | — | — | — | — |
| Ms. Ahuja | — | — | — | — |
| Ms. Henry | 160,000 | 11,267,884 | 136,143 | 9,477,089 |
| Ms. Reses | 55,000 | 3,470,104 | 200,396 | 14,204,122 |
| Ms. Whiteley | — | — | 47,750 | 3,222,660 |
| Mr. Daswani | — | — | 32,105 | 2,196,686 |
| Mr. Murphy | — | — | 20,015 | 1,356,338 |

- (1) Calculated by multiplying (i) the fair market value of Class A common stock on the exercise date, which was determined using the closing price on the New York Stock Exchange of a share of Class A common stock on the date of exercise, or if such day is a holiday, on the immediately preceding trading day less the option exercise price paid for such shares of common stock, by (ii) the number of shares of common stock acquired upon exercise.
- (2) Reflects the aggregate number of shares of Class A common stock underlying RSUs and RSAs that vested in 2019. Of the amount shown for Messrs. Daswani and Murphy and Mses. Henry, Reses and Whiteley, 13,957, 7,942, 64,978, 97,701, and 21,543 shares, respectively, of Class A common stock were withheld to cover tax withholding obligations upon vesting.
- (3) Calculated by multiplying (i) the fair market value of Class A common stock on the vesting date, which was determined using the closing price on the New York Stock Exchange of a share of common stock on the date of vest, or if such day is a holiday, on the immediately preceding trading day, by (ii) the number of shares of common stock acquired upon vesting. Of the amount shown for Messrs. Daswani and Murphy and Mses. Henry, Reses and Whiteley, \$943,338, \$532,564, \$4,556,665, \$6,949,710, and \$1,456,374, respectively, represents the value of shares withheld to cover tax withholding obligations upon vesting.

Pension Benefits

Aside from our 401(k) Plan, we do not maintain any pension plan or arrangement under which our named executive officers are entitled to participate or receive post-retirement benefits.

Non-Qualified Deferred Compensation

We do not maintain any nonqualified deferred compensation plans or arrangements under which our named executive officers are entitled to participate.

Potential Payments on Termination or Change of Control

Except with respect to our interim co-CFOs, each of our named executive officers was subject to a change of control and severance agreement during their employment with us in 2019. On January 27, 2020, we amended and restated each of these change of control and severance agreements, with the exception of our CEO's agreement, which remains as in effect under the change of control and severance agreement we entered into with him in 2015. The Compensation Committee approved the amended and restated change of control and severance agreements (the "new COC agreements") after reviewing the Company's existing change of control and severance agreements (the "old COC agreements" and consulting with its independent compensation consultant regarding competitive market practices. The new COC agreements supersede and replace any and all prior change of control and severance agreements between the Company and the applicable named executive officers relating to change of control and severance payments and benefits, including each such named executive officer's original change of control and severance agreement with the Company. The terms of the new COC agreements are described below, and key differences that apply to our CEO under his unchanged agreement are highlighted.

Under the new COC agreements, if, before a change of control, the Company decides to terminate a named executive officer's employment with the Company without cause (excluding by reason of death or disability), the Company may make a written request that the named executive officer continue to remain employed with the Company or its subsidiaries for a specified transition period not to exceed 180 days from the date of the request (the "Transition Period"). During the Transition Period, the named executive officer will be expected to perform such transition and other duties as reasonably requested by the Company (or its subsidiaries) in its discretion. During the Transition Period, the named executive officer will continue to be paid his or her base salary, vest in his or her equity awards in accordance with their terms, and be eligible to participate in our bonus or commission plans (if any) and employee benefit plans, each in accordance with their terms. The CEO's change of control and severance agreement does not, and the other named executive officers' old COC agreements did not, contain these Transition Period-related terms.

Under Ms. Ahuja's new COC agreement, if she remains employed by us or any of our subsidiaries through a "change in control" (as defined in our 2015 Plan), the vesting of any of her options that were outstanding when the original change of control and severance agreement was entered into will be accelerated upon the change in control as if she had been employed for an additional 12 months following such triggering event. If a change in control had occurred on December 31, 2019, Ms. Ahuja would not have realized any immediate value upon such acceleration, as the exercise price per share of the applicable option is \$72.94, which was higher than the closing price of our Class A common stock on December 31, 2019, which was \$62.56. While all of our old COC agreements contained a similar provision providing for an additional 12 months of vesting upon a "trigger event" (as defined in our 2009 Plan), if such triggering event took place on December 31, 2019, options held by other named executive officers that would qualify for acceleration were fully vested as of such date, and so their new COC agreements do not include this provision.

If our named executive officer's employment is terminated by us without "cause" or due to his or her death or "disability" (as such terms are defined in his or her change of control and severance agreement), in either case, outside the Change of Control Period (as defined below), and (ii) under the new COC agreements (but not under the CEO's agreement), the named executive officer has completed any Transition Period requested by the company (excluding the named executive officers' early cessation of any such Transition Period due to his or her death or disability, or the termination of the Transition Period by us other than for cause before its scheduled expiration) he or she will be eligible to receive these payments and benefits if he or she timely signs and does not revoke a release of claims:

- a lump-sum payment equal to base salary (as of immediately before his or her termination) for a number of days equal to (i) 180 minus (ii) the number of days in the entire Transition Period (or, if, during the Transition Period, the named executive officer's employment is terminated by us without cause or due to his or her death or disability, the number of days in (ii) will be the actual days worked during the Transition Period) (the "Severance Period"). Under the CEO's change of control and severance agreement, the CEO will instead be entitled to a lump-sum payment equal to 75% of his annual base salary. Similarly, before the replacement of the other named executive officer's old COC agreements in January 2020, such agreements provided for a payment of a lump sum payment (continuing payments with respect to Ms. Reses) equal to 75% of the named executive officer's annual base salary;
- a lump-sum payment equal to a pro rata portion (based on the number of full months the executive has worked during the performance period (measured, under the new COC agreements, as of the notice date we make a request for a Transition Period, if any) of the annual bonus that our named executive officer would have earned for the year of his or her termination if he or she had remained employed until eligible to receive the bonus;
- a taxable lump-sum payment equal to the monthly COBRA premium required to continue health insurance coverage for our named executive officer and his or her eligible dependents through the end of the Severance Period regardless of whether our named executive officer elects COBRA coverage. Under the CEO's change of control and severance agreement (and under the old COC agreements before their amendment and restatement), this taxable lump sum is equal to 9 months of such monthly COBRA premiums;
- if the termination is due to reasons other than cause (excluding by reason of death or disability), each of the named executive officer's then-outstanding time-based equity awards will immediately vest and become exercisable as to the number of shares subject to the time-based equity award that were otherwise scheduled to vest and become exercisable had the named executive officer remained employed with the company through the end of the Severance Period and no change of control occurred during the Severance Period. This provision was added under the new COC agreements, and does not apply to the CEO's change of control and severance agreement; and
- if a termination (including, under the new COC agreements an early termination of any company-requested Transition Period) occurs due to death or disability only, fully accelerated vesting and exercisability of all outstanding equity awards, and, with respect to equity awards with performance-based vesting, all performance goals or other vesting criteria will be deemed achieved at 100% of target levels.

If, (i) within the three-month period before a change of control until the end of the 12-month period following such change of control (such period, the “Change of Control Period”), our named executive officer’s employment is terminated by us without cause or due to his or her death or disability or our named executive officer resigns for “good reason” (as defined in his or her change of control and severance agreement), and (ii) under the new COC agreements (but not under the CEO’s agreement), our named executive officer has completed any company-requested Transition Period (excluding our named executive officer’s early cessation of any such Transition Period due to his or her death or disability, or the company’s termination of the Transition Period other than for cause before its schedule expiration), our named executive officer will be entitled to these benefits if he or she timely signs and does not revoke a release of claims:

- a lump-sum payment equal to 100% of his or her annual base salary as of immediately before his or her termination (or, if the termination is due to a resignation for good reason based on a material reduction in base salary, then as of immediately before such reduction), or, if such amount is greater, as of immediately before the change of control;
- a lump-sum payment equal to 100% of his or her target annual bonus (for the year of his or her termination);
- a taxable lump-sum payment equal to 12 months of the monthly COBRA premium required to continue health insurance coverage for our named executive officer and his or her eligible dependents regardless of whether our named executive officer elects COBRA coverage; and
- 100% accelerated vesting of all outstanding equity awards, and, with respect to equity awards with performance-based vesting, all performance goals or other vesting criteria will be deemed achieved at the greater of actual performance or 100% of target levels.

In addition, if any of the payments or benefits provided for under the change of control and severance agreements or otherwise payable to our named executive officer would constitute “parachute payments” within the meaning of Section 280G of the Code and could be subject to the related excise tax, he or she would be entitled to receive either full payment of such payments and benefits or such lesser amount that would cause no portion of the payments and benefits being subject to the excise tax, whichever results in the greater after-tax benefits to our named executive officer. The change of control and severance agreements do not require us to provide any tax gross-up payments to our named executive officers.

In July 2019, the Compensation Committee approved Death/Disability Acceleration Policy that applies to all holders of Company equity awards other than (1) employees who are parties to a change of control and severance agreement with us, (2) employees who are officers for purposes of Section 16 of the Securities and Exchange Act of 1934, as amended, (3) members of the Board of Directors, and (4) consultants or independent contractors to us or our subsidiaries (the “Death/Disability Acceleration Policy”). In 2019, the only named executive officers to whom this policy applied were our interim co-CFOs, as each other named executive officer is a party of a change of control and severance agreement. Under the policy, if an eligible Company equity award holder terminates as an employee of the Company and its subsidiaries due to such holder’s:

- death, then 100% of then-unvested portion of the holder’s outstanding Company equity awards immediately will vest, and if applicable, become fully exercisable, and

- “disability” (as defined in the policy), then the holder’s outstanding Company equity awards that will vest, and if applicable, become fully exercisable will be based on the number of the holder’s fully-completed calendar years as an employee of ours or one of our subsidiaries as follows:

| Years as an Employee | Vesting Acceleration Percentage |
|----------------------|---------------------------------|
| 1 | 25% |
| 2 | 50% |
| 3 | 75% |
| 4 | 100% |

The following table summarizes the estimated payments and benefits that would be provided to our named executive officers who were employed with us on December 31, 2019, upon termination and a change of control under our plans and arrangements with our named executive officers described above, assuming the triggering event took place on the last business day of 2019, but under the new COC agreements (other than with respect to our CEO) as if they were in place as of such date, and that no Transition Period was required.

| Name | Termination Without Cause Outside Change of Control Period | | | Termination by Death or Disability | Termination Without Cause or Termination for Good Reason Within Change of Control Period | | |
|--------------|--|------------------------------|---|---|--|------------------------------|---|
| | Cash Compensation (\$)(1) | Health Care Benefits (\$)(2) | Acceleration of Equity Vesting (\$)(3)(5) | Acceleration of Equity Vesting (\$)(4)(5) | Cash Compensation (\$)(6) | Health Care Benefits (\$)(7) | Acceleration of Equity Vesting (\$)(5)(8) |
| Ms. Ahuja(9) | 225,000 | 14,483 | 2,379,595 | 7,614,866 | 450,000 | 28,966 | 7,614,866 |
| Mr. Dorsey | 2.06 | 546 | — | — | 2.75 | 728 | — |
| Ms. Henry | 225,000 | 14,083 | 5,990,693 | 16,446,843 | 450,000 | 28,166 | 16,446,843 |
| Ms. Reses | 225,000 | 14,083 | 8,538,727 | 16,653,376 | 450,000 | 28,166 | 16,653,376 |
| Ms. Whiteley | 225,000 | 11,700 | 1,502,812 | 5,805,736 | 450,000 | 23,400 | 5,805,736 |

- (1) Cash compensation consists of a lump-sum payment equal to 180 days of annual base salary (for Mr. Dorsey, 75% of annual base salary) (as of immediately before his or her termination) and a lump-sum payment equal to a pro rata portion of the annual bonus that our named executive officer would have earned for the year of his or her termination if he or she had remained employed until eligible to receive the bonus at December 31, 2019. Under the old COC agreements, this would have been a lump sum equal to 75% of annual base salary (continued payments with respect to Ms. Reses) and the same pro rata portion of the annual bonus, which as of December 31, 2019 would have equaled \$337,500 for each of Mses. Ahuja, Henry, Reses and Whitely.
- (2) Health care benefits consist of a taxable lump-sum payment equal to six months (9 months for Mr. Dorsey) of the monthly COBRA premium required to continue health insurance coverage for our named executive officer and his or her eligible dependents regardless of whether our named executive officer elects COBRA coverage. Under the old COC agreements, this would have been a taxable lump sum equal to taxable lump-sum payment equal to nine months of such monthly COBRA premiums, which as of December 31, 2019 would have equaled \$5,114 for Mr. Dorsey, \$19,371 for Ms. Ahuja and \$18,843 for each of Mses. Henry, Reses and Whitely.

- (3) For each named executive officer, other than our CEO, we assumed 6 months of accelerated vesting of time-based equity awards, in accordance with the new COC agreements. The old COC agreements did not, and the CEO's current change of control and severance agreement does not include this provision.
- (4) For named executive officers other than Mr. Murphy, in the event of a termination due to death or disability, fully accelerated vesting and exercisability of all outstanding equity awards, and, with respect to equity awards with performance-based vesting, all performance goals or other vesting criteria will be deemed achieved at 100% of target levels. For Mr. Murphy, in the event of a termination due to (a) death, fully accelerated vesting and exercisability of all outstanding equity awards or (b) disability, accelerated vesting and exercisability based on the number of completed years of employment.
- (5) For each named executive officer, the estimated benefit amount of unvested RSUs and RSAs was calculated by multiplying the number of unvested RSUs and RSAs by the closing price of our Class A common stock on December 31, 2019, which was \$62.56. The estimated benefit amount of unvested stock options was calculated by multiplying the number of unvested stock options subject to acceleration held by the applicable named executive officer by the difference between the exercise price of the option and the closing price of our Class A common stock on December 31, 2019, which was \$62.56.
- (6) Cash compensation consists of a lump-sum payment equal to 100% of each named executive officer's annual base salary as of immediately before his or her termination (or, if the termination is due to a resignation for good reason based on a material reduction in base salary, then as of immediately before such reduction), or, if such amount is greater, as of immediately before the change of control, and a lump-sum payment equal to 100% of his or her target bonus for the year ended December 31, 2019.
- (7) Health care benefits consist of a taxable lump-sum payment equal to 12 months of the monthly COBRA premium required to continue health insurance coverage for our named executive officer and his or her eligible dependents regardless of whether our named executive officer elects COBRA coverage.
- (8) For each named executive officer, we assume 100% accelerated vesting of all outstanding equity awards.
- (9) Vesting of Ms. Ahuja's options that were outstanding when her change of control and severance agreement was entered into would be accelerated upon a "change in control" (as defined in our 2015 Plan) as if she had been employed for an additional 12 months following the change in control. A total of 46,814 shares subject to Ms. Ahuja's option, which has an exercise price per share of \$72.94, would have accelerated under this provision upon a change in control occurring as of December 31, 2019. As of December 31, 2019, the closing price of a share of our Class A common stock on December 31, 2019 was \$62.56, and therefore Ms. Ahuja would have realized no immediate value (calculated by multiplying the number of shares accelerated by the positive difference, if any, between the closing price of our Class A common stock on December 31, 2019 and the exercise price per share of the option) from this acceleration.

EQUITY COMPENSATION PLAN INFORMATION

The following table summarizes our equity compensation plan information as of December 31, 2019. Information is included for equity compensation plans approved by our stockholders. We do not have any equity compensation plans not approved by our stockholders.

| Plan Category | Class of Common Stock | (a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights | (b) Weighted Average Exercise Price of Outstanding Options, Warrants and Rights(1) | (c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) |
|--|----------------------------|---|--|---|
| Equity compensation plans approved by stockholders | Class A(2) | 18,856,752 | \$26.45 | 98,427,436(4) |
| | Class B(3) | 18,196,638 | \$ 8.48 | 0 |
| Equity compensation plans not approved by stockholders | — | — | — | — |
| Total | Class A and Class B | 37,053,390 | \$ 12.64 | 98,427,436 |

- (1) The weighted average exercise price is calculated based solely on outstanding stock options. It does not take into account the shares of our common stock underlying RSUs and RSAs, which have no exercise price, or any rights granted under our 2015 Employee Stock Purchase Plan, as amended and restated (the "ESPP").
- (2) Includes the following plans: our 2015 Plan and our ESPP. Our 2015 Plan provides that on the first day of each fiscal year beginning in fiscal 2016, the number of shares of Class A common stock available for issuance thereunder is automatically increased by a number equal to the least of (i) 40,000,000 shares, (ii) 5% of the outstanding shares of all classes of our capital stock as of the last day of our immediately preceding fiscal year or (iii) such other amount as our board of directors may determine. Our ESPP provides that on the first day of each fiscal year beginning in fiscal 2016, the number of shares of Class A common stock available for issuance thereunder is automatically increased by a number equal to the least of (i) 8,400,000 shares, (ii) 1% of the outstanding shares of all classes of our capital stock as of the last day of our immediately preceding fiscal year or (iii) such other amount as our board of directors may determine. On January 1, 2020, the number of shares of Class A common stock available for issuance under our 2015 Plan and our ESPP increased by 21,639,836 shares and 4,327,967 shares, respectively, pursuant to these provisions. These increases are not reflected in the table above.
- (3) Includes the following plan: our 2009 Plan.
- (4) Consists of 14,294,425 shares of Class A common stock available under our ESPP, including shares subject to outstanding rights that were under offering periods in progress as of December 31, 2019, and 84,133,011 shares of Class A common stock available under our 2015 Plan.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information with respect to the beneficial ownership of our common stock as of March 31, 2020 for:

- each of our current directors and nominees for director;
- each of our named executive officers;
- all of our current directors and executive officers as a group; and
- each person or group known by us to be the beneficial owner of more than 5% of our Class A or Class B common stock.

We have determined beneficial ownership in accordance with the rules of the SEC, and thus it represents sole or shared voting or investment power with respect to our securities. Unless otherwise indicated below, to our knowledge, the persons and entities named in the table have sole voting and sole investment power with respect to all shares that they beneficially owned, subject to community property laws where applicable.

We have based our calculation of the percentage of beneficial ownership on 359,142,301 shares of our Class A common stock and 79,621,335 shares of our Class B common stock outstanding as of March 31, 2020. We have deemed shares of our common stock subject to stock options that are currently exercisable or exercisable within 60 days of March 31, 2020 or issuable pursuant to RSUs which are subject to vesting conditions expected to occur within 60 days of March 31, 2020 to be outstanding and to be beneficially owned by the person holding the stock option or RSU for the purpose of computing the percentage ownership of that person. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person.

Unless otherwise indicated, the address of each beneficial owner listed in the table below is c/o Square, Inc., 1455 Market Street, Suite 600, San Francisco, California 94103. The information provided in the table is based on our records, information filed with the SEC and information provided to us, except where otherwise noted.

| <u>Name of Beneficial Owner</u> | <u>Class A Common Stock</u> | | <u>Class B Common Stock+</u> | | <u>Percent of Total Voting Power</u> |
|--|-----------------------------|----------------|------------------------------|----------------|--------------------------------------|
| | <u>Number</u> | <u>Percent</u> | <u>Number</u> | <u>Percent</u> | |
| 5% Stockholders: | | | | | |
| The Vanguard Group(1) | 26,843,440 | 7.47% | — | * | 2.32% |
| BlackRock, Inc.(2) | 18,820,745 | 5.24% | — | * | 1.63% |
| Named Executive Officers and Directors: | | | | | |
| Jack Dorsey(3) | — | * | 59,297,392 | 74.47% | 51.32% |
| Amrita Ahuja(4) | 140,908 | * | — | * | * |
| Alyssa Henry(5) | 553,933 | * | 1,600,000 | 1.97% | 1.41% |
| Jacqueline Reses(6) | 2,661,656 | * | — | * | * |
| Sivan Whiteley(7) | 126,932 | * | 17,292 | * | * |
| Mohit Daswani | 27,343 | * | — | * | * |

| Name of Beneficial Owner | Class A Common Stock | | Class B Common Stock+ | | Percent of Total Voting Power |
|--|----------------------|---------|-----------------------|---------|-------------------------------|
| | Number | Percent | Number | Percent | |
| Timothy Murphy(8) | 27,726 | * | 110,000 | * | * |
| Roelof Botha(9) | 980,234 | * | 3,932,076 | 4.94% | 3.49% |
| Amy Brooks(10) | 331 | * | — | * | * |
| Paul Deighton | 44,067 | * | — | * | * |
| Randall Garutti | 12,483 | * | — | * | * |
| James McKelvey(11) | 248,233 | * | 15,454,347 | 19.41% | 13.40% |
| Mary Meeker(12) | 407,803 | * | — | * | * |
| Anna Patterson(13) | 9,387 | * | — | * | * |
| Lawrence Summers(14) | 41,823 | * | 201,019 | * | * |
| David Viniar(15) | 63,556 | * | 361,950 | * | * |
| All current executive officers and directors as a group (15 persons)(16) | 5,552,860 | 1.53% | 81,777,983 | 99.15% | 69.36% |

* Represents beneficial ownership of less than one percent (1%) of the outstanding shares of our common stock.

+ Options to purchase shares of our Class B common stock included in this table may be early exercisable. To the extent such shares have not yet vested as of a given date, such shares will remain subject to repurchase by us at the original purchase price. The Class B common stock is convertible at any time by the holder into shares of Class A common stock on a share-for-share basis, such that each holder of Class B common stock beneficially owns an equivalent number of Class A common stock.

- (1) Based solely on a Schedule 13G/A, reporting beneficial ownership as of December 31, 2019, filed with the SEC on February 12, 2020, with sole dispositive power over 26,509,748 shares of Class A common stock, sole voting power over 275,717 shares of Class A common stock, shared dispositive power over 333,692 shares of Class A Common Stock and shared voting power over 93,449 shares of Class A common stock. The address for The Vanguard Group is 100 Vanguard Blvd., Malvern, PA 19355.
- (2) Based solely on a Schedule 13G/A, reporting beneficial ownership as of December 31, 2019, filed with the SEC on February 10, 2020, with sole dispositive power over 18,820,745 shares of Class A common stock, and sole voting power over 16,580,225 shares of Class A common stock. The address for BlackRock, Inc. is 55 East 52nd Street, New York, NY 10055.
- (3) Consists of (i) 51,544,566 shares of Class B common stock held of record by the Jack Dorsey Revocable Trust u/a/d 12/8/10, for which Mr. Dorsey serves as trustee, and (ii) 7,752,826 shares of Class B common stock held of record by the Jack Dorsey Remainder Trust u/a/d 6/23/10, for which Mr. Dorsey serves as trustee.
- (4) Consists of (i) 108,342 shares of Class A common stock held of record by Ms. Ahuja, and (ii) 32,566 shares of Class A common stock subject to options exercisable within 60 days of March 31, 2020, of which 28,495 shares are vested as of such date.
- (5) Consists of (i) 291,290 shares of Class A common stock held of record by Ms. Henry, (ii) 1,600,000 shares of Class B common stock subject to options exercisable within 60 days of March 31, 2020, of which all shares are vested as of such date, (iii) 231,755 shares of Class A

common stock subject to options exercisable within 60 days of March 31, 2020, of which 213,599 shares are vested as of such date, and (iv) 30,888 shares of Class A common stock subject to RSUs that vest within 60 days of March 31, 2020.

- (6) Consists of (i) 145,070 shares of Class A common stock held of record by Ms. Reses, (ii) 2,494,427 shares of Class A common stock subject to options exercisable within 60 days of March 31, 2020, of which 2,458,983 shares are vested as of such date, and (iii) 22,159 shares of Class A common stock subject to RSUs that vest within 60 days of March 31, 2020.
- (7) Consists of (i) 81,395 shares of Class A common stock held of record by Ms. Whiteley, (ii) 17,292 shares of Class B common stock subject to options exercisable within 60 days of March 31, 2020, of which all shares are vested as of such date, (iii) 38,186 shares of Class A common stock subject to options exercisable within 60 days of March 31, 2020, of which 33,045 shares are vested as of such date, and (iv) 7,351 shares of Class A common stock subject to RSUs that vest within 60 days of March 31, 2020.
- (8) Consists of (i) 23,447 shares of Class A common stock held of record by Mr. Murphy, (ii) 110,000 shares of Class B common stock subject to options exercisable within 60 days of March 31, 2020, of which all shares are vested as of such date, and (iii) 4,279 shares of Class A common stock subject to RSUs that vest within 60 days of March 31, 2020.
- (9) Based on a Schedule 13G, reporting beneficial ownership as of December 31, 2018, filed with the SEC on February 14, 2019, and a Form 4 filed with the SEC on March 5, 2020, the shares consist of (i) 4,419 shares of Class A common stock held of record by Mr. Botha, (ii) a total of 528,855 shares of Class A common stock held of record by Mr. Botha's estate planning vehicles, (iii) 262 shares of Class A common stock subject to RSUs that vest within 60 days of March 31, 2020, (iv) 224,994 shares of Class A common stock held of record by Sequoia Capital U.S. Venture 2010-Seed Fund, L.P., (v) 3,474,777 shares of Class B common stock held of record by Sequoia Capital U.S. Venture 2010 Fund, L.P., (vi) 77,067 shares of Class B common stock held of record by Sequoia Capital U.S. Venture 2010 Partners Fund, L.P., (vii) 380,232 shares of Class B common stock held of record by Sequoia Capital U.S. Venture 2010 Partners Fund (Q), L.P. (the funds (iv)-(vii) collectively, the "SC 2010 Funds"), (viii) 212,859 shares of Class A common stock held of record by Sequoia Capital U.S. Growth Fund IV, LP and (ix) 8,845 shares of Class A common stock held of record by Sequoia Capital USGF Principals Fund IV, LP (the funds (viii)-(ix) collectively, the "SC USGF Funds"). SC US (TTGP), Ltd., where Mr. Botha is a director, is the general partner of SC U.S. Venture 2010 Management, L.P. (which is the general partner of each of the SC 2010 Funds), and is also the general partner of SCGF IV Management, L.P. (which is the general partner of each of the SC USGF Funds). Mr. Botha disclaims beneficial ownership of the securities held by the SC 2010 Funds and the SC USGF Funds. The address of each Sequoia entity is 2800 Sand Hill Road, Suite 101, Menlo Park, CA 94025.
- (10) Consists of (i) 129 shares of Class A common stock held of record by Ms. Brooks, and (ii) 202 shares of Class A common stock subject to RSUs that vest within 60 days of March 31, 2020.
- (11) Consists of (i) 73,043 shares of Class A common stock and 2,407,000 shares of Class B common stock held of record by Mr. McKelvey, (ii) 13,047,347 shares of Class B common stock held of record by the James McKelvey, Jr. Revocable Trust dated July 2, 2014, for which Mr. McKelvey serves as trustee, (iii) 175,000 shares of Class A common stock held of record by the Anna Elefteria Ntenta Revocable Trust dated November 30, 2017, and (iv) 190 shares of Class A common stock subject to RSUs that vest within 60 days of March 31, 2020.
- (12) Consists of (i) 393,517 shares of Class A common stock held of record by Ms. Meeker, (ii) 262 shares of Class A common stock subject to RSUs that vest within 60 days of March 31, 2020, (iii) 8,207 shares of Class A common stock held of record by KPCB DGF Associates, LLC, and (iv) 5,817 shares of Class A common stock held in the name of KPCB sFund Associates, LLC. John Doerr, Ted Schlein, Brook Byers, Bing Gordon and Mary Meeker are managing members of KPCB DGF Associates, LLC, the managing member of the DGF Funds, and share voting and dispositive power over the shares held for the account of the DGF Funds. John Doerr, Ted

Schlein, Brook Byers and Bing Gordon are managing members of KPCB sFund Associates, LLC, the managing member of sFund and, therefore, share voting and dispositive power over the shares held by sFund. The address of each of these entities is 2750 Sand Hill Road, Menlo Park, CA 94025.

- (13) Consists of (i) 9,149 shares of Class A common stock held of record by Ms. Patterson, and (ii) 238 shares of Class A common stock subject to RSUs that vest within 60 days of March 31, 2020.
- (14) Consists of (i) 14,441 shares of Class A common stock and 89,133 shares of Class B common stock held of record by Dr. Summers, and (ii) 27,382 shares of Class A common stock and 111,886 shares of Class B common stock held of record by the LHS 2017 Qualified Annuity Trust—Square, for which Dr. Summers serves as trustee.
- (15) Consists of (i) 63,258 shares of Class A common stock and 35,000 shares of Class B common stock held of record by Mr. Viniar, (ii) 326,950 shares of Class B common stock subject to options exercisable within 60 days of March 31, 2020, all of which shares are vested as of such date, and (iii) 298 shares of Class A common stock subject to RSUs that vest within 60 days of March 31, 2020.
- (16) Consists of (i) 2,490,909 shares of Class A common stock and 78,919,834 shares of Class B common stock held of record by our current executive officers and directors, (ii) 2,975,840 shares of Class A common stock subject to options exercisable within 60 days of March 31, 2020, of which 2,897,728 are vested as of such date, (iii) 2,858,149 shares of Class B common stock subject to options exercisable within 60 days of March 31, 2020, of which 2,842,816 are vested as of such date, and (iv) 86,111 shares of Class A common stock subject to RSUs that vest within 60 days of March 31, 2020.

PAY RATIO DISCLOSURE

As required by Section 953(b) of the Dodd-Frank Act and Item 402(u) of Regulation S-K, we are providing the following information about the relationship of the annual total compensation of our employees and the annual total compensation of Mr. Dorsey, our CEO.

For 2019, our last completed fiscal year:

- the median of the annual total compensation of all our employees (determined as described below, and other than our CEO) was \$164,369 and
- the annual total compensation of our CEO, as reported in the Summary Compensation Table included elsewhere in this proxy statement, was \$2.75.

Based on this information, for 2019, the annual total compensation of our CEO was less than 0.0001 times that of the median of the annual total compensation for all employees. This pay ratio is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K.

To identify the median of the annual total compensation of all our employees, as well as to determine the annual total compensation of our median employee and our CEO, we took the following steps:

1. We determined that, as of December 31, 2019, our employee population consisted of 3,837 individuals working at our parent company and consolidated subsidiaries (as reported in Item 1, *Business*, in our Annual Report on Form 10-K for the fiscal year ended December 31, 2019 (our “Annual Report”)), with approximately 3,646 of these individuals located in the U. S. and Canada (approximately 3,509 in the U.S. and 137 in Canada). This population consisted of our full-time employees. As noted below, it did not include independent contractors. We did not retain or engage any part-time employees, temporary workers or similar workers as of December 31, 2019.
2. We have chosen to exclude the approximately 191 employees located outside of the U.S. and Canada (90 in Australia, 31 in Japan, 28 in the United Kingdom, 27 in Ireland and 15 in China) from the determination of the “median employee,” given the small number of employees in those jurisdictions and the estimated costs of obtaining their compensation information. In total, we excluded less than 5% of our non-U.S. workforce from the identification of the “median employee,” as permitted by SEC rules.
3. To identify the “median employee” from our U.S. and Canada employee population, we combined the actual salary, bonus, commissions and other taxable benefits (other than related to equity awards and our ESPP) as reflected in our payroll records as reported to the Canada Revenue Agency on Form T4 and the Internal Revenue Service on Form W-2 for 2019 and the match paid to our U.S. employees under our 401(k) Plan, along with the aggregate grant date fair value of equity awards granted to employees in 2019.
4. We identified our median employee using this compensation measure, which was consistently applied to all our employees included in the calculation. We did not make any cost-of-living adjustments in identifying the “median employee.”
5. Once we identified our median employee, we combined all of the elements of such employee’s compensation for 2019 in accordance with the requirements of Item 402(c)(2)(x) of Regulation S-K, resulting in annual total compensation of \$164,369; and
6. With respect to the annual total compensation of our CEO, we used the amount reported in the “Total Compensation” column of our 2019 Summary Compensation Table included in this proxy statement.

CERTAIN RELATIONSHIPS, RELATED PARTY AND OTHER TRANSACTIONS

We describe below transactions and series of similar transactions, since the beginning of our last fiscal year, to which we were a party or will be a party, in which:

- the amounts involved exceeded or will exceed \$120,000; and
- any of our directors, nominees for director, executive officers or beneficial holders of more than 5% of any class of our outstanding capital stock, or any immediate family member of, or person sharing the household with, any of these individuals or entities, had or will have a direct or indirect material interest.

Twitter

Jack Dorsey, our President, Chief Executive Officer and the chairman of our board of directors, also serves as a director and Chief Executive Officer of Twitter, Inc. (“Twitter”). During the fiscal year ended December 31, 2019, we purchased approximately \$1,000,000 of marketing and advertising services from Twitter (the “Marketing Services”), including direct purchases and purchases through agencies. Moreover, in October 2019, we entered into a cost sharing agreement with Twitter whereby we will make payments to Twitter for security services relating to the protection of Jack Dorsey (the “Security Services,” and together with the Marketing Services, the “Twitter Services”). We did not make any payments under this agreement in 2019, but we may make payments for such Security Services of over \$120,000 in subsequent periods. Our audit and risk committee reviewed and approved the Twitter Services pursuant to our related person transactions policy.

St. Louis Lease

In July 2019, we entered into a lease agreement with 900 N. Tucker Building, LLC for a 15.5-year lease of approximately 226,185 square feet of office space at an annual base rate of approximately \$2.8 million, with total future minimum lease payments over the term of approximately \$42.7 million (the “900 N. Tucker Transaction”). We also have options to extend the lease term for two 5-year terms. The commencement date for the lease is expected to be in July 2020. Jim McKelvey, our co-founder and a member of our board of directors, owns approximately 70% of 900 N. Tucker Building, LLC through an affiliate, representing an interest of approximately \$29.9 million in the lease payments over the term of the lease. We commissioned an independent valuation of the lease, and our audit and risk committee reviewed and approved the 900 N. Tucker Transaction pursuant to our related person transactions policy.

Caviar

On October 31, 2019, we sold Caviar, our former food-ordering business, to DoorDash, Inc. (“DoorDash”) for \$410 million in gross proceeds comprised of a combination of \$310 million in cash and \$100 million in DoorDash’s preferred stock (the “Caviar Sale”). Additionally, we agreed to indemnify DoorDash for potential losses and costs that may arise from certain legal and other matters. DoorDash’s stockholders included certain entities affiliated with Sequoia Capital, which held a greater than 15% ownership interest in DoorDash at the time of the sale. Mr. Roelof Botha, a member of our board of directors, is also a director and stockholder of SC US (TTGP), Ltd., which in turn is the ultimate general partner of the entities affiliated with Sequoia Capital that own equity securities of DoorDash and the entities affiliated with Sequoia Capital that own equity securities in us. Due to this relationship, Mr. Botha recused himself from the negotiations and the board of directors and committee discussions regarding the Caviar Sale. Our audit and risk committee reviewed and approved the Caviar Sale pursuant to our related person transactions policy.

Shake Shack

We are party to an enterprise services agreement (the “Enterprise Agreement”) with Shake Shack Enterprises, LLC, a subsidiary of Shake Shack Inc. (“Shake Shack”), pursuant to which we provide certain payments products and services. Additionally, Caviar, which we sold to DoorDash on October 31, 2019, partnered with Shake Shack for delivery services in a number of cities (the “Caviar Services”). Additionally, a subsidiary of Shake Shack was sued in federal court for allegedly infringing a patent owned by Electronic Receipts Delivery Systems, LLC (“ERDS”) because of its use of one of our applications to send out digital receipts. Since Shake Shack was sued for allegedly using one of our products, we have agreed to defend Shake Shack against ERDS and to indemnify Shake Shack for any liabilities or expenses it incurs as a result of the lawsuit to the extent that the claims are being directed at our products or services (the “Shake Shack Indemnification,” and together with the “Enterprise Agreement” and the “Caviar Services,” the “Shake Shack Transactions”).

Randy Garutti, a member of our board of directors, is also a director and Chief Executive Officer of Shake Shack. As a result, Mr. Garutti may be deemed to have an indirect material interest in the Shake Shack Transactions. During the fiscal year ended December 31, 2019, we received approximately \$1,715,000 in revenue from services related to the Enterprise Agreement and the Caviar Services. Although the value of the Shake Shack Indemnification is uncertain, it might exceed \$120,000 over time. Our audit and risk committee reviewed and approved the Shake Shack Transactions pursuant to our related person transactions policy.

Eloquent Labs

On April 30, 2019, we entered into a definitive agreement to acquire Eloquent Labs Incorporated (“Eloquent”) for total consideration of \$20 million, subject to adjustments (the “Eloquent Acquisition”). At the time of the Eloquent Acquisition, Khosla Ventures III, LP (“Khosla”) owned more than 5% of our Class B common stock. One or more funds affiliated with Khosla (“Khosla Funds”) beneficially owned shares of the outstanding capital stock of Eloquent, entitling such funds to approximately 11% of the total consideration for the Eloquent Acquisition. Consequently, Khosla Funds received approximately \$2.2 million as a result of the Eloquent Acquisition. Our audit and risk committee reviewed and approved the Eloquent Acquisition pursuant to our related person transactions policy.

Other Transactions

We have entered into change of control and severance agreements with our current executive officers that, among other things, provide for certain severance and change of control benefits. See the section titled “Executive Compensation—Potential Payments on Termination or Change of Control.”

We have entered into indemnification agreements with our directors and executive officers. The indemnification agreements, our amended and restated certificate of incorporation and amended and restated bylaws require us to indemnify our directors and executive officers to the fullest extent permitted by Delaware law.

A family member of Brian Grassadonia, our Cash App Lead, is employed by us in a non-executive position. The approximate dollar value of the employee’s total cash and equity compensation for the year ended December 31, 2019 was less than \$150,000. The family member also receives benefits consistent with other employees serving in the same capacity.

Other than as described above, since January 1, 2019, we have not entered into any transactions, nor are there any currently proposed transactions, between us and a related party

where the amount involved exceeds, or would exceed, \$120,000, and in which any related person had or will have a direct or indirect material interest. We believe the terms of the transactions described above were comparable to terms we could have obtained in arm's length dealings with unrelated third parties.

Policies and Procedures for Related Party Transactions

Our audit and risk committee has the primary responsibility for reviewing and approving or disapproving "related party transactions," which are transactions between us and related persons in which the aggregate amount involved exceeds or may be expected to exceed \$120,000 and in which a related person has or will have a direct or indirect material interest. The charter of our audit and risk committee provides that our audit and risk committee shall review and approve any related party transaction for which review or oversight is required by applicable law or that is required to be disclosed in our financial statements or SEC filings.

We have a formal written policy providing that our audit and risk committee must approve or ratify any transaction that exceeds \$120,000 and in which any related person has a direct or indirect material interest. In approving or rejecting any such transaction, our audit and risk committee is to consider the relevant facts and circumstances available and deemed relevant to our audit and risk committee, including, but not limited to, whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances, whether such transaction would impair the independence of an outside director, whether such transaction would present an improper conflict of interest for any director or executive officer of our company and the extent of the related person's interest in the transaction. Any member of the audit and risk committee who has an interest in a potential related party transaction under discussion will abstain from voting on the approval of such transaction. If a related party transaction will be ongoing, the audit and risk committee may establish guidelines for us to follow in our ongoing dealings with the related party.

QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND OUR ANNUAL MEETING

This proxy statement and the enclosed form of proxy are furnished in connection with the solicitation of proxies by our board of directors for use at the Annual Meeting. The Annual Meeting will be held virtually on Tuesday, June 16, 2020, at 10:00 a.m. Pacific Time. The Annual Meeting will be a completely virtual meeting. You can attend the Annual Meeting by visiting www.virtualshareholdermeeting.com/SQ2020, where you will be able to listen to the meeting live, submit questions and vote your shares online during the meeting. The Notice of Internet Availability of Proxy Materials (the “Notice”) containing instructions on how to access this proxy statement and our annual report is first being mailed on or about April 24, 2020 to all stockholders entitled to vote at the Annual Meeting.

The information provided in the “question and answer” format below is for your convenience only and is merely a summary of the information contained in this proxy statement. You should read this entire proxy statement carefully. Information contained on, or that can be accessed through, our website is not intended to be incorporated by reference into this proxy statement, and references to our website address in this proxy statement are inactive textual references only.

What matters am I voting on?

You will be voting on:

- the election of three Class II directors to serve until the 2023 annual meeting of stockholders and until their successors are duly elected and qualified;
- a proposal to approve, on an advisory basis, the compensation of our named executive officers;
- a proposal to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2020;
- a stockholder proposal regarding employee representation on the board of directors, if properly presented at the Annual Meeting; and
- any other business as may properly come before the Annual Meeting.

How does the board of directors recommend I vote on these proposals?

Our board of directors recommends a vote:

- “FOR” the election of each of Roelof Botha, Amy Brooks and James McKelvey as Class II directors;
- “FOR” the approval, on an advisory basis, of the compensation of our named executive officers;
- “FOR” the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2020; and
- “AGAINST” the stockholder proposal regarding employee representation on the board of directors.

Who is entitled to vote?

Holders of our Class A common stock or Class B common stock as of the close of business on April 20, 2020, the record date for the Annual Meeting, may vote at the Annual Meeting. As of the record date, there were 359,669,691 shares of our Class A common stock outstanding and 79,621,335 shares of our Class B common stock outstanding. Our Class A common stock and Class B common stock will vote as a single class on all matters described in this proxy statement for which your vote is being solicited. Stockholders are not permitted to cumulate votes with respect to the election of directors. Each share of Class A common stock is entitled to one vote on each proposal and each share of Class B common stock is entitled to 10 votes on each proposal. Our Class A common stock and Class B common stock are collectively referred to in this proxy statement as our “common stock.”

Registered Stockholders. If shares of our common stock are registered directly in your name with our transfer agent, you are considered the stockholder of record with respect to those shares, and the Notice was provided to you directly by us. As the stockholder of record, you have the right to grant your voting proxy directly to the individuals listed on the proxy card or to vote live at the Annual Meeting. Throughout this proxy statement, we refer to these registered stockholders as “stockholders of record.”

Street Name Stockholders. If shares of our common stock are held on your behalf in a brokerage account or by a bank or other nominee, you are considered to be the beneficial owner of shares that are held in “street name,” and the Notice was forwarded to you by your broker or nominee, who is considered the stockholder of record with respect to those shares. As the beneficial owner, you have the right to direct your broker, bank or other nominee as to how to vote your shares. You are also invited to attend the Annual Meeting and vote your shares of our common stock live by following the instructions provided on your Notice or the instructions that accompanied your proxy materials to attend the Annual Meeting. If you request a printed copy of our proxy materials by mail, your broker, bank or other nominee will provide a voting instruction form for you to use. Throughout this proxy statement, we refer to stockholders who hold their shares through a broker, bank or other nominee as “street name stockholders.”

How many votes are needed for approval of each proposal?

- *Proposal No. 1:* The election of directors requires a plurality of the voting power of the shares of our common stock present virtually or by proxy at the Annual Meeting and entitled to vote thereon to be approved. “Plurality” means that the three nominees who receive the largest number of votes cast “For” such nominees are elected as directors. As a result, any shares not voted “For” a particular nominee, whether as a result of a withhold vote or a broker non-vote (described below), will not be counted in such nominee’s favor and will have no effect on the outcome of the election. You may vote “For” or “Withhold” on each of the nominees for election as a director.
- *Proposal Nos. 2, 3 and 4:* The non-binding advisory vote on our executive compensation, approval of the ratification of the appointment of the independent registered public accounting firm and the stockholder proposal regarding employee representation on the board of directors each requires the affirmative vote of a majority of the voting power of the shares of our common stock present virtually or by proxy at the Annual Meeting and entitled to vote thereon to be approved. You may vote “For,” “Against” or “Abstain” with respect to these proposals. Abstentions are considered shares present and entitled to vote on these proposals, and thus, will have the same effect as a vote “Against” these proposals. To the extent there are any broker non-votes, they will have no effect on the outcome of these proposals.

With respect to the approval of our executive compensation and the stockholder proposal, because these proposals are an advisory vote, the result will not be binding on our board of directors, our compensation committee or the Company. However, our board of directors and our compensation committee will consider the outcome of the executive compensation vote when determining named executive officer compensation. In addition, the board of directors will take into account the outcome of the vote regarding the stockholder proposal.

What is a quorum?

A quorum is the minimum number of shares required to be present at the Annual Meeting to properly hold an annual meeting of stockholders and conduct business under our amended and restated bylaws and Delaware law. The presence, virtually or by proxy, of a majority of the voting power of all issued and outstanding shares of our common stock entitled to vote at the Annual Meeting will constitute a quorum at the Annual Meeting. Abstentions, withhold votes and broker non-votes are counted as shares present and entitled to vote for purposes of determining a quorum.

How do I vote?

If you are a stockholder of record, there are four ways to vote:

- by Internet at www.proxyvote.com, 24 hours a day, seven days a week, until 11:59 p.m. Eastern Time on June 15, 2020 (please have your Notice or proxy card in hand when you visit the website);
- by toll-free telephone at 1-800-690-6903, until 11:59 p.m. Eastern Time on June 15, 2020 (please follow the instructions on your proxy card or voting instruction form from your broker provided to you by email or over the Internet);
- by completing and mailing your proxy card (if you received printed proxy materials) to be received prior to the Annual Meeting; or
- by attending the Annual Meeting by visiting www.virtualshareholdermeeting.com/SQ2020, where you may vote and submit questions during the meeting. Please have your Notice, proxy card or the instructions that accompanied your proxy materials in hand when you visit the website.

Even if you plan to attend the Annual Meeting, we recommend that you also vote by proxy so that your vote will be counted if you later decide not to attend the Annual Meeting.

If you are a street name stockholder, you will receive voting instructions from your broker, bank or other nominee. You must follow the voting instructions provided by your broker, bank or other nominee in order to direct your broker, bank or other nominee on how to vote your shares. Street name stockholders should generally be able to vote by returning a voting instruction form and may be able to vote by telephone or on the Internet, depending on the voting process of your broker, bank or other nominee. As discussed above, if you are a street name stockholder, you may not vote your shares live at the virtual Annual Meeting unless you obtain a legal proxy from your broker, bank or other nominee.

Can I change my vote or revoke my proxy?

Yes. If you are a stockholder of record, you can change your vote or revoke your proxy any time before the Annual Meeting by:

- entering a new vote by Internet or by telephone;
- completing and returning a later-dated proxy card;
- notifying the Corporate Secretary of Square, Inc., in writing, at Square, Inc., 1455 Market Street, Suite 600, San Francisco, California 94103; or
- attending and voting at the Annual Meeting (although attendance at the Annual Meeting will not, by itself, revoke a proxy).

If you are a street name stockholder, your broker, bank or other nominee can provide you with instructions on how to change or revoke your vote.

What do I need to do to attend and participate in the Annual Meeting?

The Annual Meeting will again be a completely virtual meeting of stockholders, which we believe provides the opportunity for participation by a broader group of stockholders while reducing the environmental impact and the costs associated with in-person meetings. Stockholders of record and street name stockholders with a legal proxy from their broker, bank or other nominee will be able to attend the Annual Meeting by visiting www.virtualshareholdermeeting.com/SQ2020, which will allow such stockholders to submit questions during the meeting and vote shares electronically at the meeting.

We designed the format of the virtual Annual Meeting to ensure that our stockholders are afforded the same rights and opportunities to participate as they would at an in-person meeting and to enhance stockholder access, participation and communication through online tools. The virtual format facilitates stockholder attendance and participation by enabling stockholders to participate fully and equally from any location around the world. During the meeting, you will have the ability to submit questions real-time via the virtual meeting website, with a limit of one question per stockholder. We will answer as many questions submitted in accordance with the meeting rules of conduct as possible in the time allotted for the meeting. Only questions that are relevant to our business operations will be answered.

To participate in the Annual Meeting, you will need the control number included on your Notice, proxy card or the instructions that accompanied your proxy materials to attend the annual meeting. The Annual Meeting webcast will begin promptly at 10:00 a.m. Pacific Time. We encourage you to access the meeting prior to the start time. Online check-in will begin at 9:45 a.m. Pacific Time, and you should allow ample time for the check-in procedures.

What if during the check-in time or during the meeting I have technical difficulties or trouble accessing the virtual meeting website?

We will have technicians to assist you if you experience technical difficulties accessing the virtual meeting. If you encounter any difficulties accessing the virtual meeting during the check-in or meeting time, please call 800-586-1548 (domestic) or 303-562-9288 (international).

What is the effect of giving a proxy?

Proxies are solicited by and on behalf of our board of directors. Jack Dorsey, Amrita Ahuja and Sivan Whiteley have been designated as proxy holders by our board of directors. When proxies are properly dated, executed and returned, the shares represented by such proxies will be voted

at the Annual Meeting in accordance with the instructions of the stockholder. If no specific instructions are given, however, the shares will be voted in accordance with the recommendations of our board of directors as described above. If any matters not described in this proxy statement are properly presented at the Annual Meeting pursuant to our amended and restated bylaws, the proxy holders will use their own judgment to determine how to vote the shares. If the Annual Meeting is adjourned or postponed, the proxy holders can vote the shares on the new Annual Meeting date as well, unless you have properly revoked your proxy instructions, as described above.

Why did I receive a Notice of Internet Availability of Proxy Materials instead of a full set of proxy materials?

In accordance with the rules of the SEC, we have elected to furnish our proxy materials, including this proxy statement and our annual report, primarily via the Internet. The Notice containing instructions on how to access our proxy materials is first being mailed on or about April 24, 2020 to all stockholders entitled to vote at the Annual Meeting. All stockholders will have the ability to access the proxy materials on the website referred to in the Notice (www.proxyvote.com). Stockholders may also request to receive proxy materials for this Annual Meeting or future meetings of stockholders in printed form by mail or electronically by e-mail by following the instructions contained in the Notice. We encourage stockholders to take advantage of the availability of our proxy materials on the Internet to help reduce the environmental impact and cost of our annual meetings of stockholders.

How are proxies solicited for the Annual Meeting?

Our board of directors and employees are soliciting proxies for the Annual Meeting. All expenses associated with this solicitation will be borne by us. We will reimburse brokers or other nominees for reasonable expenses that they incur in sending our proxy materials to you if a broker, bank or other nominee holds shares of our common stock on your behalf. In addition, our directors and employees may also solicit proxies in person, by telephone or by other means of communication. Our directors and employees will not be paid any additional compensation for soliciting proxies.

How may my brokerage firm or other intermediary vote my shares if I fail to provide timely directions?

Brokerage firms and other intermediaries holding shares of our common stock in street name for beneficial owners are generally required to vote such shares in the manner directed by such beneficial owners. In the absence of timely directions, your broker will have discretion to vote your shares on our sole “routine” matter: the proposal to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2020. Your broker will not have discretion to vote on any other proposals, which are “non-routine” matters, absent direction from you. We refer to the absence of a vote, including on a non-routine proposal, where the broker has not received instructions as a “broker non-vote.”

Where can I find the voting results of the Annual Meeting?

We will announce preliminary voting results at the Annual Meeting. We will also disclose voting results on a Current Report on Form 8-K that we will file with the SEC within four business days after the Annual Meeting. If final voting results are not available to us in time to file a Current Report on Form 8-K within four business days after the Annual Meeting, we will file a Current Report on Form 8-K to publish preliminary results and will provide the final results in an amendment to the Current Report on Form 8-K as soon as they become available.

I share an address with another stockholder, and we received only one paper copy of the proxy materials. How may I obtain an additional copy of the proxy materials?

We have adopted a procedure called “householding,” which the SEC has approved. Under this procedure, we deliver a single copy of the Notice and, if applicable, our proxy materials to multiple stockholders who share the same address, unless we have received contrary instructions from one or more of such stockholders. This procedure reduces our printing and mailing costs and fees. Stockholders who participate in householding will continue to be able to access and receive separate proxy cards.

If you are a stockholder of record, upon written or oral request, we will deliver promptly a separate copy of the Notice and, if applicable, our proxy materials to such stockholder at a shared address to which we delivered a single copy of any of these materials. To receive a separate copy, or, if a stockholder of record is receiving multiple copies, to request that we only send a single copy of the Notice and, if applicable, our proxy materials, such stockholder may contact Broadridge Financial Solutions, Inc. (“Broadridge”):

- By Internet: www.proxyvote.com
- By telephone: 1-800-579-1639
- By email: sendmaterial@proxyvote.com

Additionally, stockholders of record who share the same address and receive multiple copies of the Notice can request a single Notice by contacting Broadridge at the address, email address or telephone number above.

Street name stockholders may contact their broker, bank or other nominee to request information about householding.

What is the deadline to propose actions for consideration at next year’s annual meeting of stockholders or to nominate individuals to serve as directors?

Stockholder Proposals

Stockholders may present proper proposals for inclusion in our proxy statement and for consideration at next year’s annual meeting of stockholders by submitting their proposals in writing to our Corporate Secretary in a timely manner. For a stockholder proposal to be considered for inclusion in our proxy statement for the 2021 annual meeting of stockholders, our Corporate Secretary must receive the written proposal at our principal executive offices not later than December 25, 2020. In addition, stockholder proposals must comply with the requirements of Rule 14a-8 regarding the inclusion of stockholder proposals in company-sponsored proxy materials. Stockholder proposals should be addressed to:

Square, Inc.
Attention: Corporate Secretary
1455 Market Street, Suite 600
San Francisco, California 94103

Our amended and restated bylaws also establish an advance notice procedure for stockholders who wish to present a proposal before an annual meeting of stockholders but do not intend for the proposal to be included in our proxy statement. Our amended and restated bylaws provide that the only business that may be conducted at an annual meeting of stockholders is business that is (i) specified in our proxy materials with respect to such annual meeting, (ii) otherwise properly brought before such annual meeting by or at the direction of our board of

directors or (iii) properly brought before such annual meeting by a stockholder of record entitled to vote at such annual meeting who has delivered timely written notice to our Corporate Secretary, which notice must contain the information specified in our amended and restated bylaws. To be timely for the 2021 annual meeting of stockholders, our Corporate Secretary must receive the written notice at our principal executive offices:

- not earlier than the close of business on February 16, 2021; and
- not later than the close of business on March 18, 2021.

In the event that we hold the 2021 annual meeting of stockholders more than 30 days before or more than 60 days after the one-year anniversary of the Annual Meeting, notice of a stockholder proposal that is not intended to be included in our proxy statement must be received no earlier than the close of business on the 120th day before the 2021 annual meeting of stockholders and no later than the close of business on the later of the following two dates:

- the 90th day prior to the 2021 annual meeting of stockholders; or
- the 10th day following the day on which public announcement of the date of the 2021 annual meeting of stockholders is first made if such first public announcement is less than 100 days prior to the date of the 2021 annual meeting of stockholders.

If a stockholder who has properly notified us of his, her or its intention to present a proposal at an annual meeting of stockholders does not appear to present his, her or its proposal at such annual meeting, we are not required to present the proposal for a vote at such annual meeting.

Recommendation and Nomination of Director Candidates

Holders of our common stock may propose director candidates for consideration by our nominating and corporate governance committee. Any such recommendations should include the nominee's name and qualifications for membership on our board of directors and should be directed to our General Counsel or legal department at the address set forth above. For additional information regarding stockholder recommendations for director candidates, see the section titled "Board of Directors and Corporate Governance—Stockholder Recommendations and Nominations to the Board of Directors."

In addition, our amended and restated bylaws permit stockholders to nominate directors for election at an annual meeting of stockholders. To nominate a director, the stockholder must provide the information required by our amended and restated bylaws. In addition, the stockholder must give timely notice to our Corporate Secretary in accordance with our amended and restated bylaws, which, in general, require that the notice be received by our Corporate Secretary within the time periods described above under the section titled "Stockholder Proposals" for stockholder proposals that are not intended to be included in a proxy statement.

Availability of Bylaws

A copy of our amended and restated bylaws is available on our website at <https://squareup.com/about/investors> and via the SEC's website at <https://www.sec.gov>. You may also contact our Corporate Secretary at the address set forth above for a copy of the relevant bylaw provisions regarding the requirements for making stockholder proposals and nominating director candidates.

OTHER MATTERS

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires that our executive officers and directors, and persons who own more than 10% of our common stock, file reports of ownership and changes of ownership with the SEC. Such directors, executive officers and 10% stockholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file.

SEC regulations require us to identify in this proxy statement anyone who filed a required report late during the most recent fiscal year. Based on our review of forms we received, or written representations from reporting persons stating that they were not required to file these forms, we believe that during our fiscal year ended December 31, 2019, all Section 16(a) filing requirements were satisfied on a timely basis.

Fiscal Year 2019 Annual Report and SEC Filings

Our financial statements for our fiscal year ended December 31, 2019 are included in our Annual Report on Form 10-K, which we will make available to stockholders along with this proxy statement. This proxy statement and our annual report are posted on our website at <https://squareup.com/about/investors> and are available from the SEC at its website at <https://www.sec.gov>. You may also obtain a copy of our annual report without charge by sending a written request to Square, Inc., Attention: Investor Relations, 1455 Market Street, Suite 600, San Francisco, California 94103.

* * *

The board of directors does not know of any other matters to be presented at the Annual Meeting. If any additional matters are properly presented at the Annual Meeting, the persons named in the enclosed proxy card will have discretion to vote the shares of our common stock they represent in accordance with their own judgment on such matters.

It is important that your shares of our common stock be represented at the Annual Meeting, regardless of the number of shares that you hold. You are, therefore, urged to vote by telephone or by using the Internet as instructed on the enclosed proxy card or execute and return, at your earliest convenience, the enclosed proxy card in the envelope that has also been provided.

THE BOARD OF DIRECTORS

San Francisco, California
April 24, 2020



SQUARE, INC.
1455 MARKET STREET, SUITE 600
SAN FRANCISCO, CA 94103

VOTE BY INTERNET

Before The Meeting - Go to www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/SQ2020

The meeting will be a completely virtual meeting of stockholders, which will be conducted exclusively via live webcast. You may attend the meeting via the Internet and vote during the meeting. Have your proxy card in hand when you access the web site and follow the instructions.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

D12386-P39110

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

SQUARE, INC.

The Board of Directors recommends you vote FOR each of the following Class II nominees:

1. Election of Directors

Nominees:

- 01) Roelof Botha
- 02) Amy Brooks
- 03) James McKelvey

For All Withhold All For All Except

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

The Board of Directors recommends you vote FOR proposals 2 and 3.

2. ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.

For Against Abstain

3. RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2020.

The Board of Directors recommends you vote AGAINST proposal 4.

4. STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, TO PREPARE A REPORT ON EMPLOYEE REPRESENTATION ON THE BOARD OF DIRECTORS.

NOTE: The proxy holders will vote in their discretion on such other business as may properly come before the meeting or any adjournments or postponements thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

| | |
|--|--|
| | |
|--|--|

Signature [PLEASE SIGN WITHIN BOX]

Date

| | |
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| | |
|--|--|

Signature (Joint Owners)

Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:

The Notice and Proxy Statement and Form 10-K are available at www.proxyvote.com.

D12387-P39110

SQUARE, INC.
Annual Meeting of Stockholders
June 16, 2020 10:00 AM PDT
This proxy is solicited by the Board of Directors

The undersigned stockholder(s) hereby appoint(s) Jack Dorsey, Amrita Ahuja and Sivan Whiteley, or any of them, as proxies, each with the power to appoint his or her substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock of SQUARE, INC. that the stockholder(s) is/are entitled to vote at the annual meeting of stockholders to be held at 10:00 AM PDT on June 16, 2020, at www.virtualshareholdermeeting.com/SQ2020, and any adjournments or postponements thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations. The above named proxies are authorized to vote in their discretion upon such other business as may properly come before the meeting or any adjournments or postponements thereof.

Continued and to be signed on reverse side

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

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2019

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____
Commission File Number 001-37622

SQUARE, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

80-0429876

(I.R.S. Employer
Identification Number)

**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)

Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Trading Symbol(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Class A Common Stock, \$0.0000001 par value per share | SQ | New York Stock Exchange |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company 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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant, based on the closing price of a share of the registrant's Class A common stock on June 30, 2019 as reported by the New York Stock Exchange on such date was approximately \$24.6 billion. Shares of the registrant's Class A common stock and Class B common stock held by each executive officer, director and holder of 5% or more of the outstanding Class A common stock and Class B common stock have been excluded in that such persons may be deemed to be affiliates. This calculation does not reflect a determination that certain persons are affiliates of the registrant for any other purpose.

As of February 21, 2020, the number of shares of the registrant's Class A common stock outstanding was 354,826,967 and the number of shares of the registrant's Class B common stock outstanding was 80,407,753.

Portions of the registrant's Definitive Proxy Statement relating to the Annual Meeting of Stockholders are incorporated by reference into Part III of this Annual Report on Form 10-K where indicated. Such Definitive Proxy Statement will be filed with the Securities and Exchange Commission within 120 days after the end of the registrant's fiscal year ended December 31, 2019.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that involve substantial risks and uncertainties. Forward-looking statements generally relate to future events or our future financial or operating performance. In some cases, you can identify forward-looking statements because they contain words such as “may,” “will,” “appears,” “should,” “expects,” “plans,” “anticipates,” “could,” “intends,” “target,” “projects,” “contemplates,” “believes,” “estimates,” “predicts,” “potential,” or “continue,” or the negative of these words or other similar terms or expressions that concern our expectations, strategy, plans, or intentions. Forward-looking statements contained in this Annual Report on Form 10-K include, but are not limited to, statements about our future financial performance, our anticipated growth and growth strategies and our ability to effectively manage that growth, our ability to invest in and develop our products and services to operate with changing technology, the expected benefits of our products to our customers and the impact of our products on our business; and our anticipated expansion and growth in Gross Payment Volume (GPV) and revenue, including our expectations regarding the Cash App ecosystem, our expectations regarding product launches, the expected impact of our recent acquisitions, our plans with respect to patents and other intellectual property, our expectations regarding litigation and positions we have taken with respect to our tax classification, our expectations regarding share-based compensation, our expectations regarding the impacts of accounting guidance, our expectations regarding restricted cash, and the sufficiency of our cash and cash equivalents and cash generated from operations to meet our working capital and capital expenditure requirements.

We have based the forward-looking statements on our current expectations and projections about future events and trends that we believe may affect our business, financial condition, results of operations, prospects, business strategy, and financial needs. The outcome of the events described in these forward-looking statements is subject to known and unknown risks, uncertainties, and other factors described in the section titled “Risk Factors” and elsewhere in this Annual Report on Form 10-K. We operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this Annual Report on Form 10-K. We cannot assure you that the results, events, and circumstances reflected in the forward-looking statements will be achieved or occur, and actual results, events, or circumstances could differ materially from those described in the forward-looking statements.

All forward-looking statements are based on information and estimates available to the Company at the time of this Annual Report on Form 10-K and are not guarantees of future performance. We undertake no obligation to update any forward-looking statements made in this Annual Report on Form 10-K to reflect events or circumstances after the date of this Annual Report on Form 10-K or to reflect new information or the occurrence of unanticipated events, except as required by law.

PART I

Item 1. BUSINESS

Our Business

We started Square in February 2009 to enable businesses (sellers) to accept card payments, an important capability that was previously inaccessible to many businesses. As our company grew, we recognized that sellers need a variety of solutions to thrive and saw how we could apply our strength in technology and innovation to help sellers. We have since expanded to provide more than 30 distinct products and services to sellers that help them manage and grow their business. Similarly, with Cash App, we have built a parallel ecosystem of financial services to help individuals manage their money.

Our purpose of economic empowerment drives the development of all our products and services.

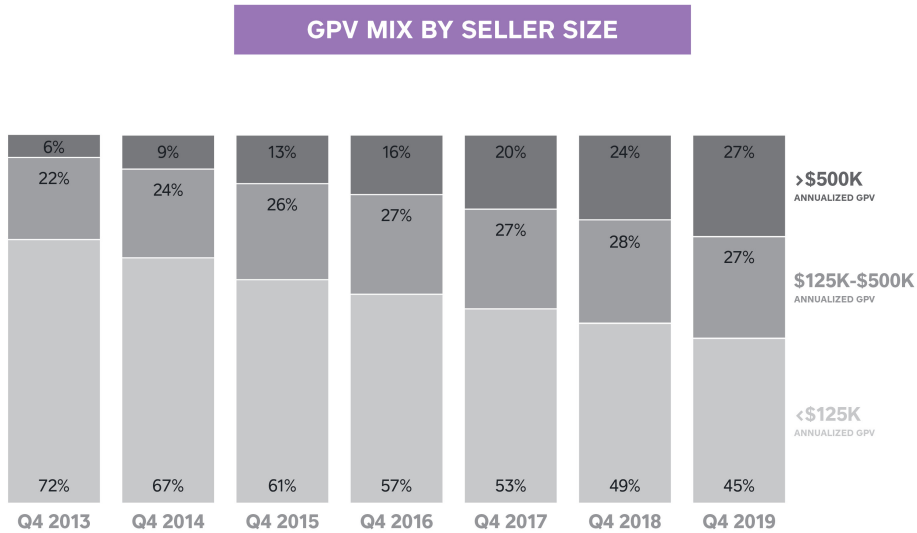
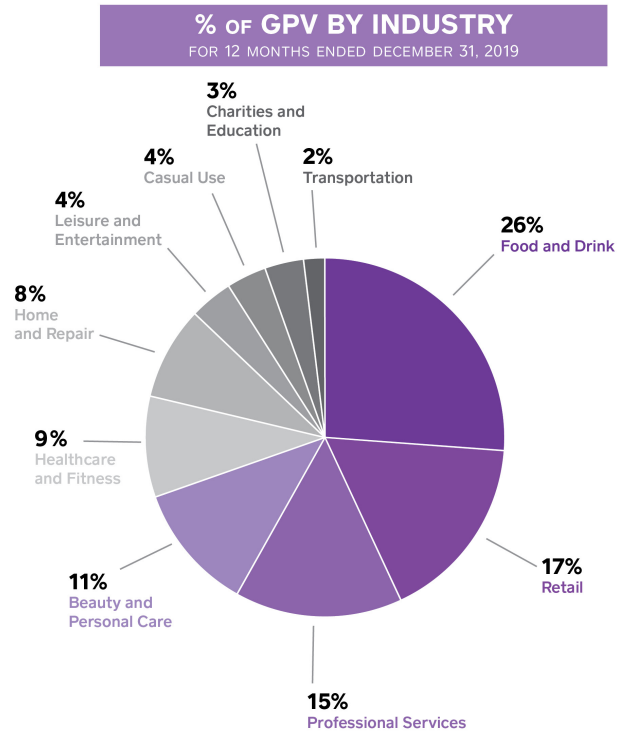
Seller Ecosystem: Square offers a cohesive commerce ecosystem that helps our sellers start, run, and grow their businesses. We combine software, hardware, and financial services to create products and services that are cohesive, fast, self-serve, and elegant. These attributes differentiate Square in a fragmented industry that traditionally forces sellers to stitch together products and services from multiple vendors, and more often than not, rely on inefficient non-digital processes and tools. Our ability to add new sellers efficiently, help them grow their business, and cross-sell products and services has historically led to continued and sustained growth. In the year ended December 31, 2019, we processed \$106.2 billion of Gross Payment Volume (GPV), which was generated by nearly 2.3 billion card payments from 407 million payment cards. At the end of 2019, our Square point of sale ecosystem had over 180 million buyer profiles and approximately 230 million items were listed on Square by sellers.

Cash Ecosystem: Cash App provides an ecosystem of financial products and services to help individuals manage their money. While Cash App started with the single ability to send and receive money, it now provides an ecosystem of financial services that allows individuals to store, send, receive, spend, and invest their money. As of December 2019, Cash App had approximately 24 million monthly active customers who had at least one cash inflow or outflow during a given month.

Our Sellers

Our sellers represent a diverse range of industries (including services, food-related, and retail businesses) and sizes, ranging from individual vendors at farmers' markets to multi-location businesses. These sellers also span geographies, including the United States, Canada, Japan, Australia, and the United Kingdom. We believe the diversity of our sellers underscores the accessibility and flexibility of our offerings. We are also increasingly serving larger sellers, which we define as sellers that generate more than \$125,000 in annualized GPV. Our ability to service larger sellers is due to our ability to offer more complex solutions and a greater suite of services. GPV from larger sellers represented 55% of total GPV in the fourth quarter of 2019, up from 51% in the fourth quarter of 2018 and 47% in the fourth quarter of 2017. For the years ended December 31, 2019, 2018 and 2017, we had no customer who accounted for greater than 10% of our GPV or our total net revenue.

The charts below show the percentage mix of our GPV by seller industry and seller size:



Our Products and Services

Seller Ecosystem:

Our seller ecosystem consists of over 30 distinct software, hardware, and financial services products. We monetize these products through a combination of transaction, subscription, and service fees.

Software

We offer a suite of cloud-based software solutions to help sellers more effectively operate and manage their businesses. Our software is designed to be self-serve and intuitive to make initial setup and new employee training fast and easy. Our products are integrated to create a seamless experience and enable a holistic view of sales, customers, employees, and locations. Sellers get frequent software updates and upgrades automatically.

Our point of sale products help sellers ring up their sales, send digital receipts, and collect instant customer feedback to improve their service. Each features integrates payments, tracks sales, inventory, customers' purchase histories, and enables employees to clock in and clock out in the app.

- **Square Point of Sale** is a general purpose point-of-sale software that can be downloaded to an iOS or Android device and is pre-installed on Square Register and Square Terminal hardware devices.
- **Square Virtual Terminal** is a web-based, general purpose point of sale software product. Virtual Terminal helps serve sellers who run their business from a computer, and operates alongside companion tools such as email, customer lists, and scheduling.
- **Square Appointments** is enhanced and tailored for sellers in the services industry. It is an integrated solution that includes support for booking, retail sales, invoicing, and payments. The software can be downloaded to an iOS or Android device or used via a web browser. Square Appointments includes a free online booking site so buyers can easily schedule appointments and select their preferred time, service, and staff member. It is also integrated with Square Assistant which is an artificial intelligence enabled automated messaging tool that responds to buyers directly, quickly, and professionally saving sellers time and helping prevent no-shows.
- **Square for Retail** is enhanced and tailored for sellers in the retail industry. It includes barcode scanning, advanced inventory management, support for tens of thousands of items, cost of goods sold, purchase orders, and vendor management. It also has enhanced customer profile information in the point of sale to better support customer relationships.
- **Square for Restaurants** is enhanced and tailored for full-service restaurants. It enables staff to serve diners while also managing tables, orders, courses, and tickets. Square for Restaurants also provides back of the house functionality, such as revenue and cost reporting, helping managers and owners make informed decisions and run a more efficient business.
- **Square Invoices** is a customizable digital invoicing solution with integrated and secure online payment acceptance. This eliminates the need to print and mail statements to customers and wait for checks to arrive. Sellers use Square Invoices for upcoming, recurring, or previously-delivered goods and services, such as catering orders, contractor services, lessons, and retail orders. Square Invoices also lets sellers send estimates and collect partial payments for goods and services.

Square Online Store helps sellers sell in more ways. It makes it easy to build a website and online store as well as sell on Instagram and Facebook. Orders, items, inventory, and customer data stay in sync when selling both online and in-person.

Square Loyalty, Marketing, and Gift Cards help sellers engage with their buyers to grow their business. By linking customer data with point-of-sale and transaction data, we can offer our sellers an integrated loyalty program and targeted marketing campaigns, with a closed-loop system that allows sellers to easily assess the return on investment of their marketing efforts.

Square Dashboard provides sellers with real-time data and insights about sales, items, customers, and employees. It can be used via the web or via the Dashboard iOS app. This reporting enables sellers to stay informed and make timely decisions about their business from anywhere.

Finally, we offer a **developer platform** including APIs (application programming interfaces) and SDKs (software development kits) that enable external developers to integrate with the Square ecosystem.

- **Omnichannel payments** (in-person, online, and mobile): Square Reader SDK enables developers to seamlessly integrate Square hardware with a seller's custom point of sale, allowing them to build unique checkout experiences such as self-ordering kiosks powered by Square's managed payments service. With our online payments APIs, developers can integrate Square payments into a seller's e-commerce website or online store. Our In-App Payments SDK, which launched in the first quarter of 2019, enables developers to build consumer mobile apps that use Square to process payments.
- **Commerce APIs:** With more than 30 commerce APIs, developers can manage orders, product catalogs, inventory, customer profiles, employees, and more in order to build applications that enrich and integrate with Square's ecosystem of products. In addition, these APIs enable developers to build integrations with critical business systems such as accounting, CRM (customer relationship management) software, employee management, and ERP (enterprise resource planning) software.

Hardware

We have developed powerful, custom-designed hardware that can process all major card payment forms, including magnetic stripe, EMV chip, and NFC. Sellers are able to accept cards issued by Visa, MasterCard, American Express, or Discover. Additionally, sellers are able to accept local payment forms such as Interac Flash in Canada, JCB in Japan, and eftpos in Australia. Square hardware can be integrated with additional accessories such as cash drawers, receipt printers, and barcode scanners to provide sellers with a comprehensive point-of-sale solution. Our hardware portfolio includes the following:

- **Magstripe reader:** This reader enables swiped transactions of magnetic stripe cards by connecting with an iOS or Android smartphone or tablet via the headphone jack or lightning connector.
- **Contactless and chip reader:** This reader accepts EMV chip cards and NFC payments, enabling acceptance via Apple Pay, Google Pay, and other mobile wallets.
- **Square Stand:** This hardware enables an iPad to be used as a payment terminal or full point of sale solution. It features an integrated magnetic stripe reader, provides power to a connected iPad, and can connect to the contactless and chip reader wirelessly or via USB.
- **Square Register:** This all-in-one offering combines our hardware, point-of-sale software, and payments technology. The dedicated hardware consists of two screens: a seller display and a customer display with a built-in card reader that accepts tap, dip, and swipe payments.
- **Square Terminal:** This is a portable, all-in-one payments device and receipt printer to replace traditional keypad terminals. It accepts tap, dip, and swipe payments and has a battery that lasts all day, enabling payments anywhere in the store.

Financial Services

Managed Payments

Sellers can onboard in minutes and, once onboarded, accept payments in person via swipe, dip, or tap of a card or online via a stored card on file or payment entry form. Sellers pay a transparent transaction fee for our managed payments offering, which includes next-day settlements, payment dispute management, data security, and PCI compliance.

Square acts as both the merchant of record for the transaction as well as the payment service provider (PSP). As the merchant of record, Square is the party responsible for settling funds with the Seller and helps manage transaction risk loss on

behalf of the merchant. Our position as the merchant of record helps us better serve our sellers. For example, as the merchant of record, we can more efficiently onboard new sellers through our website, leveraging our risk assessment models, and we have insights into transaction-level data that we use to inform our sellers and launch new products. Square has negotiated terms and entered into contractual arrangements directly with the other service providers of transaction processing services, including the acquiring processors and card networks, and indirectly with the issuing banks. These contracts include negotiated terms, such as more favorable pricing, that are generally not available to Sellers if they were to contract directly with these sub-service providers.

Instant Transfer

Instant Transfer is part of our suite of financial services tools and enables sellers to receive funds from their payments instantly or later that same day. Instant Transfer is an important tool for many sellers that need faster access to their funds in order to better manage their cash flow or working capital. As of the first quarter of 2020, the fee for an Instant Transfer is 1.5%.

Square Card

During the first quarter of 2019, we launched Square Card to provide a new way for sellers to spend and manage their funds. Square Card is a free business prepaid debit card that enables sellers to spend their proceeds as soon as they make a sale. When a seller takes a payment, the proceeds immediately go into their Square stored balance and can be spent using their card or withdrawn from an ATM. Square earns interchange fees when sellers make purchases with Square Card.

Square Capital

Square Capital, through a partnership with an industrial bank, facilitates loans to qualified Square sellers based on current payment and point-of-sale data. Square Capital eliminates the lengthy (and often unsuccessful) loan application process while also filling a market gap for sellers that either wouldn't be eligible for a loan from a traditional lender or need only a very small amount of capital. We are able to approve sellers for these loans while facilitating prudent risk management by using our unique data set of a seller's Square transactions to help facilitate loan underwriting and collections. The terms are straightforward for sellers, and once approved, they get their funds quickly, often the next business day. Sellers can use these funds to make investments in their business, such as purchasing inventory or equipment, hiring additional employees, expanding their stores, opening new locations, or any other business need.

Generally, for loans to Square sellers, loan repayment occurs automatically through a fixed percentage of every card transaction a seller takes. Loans are sized to be less than 20% of a seller's expected annual GPV and, by simply running their business, sellers repay their loan in eight to nine months on average. We currently fund a majority of these loans from arrangements with institutional third-party investors who purchase these loans on a forward-flow basis. This funding significantly increases the speed with which we can scale Square Capital services and allows us to mitigate our balance sheet and liquidity risk. As a complement to Square Capital, we also offer Square Installments, a growth tool for sellers where they can offer their customers the option to pay for large purchases over time.

Since its public launch in May 2014, Square Capital has facilitated nearly 1 million loans and advances, representing over \$6.3 billion. For Square Capital, we continued to see an average loss rate of less than 4% for our core flex loan product in 2019.

Payroll

Square Payroll empowers sellers to grow and manage their businesses by making it easy to hire, onboard, pay wages and associated taxes for employees, and offer their employees benefits like a 401(k). We believe the broader Square ecosystem drives competitive differentiation for our Payroll product. For example, sellers have the ability to use Payroll in conjunction with complementary products such as Square Point of Sale, Restaurants Point of Sale, and Retail Point of Sale. We believe the integration of these products results in a superior user experience. Square Payroll is available nationwide in the United States.

Cash App Ecosystem:

With Cash App, we are building an ecosystem of financial products and services that helps individuals manage their money. Cash App has a diverse set of customers across demographics and domestic regions. Cash App primarily serves customers in the United States with its breadth of products, and also offers its peer-to-peer service to customers in the United Kingdom.

Storing, Sending, and Receiving Funds

Customers can use Cash App to store funds by receiving money from another Cash App customer through the app's core peer-to-peer transfer service or by transferring money from a bank account. We have enhanced the efficiency of peer-to-peer transfers by streamlining the onboarding process for new Cash App customers. Nearly all Cash App accounts with a Cash Card also have a routing number and a unique account number, which allows customers to deposit their funds directly from their paycheck. These funds can then be sent to another customer through the app, spent anywhere that accepts cards using the Cash Card, withdrawn from an ATM using the Cash Card, or transferred to a bank account (either instantly for a fee or for free in 3-5 days). As of December 31, 2019, Cash App had stored balances of \$676 million from its customers, representing an increase of 102% year over year.

Spending

Cash Card is a debit card that is linked directly to a customer's Cash App balance. Customers can order a Cash Card for free and use their Cash Card anywhere that accepts cards to make purchases, drawing down from the funds stored in their Cash App balance. Square earns interchange fees when individuals make purchases with Cash Card.

Cash Card also offers customers discounts at certain businesses through the Cash Boost program. Cash Boost is a free and instant rewards program for Cash App customers, which offers a discount at a specific business (e.g. 10% off a purchase on DoorDash) or a discount at certain business types (e.g. \$1 off coffee shops). Customers can select the Cash Boost they want to apply to their Cash Card through the Cash App, and the discount is instantly applied to their Cash App balance when customers make eligible transactions. Some Boosts are selected and funded by the Cash App team, while others will be funded by our partners. Costs related to the Cash Boost rewards program that are funded by Square are recognized as reductions to revenue.

Investing

Customers can also use Cash App to invest their funds in US stocks and exchange-traded funds (ETFs) or buy and sell Bitcoin.

Cash App makes investing more accessible by giving customers access to hundreds of listed stocks and ETFs, as well as the ability to buy and sell Bitcoin. Stocks or Bitcoin can be purchased using the funds in a customer's Cash App balance or from a linked debit card and once the order is filled, all investments are viewable through the Investing tab on the Cash App home screen. In the fourth quarter of 2019, we introduced equity investing, including the ability for customers to buy fractional shares of a stock for as little as \$1, which expands access to the financial system to more people. For Bitcoin buying and selling, we recognize revenue when customers purchase bitcoin and it is transferred to the customer's account.

Sales and Marketing

Seller Ecosystem

We have a strong brand and continue to increase awareness of Square and our ecosystem among sellers by enhancing our services and fostering rapid adoption through brand affinity, direct marketing, public relations, direct sales, and partnerships. Our Net Promoter Score (NPS) has averaged more than 65 over the past four quarters, which is double the average score for banking providers. Our high NPS means our sellers recommend our services to others, which we believe strengthens our brand and helps drive efficient customer acquisition.

Direct marketing, online and offline, has also been an effective customer acquisition channel. These tactics include online search engine optimization and marketing, online display advertising, direct mail campaigns, direct response television

advertising, mobile advertising, and affiliate and seller referral programs. Our direct sales and account management teams also contribute to the acquisition and support of larger sellers. In addition to direct channels, we work with third-party developers and partners who offer our solutions to their customers.

Partners expand our addressable market to sellers with individualized or industry-specific needs. Through the Square App Marketplace, our partners are able to expand their own addressable market by reaching the millions of sellers using Square. As of December 31, 2019, Square had approximately 500 managed partners connected to its platform.

Our direct, ongoing interactions with our sellers help us tailor offerings to them, at scale, and in the context of their usage. We use various scalable communication channels such as email marketing, in-product notifications and messaging, and Square Communities, our online forum for sellers, to increase the awareness and usage of our products and services with little incremental sales and marketing expense. Our customer support team also helps increase awareness and usage of our products as part of helping sellers address inquiries and issues.

Cash App Ecosystem

Cash App has also developed a strong brand, which can be traced back to our compelling features, self-serve experience, unique design, and engaging marketing.

Peer-to-peer (P2P) transactions serve as the primary acquisition channel for Cash App. Peer-to-peer transactions have powerful network effects as every time a customer sends or requests money, Cash App can acquire a new customer or reengage an existing customer. We have enhanced the efficiency of peer-to-peer transfers by streamlining the onboarding process for Cash App, enabling users to sign up in minutes. We offer the peer-to-peer service to our Cash App customers for free, and we consider it to be a marketing tool to encourage the usage of Cash App, which includes Cash Card among other features. We do not generate revenue on the majority of peer-to-peer transactions and for these transactions we characterize peer-to-peer costs and risk loss as a sales and marketing expense. To a lesser extent, Cash App also uses paid marketing, including referrals, partnerships, and social media, to enhance its brand and expand its network.

Additionally, we see the launch and advertising of new Cash App features as an important way to attract new customers. Features such as Cash Card and Boost rewards, Bitcoin buying and selling, and equity investing enhance Cash App's utility for customers and provide a new reason for people to try Cash App.

Product Development and Technology

We design both our Seller and Cash App products and services to be cohesive, fast, self-serve, and elegant, and we organize our product teams accordingly, combining individuals from product management, engineering, data science, analytics, design, and product marketing. Our products and services are platform-agnostic with most supporting iOS, Android, and web. We frequently update our software products and have a rapid software release schedule with improvements deployed regularly. Our services are built on a scalable technology platform, and we place a strong emphasis on data analytics and machine learning to maximize the efficacy, efficiency, and scalability of our services.

In our Seller ecosystem, this enables us to capture and analyze billions of transactions per year and automate risk assessment for more than 99.95% of all transactions. Our hardware is designed and developed in-house, and we contract with third-party manufacturers for production.

Our Competition

Seller Ecosystem

The markets in which our seller ecosystem operates are competitive and evolving. Our competitors range from large, well-established vendors to smaller, earlier-stage companies.

We seek to differentiate ourselves from competitors primarily on the basis of our commerce ecosystem and our focus on building remarkable products and services that are cohesive, fast, self-serve, and elegant. In addition, we differentiate ourselves by offering transparent pricing, no long-term contracts, and our ability to innovate and reshape the

industries we operate in to expand access to traditionally unserved or underserved sellers. With respect to each of these factors, we believe that we compare favorably to our competitors. Competitors that overlap with certain functions and features that we provide include:

- Pen and paper, manual processes, and paper currency
- Business software providers such as those that provide point of sale, website building, inventory management, analytics, customer relationship management invoicing, and appointment booking solutions
- Payment terminal vendors
- Merchant acquirers
- Banks that provide payment processing, loans, and payroll
- Payroll processors
- Established or new alternative lenders

Cash App Ecosystem

Cash App is our ecosystem of financial services for individuals and competes with other companies in the peer-to-peer payments, debit and prepaid cards, credit card rewards, stock trading, and Bitcoin spaces. Our competitors include money transfer apps, prepaid debit card offerings, traditional brokerage firms, and crypto trading services.

We primarily compete based on our brand and the simplicity and quality of our customer experience. We invest in brand, design, and technology to keep our products fast and simple, while also improving and expanding our feature set.

Reportable Segments

In 2020, we anticipate changing our operating and reportable segments from one segment to two segments. These two segments will represent our Seller and Cash App businesses and will reflect the way the Company anticipates evaluating its business performance and managing its operations.

Intellectual Property

We seek to protect our intellectual property rights by relying on a combination of federal, state, and common law rights in the United States and other countries, as well as on contractual measures. It is our practice to enter into confidentiality, non-disclosure, and invention assignment agreements with our employees and contractors, and into confidentiality and non-disclosure agreements with other third parties, in order to limit access to, and disclosure and use of, our confidential information and proprietary technology. In addition to these contractual measures, we also rely on a combination of trademarks, trade dress, copyrights, registered domain names, trade secrets, and patent rights to help protect our brand and our other intellectual property.

We have developed a patent program and strategy to identify, apply for, and secure patents for innovative aspects of our products, services, and technologies where appropriate. As of December 31, 2019, we had 687 issued patents in force and 584 filed patent applications pending in the United States and in foreign jurisdictions relating to a variety of aspects of our technology. We intend to file additional patent applications as we continue to innovate through our research and development efforts and to pursue additional patent protection to the extent we deem it beneficial and cost-effective.

We actively pursue registration of our trademarks, logos, service marks, trade dress, and domain names in the United States and in other jurisdictions. We are the registered holder of a variety of U.S. and international trademarks and domain names that include the terms "Square," "Cash App", "Weebly," and variations thereof.

From time to time, we also incorporate certain intellectual property licensed from third parties, including under certain open source licenses. Even if any such third-party technology did not continue to be available to us on commercially reasonable terms, we believe that alternative technologies would be available as needed in every case.

Government Regulation

Foreign and domestic laws and regulations apply to many key aspects of our business. Any actual or perceived failure to comply with these requirements may result in, among other things, revocation of required licenses or registrations, loss of approved status, private litigation, regulatory or governmental investigations, administrative enforcement actions, sanctions, civil and criminal liability, and constraints on our ability to continue to operate. It is also possible that current or future laws or regulations could be interpreted or applied in a manner that would prohibit, alter, or impair our existing or planned products and services, or that could require costly, time-consuming, or otherwise burdensome compliance measures from us.

Payments Regulation

Various laws and regulations govern the payments industry in the United States and globally. For example, certain jurisdictions in the United States require a license to offer money transmission services, such as Cash App's peer-to-peer payments, and we maintain a license in each of those jurisdictions and comply with new license requirements as they arise. We are also registered as a "Money Services Business" with the U.S. Department of Treasury's Financial Crimes Enforcement Network. These licenses and registrations subject us, among other things, to record-keeping requirements, reporting requirements, bonding requirements, limitations on the investment of customer funds, and inspection by state and federal regulatory agencies.

Outside the United States, we provide localized versions of some of our services to customers, including through various foreign subsidiaries. The activities of those non-U.S. entities are, or may be, supervised by regulatory authorities in the jurisdictions in which they operate. For instance, we are registered with the Australian Transaction Reports and Analysis Centre (AUSTRAC), as required by anti-money laundering rules, to provide payments services in Australia, and we are licensed as an Electronic Money Institution by the Financial Conduct Authority to provide payments services and electronic money in the United Kingdom.

Our payments services may be or become subject to regulation by other authorities, and the laws and regulations applicable to the payments industry in any given jurisdiction are always subject to interpretation and change.

Consumer Protection

The Consumer Financial Protection Bureau and other federal, local, state, and foreign regulatory agencies regulate financial products and enforce consumer protection laws, including credit, deposit, and payments services, and other similar services. These agencies have broad consumer protection mandates, and they promulgate, interpret, and enforce rules and regulations that affect our business.

Anti-Money Laundering

We are subject to anti-money laundering (AML) laws and regulations in the United States and other jurisdictions. We have implemented an AML program designed to prevent our payments network from being used to facilitate money laundering, terrorist financing, and other illicit activity. Our program is also designed to prevent our network from being used to facilitate business in countries, or with persons or entities, included on designated lists promulgated by the U.S. Department of the Treasury's Office of Foreign Assets Controls and equivalent applicable foreign authorities. Our AML compliance program includes policies, procedures, reporting protocols, and internal controls, including the designation of an AML compliance officer, and is designed to address these legal and regulatory requirements and to assist in managing risk associated with money laundering and terrorist financing.

Broker-Dealer Regulation

One of our subsidiaries, Cash App Investing LLC (Cash App Investing), operates as a broker-dealer and is therefore registered with the Securities and Exchange Commission (SEC) and a member of the Financial Industry Regulatory Authority (FINRA). As a broker-dealer, Cash App Investing is subject to SEC and FINRA rules and regulations that apply to its business. Among other steps designed to ensure compliance, Cash App Investing has adopted written supervisory procedures (WSPs), which govern Cash App Investing's operations, including, without limitation, how it markets its services, handles customer assets, keeps records, and reports to the SEC and FINRA. Cash App Investing's compliance with its WSPs and general SEC and FINRA regulation is overseen by its Chief Compliance Officer, who conducts required reviews of Cash App Investing's compliance. To the extent any applicable SEC or FINRA rules or regulations change, Cash App Investing will need to adapt to those changes.

Virtual Currency Regulation

We are subject to certain licensing and regulatory frameworks triggered by our Cash App offering, through which customers can use their stored funds to buy, hold and sell Bitcoin, and transfer Bitcoin to and from Cash App. We currently hold a New York State Bitlicense. The laws and regulations applicable to virtual currency are evolving and subject to interpretation and change. Therefore, our virtual currency services may be or become subject to regulation by other authorities and may subject us to additional requirements.

Protection and Use of Information

We collect and use a wide variety of information for various purposes in our business, including to help ensure the integrity of our services and to provide features and functionality to our customers. This aspect of our business, including the collection, use, disclosure, and protection of the information we acquire from our own services as well as from third-party sources, is subject to laws and regulations in the United States, the European Union, and elsewhere. Accordingly, we publish our privacy policies and terms of service, which describe our practices concerning the use, transmission, and disclosure of information. As our business continues to expand in the United States and worldwide, and as laws and regulations continue to be passed and their interpretations continue to evolve in numerous jurisdictions, additional laws and regulations may become relevant to us.

Communications Regulation

We send texts, emails, and other communications in a variety of contexts, such as when providing digital receipts and marketing. Communications laws and regulations, including those promulgated by the Federal Communications Commission, apply to certain aspects of this activity in the United States and elsewhere.

Additional Developments

Various regulatory agencies in the United States and elsewhere in our international markets continue to examine a wide variety of issues that could impact our business, including products liability, import and export compliance, accessibility for the disabled, insurance, marketing, privacy, data protection, information security, and labor and employment matters. As our business continues to develop and expand, additional rules and regulations may become relevant. For example, if we choose to offer Square Payroll in more jurisdictions, additional regulations, including tax rules, will apply.

Seasonality

Historically our transaction-based revenue has been strongest in our fourth quarter and weakest in our first quarter, as our sellers typically generate additional GPV during the holiday season. Subscription and services-based revenue generally demonstrates less seasonality than transaction-based revenue. Hardware revenue generally demonstrates less seasonality than transaction-based revenue, with most fluctuations tied to periodic product launches, promotions, or other arrangements with our retail partners. We have not historically experienced meaningful seasonality with respect to total net revenue as this effect has been offset by our revenue growth. No individual quarter in 2019 or 2018 accounted for more than 30% of annual total net revenue.

Our Employees

As of December 31, 2019, we had 3,835 full-time employees. We also engage temporary employees and consultants as needed to support our operations. None of our employees are either represented by a labor union or subject to a collective bargaining agreement. We have not experienced any work stoppages, and we consider our relations with our employees to be good.

Corporate Information

Square was incorporated in Delaware in June 2009. Our headquarters are located at 1455 Market Street, Suite 600, San Francisco, California 94103. Our telephone number is (415) 375-3176. Our website is located at www.squareup.com, and our investor relations website is located at www.squareup.com/about/investors. The information contained in, or accessible through, our website is not part of, and is not incorporated into, this Annual Report on Form 10-K.

We use various trademarks and trade names in our business, including “Square” and Square®, which we have registered in the United States and in various other countries. This Annual Report on Form 10-K also contains trademarks and trade names of other businesses that are the property of their respective holders. We have omitted the ® and ™ designations, as applicable, for the trademarks we name in this Annual Report on Form 10-K.

Available Information

Copies of our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to these reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (Exchange Act), are available, free of charge, on our investor relations website as soon as reasonably practicable after we file such material electronically with or furnish it to the Securities and Exchange Commission (SEC). The SEC also maintains a website that contains our SEC filings. The address of the site is www.sec.gov.

We webcast our earnings calls and certain events we participate in or host with members of the investment community on our investor relations website. Additionally, we provide notifications of news or announcements regarding our financial performance, including SEC filings, investor events, press and earnings releases, and blogs as part of our investor relations website. We have used, and intend to continue to use, our investor relations website, as well as the Twitter accounts @Square and @SquareIR, as means of disclosing material non-public information and for complying with our disclosure obligations under Regulation FD. Further corporate governance information, including our board committee charters, code of business conduct and ethics, and corporate governance guidelines, is also available on our investor relations website under the heading “Governance Documents.” The contents of our websites are not intended to be incorporated by reference into this Annual Report on Form 10-K or in any other report or document we file with the SEC, and any references to our websites are intended to be inactive textual references only.

Item 1A. RISK FACTORS

Investing in our securities involves a high degree of risk. You should carefully consider the risks and uncertainties described below, together with all of the other information in this Annual Report on Form 10-K, including the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our consolidated financial statements and related notes, before making any investment decision with respect to our securities. The risks and uncertainties described below may not be the only ones we face. If any of the risks actually occur, our business could be materially and adversely affected. In that event, the market price of our Class A common stock could decline, and you could lose part or all of your investment.

Risks Related to Our Business and Our Industry

Our business depends on a strong and trusted brand, and any failure to maintain, protect, and enhance our brand would hurt our business.

We have developed a strong and trusted brand that has contributed significantly to the success of our business. We believe that maintaining and promoting our brand in a cost-effective manner is critical to achieving widespread acceptance of our products and services and expanding our base of customers. Maintaining and promoting our brand will depend largely on our ability to continue to provide useful, reliable, secure, and innovative products and services, as well as our ability to maintain trust and be a technology leader. We may introduce, or make changes to, features, products, services, privacy practices, or terms of service that customers do not like, which may materially and adversely affect our brand. Our brand promotion activities may not generate customer awareness or increase revenue, and even if they do, any increase in revenue may not offset the expenses we incur in building our brand. If we fail to successfully promote and maintain our brand or if we incur excessive expenses in this effort, our business could be materially and adversely affected.

The introduction and promotion of new services, as well as the promotion of existing services, may be partly dependent on our visibility on third-party advertising platforms, such as Google, Twitter, or Facebook. Changes in the way these platforms operate or changes in their advertising prices, data use practices or other terms could make the maintenance and promotion of our products and services and our brand more expensive or more difficult. If we are unable to market and promote our brand on third-party platforms effectively, our ability to acquire new customers would be materially harmed. We also use retail partners to sell hardware and acquire customers. Our ability to acquire new customers could be materially harmed if we are unable to enter into or maintain these partnerships on terms that are commercially reasonable to us, or at all.

Harm to our brand can arise from many sources, including failure by us or our partners and service providers to satisfy expectations of service and quality; inadequate protection or misuse of sensitive information; compliance failures and claims; litigation and other claims; and misconduct by our partners, service providers, or other counterparties. We have also been from time to time in the past, and may in the future be, the target of incomplete, inaccurate, and misleading or false statements about our company and our business that could damage our brand and deter customers from adopting our services. Any negative publicity about our industry or our company, the quality and reliability of our products and services, our risk management processes, changes to our products and services, our ability to effectively manage and resolve customer complaints, our privacy, data protection, and information security practices, litigation, regulatory activity, policy positions, and the experience of our customers with our products or services could adversely affect our reputation and the confidence in and use of our products and services. If we do not successfully maintain a strong and trusted brand, our business could be materially and adversely affected.

As our revenue has increased, our growth rate has slowed at times in the past and may slow or decline in the future. Future revenue growth depends on our ability to retain existing sellers, attract new sellers, and increase sales to both new and existing sellers.

Our rate of revenue growth has slowed at times in the past and may decline in the future, and it may slow or decline more quickly than we expect for a variety of reasons, including the risks described in this Annual Report on Form 10-K. Our customers have no obligation to continue to use our services, and we cannot assure you that they will. We generally do not have long-term contracts with our customers, and the difficulty and costs associated with switching to a competitor may not be significant for many of the services we offer, both in the seller ecosystem and the Cash App ecosystem. Our sellers’ payment processing activity with us may decrease for a variety of reasons, including sellers’ level of satisfaction with our products and services, our pricing and the pricing and quality of competing products or services, the effects of global economic conditions, or reductions in our sellers’ customer spending levels. In addition, the growth of our business depends

in part on existing sellers expanding their use of our products and services. If we are unable to encourage sellers to broaden their use of our services, our growth may slow or stop, and our business may be materially and adversely affected. The growth of our business also depends on our ability to attract new sellers and Cash App customers, to encourage larger sellers to use our products and services, and to introduce successful new products and services. We have invested and will continue to invest in improving our Square platform in order to offer better or new features, products and services, but if those features, products and services fail to be successful, our growth may slow or decline.

We have generated significant net losses in the past, and we intend to continue to invest substantially in our business. Thus, we may not be able to maintain profitability.

While we generated net income of \$375.4 million for the year ended December 31, 2019, we generated net losses of \$38.5 million and \$62.8 million for the years ended December 31, 2018 and 2017, respectively. As of December 31, 2019, we had an accumulated deficit of \$510.3 million.

We intend to continue to make significant investments in our business, including with respect to our employee base; sales and marketing; development of new products, services, and features; acquisitions; expansion of office space and other infrastructure; expansion of international operations; and general administration, including legal, finance, and other compliance expenses related to being a public company. If the costs associated with acquiring and supporting new or larger sellers, attracting and supporting new Cash App customers, or with developing and supporting our products and services materially rise in the future, including the fees we pay to third parties to advertise our products and services, our expenses may rise significantly. In addition, increases in our seller base could cause us to incur increased losses because costs associated with new sellers are generally incurred up front, while revenue is recognized thereafter as our products and services are transferred to our sellers. If we are unable to generate adequate revenue growth and manage our expenses, we may incur significant losses and may not maintain profitability.

From time to time, we have made and may make decisions that will have a negative effect on our short-term operating results if we believe those decisions will improve the experiences of our customers, which we believe will improve our operating results over the long term. These decisions may not be consistent with the expectations of investors and may not produce the long-term benefits that we expect, in which case our business may be materially and adversely affected.

We derive a significant portion of our revenue from managed payments services. Our efforts to expand our product portfolio and market reach may not succeed and may reduce our revenue growth.

We derive a significant portion of our revenue from transaction-based fees we collect in connection with managed payments services. While Cash App and other products and services we offer have grown in importance to us and we intend to continue to broaden the scope of products and services we offer, we may not be successful in deriving any significant new revenue streams from these products and services or in maintaining or growing current revenue streams. Failure to successfully broaden the scope of products and services that are attractive may inhibit our growth and harm our business. Furthermore, we may have limited or no experience in our newer markets. For example, we cannot assure you that any of our products or services will be widely accepted or that they will continue to grow in revenue. Our offerings may present new and difficult technological, operational, regulatory, and other challenges, and if we experience service disruptions, failures, or other issues, our business may be materially and adversely affected. Our newer activities may not recoup our investments in a timely manner or at all. If any of this were to occur, it could damage our reputation, limit our growth, and materially and adversely affect our business.

Our success depends on our ability to develop products and services to address the rapidly evolving market for payments and point-of-sale, financial, and marketing services, and, if we are not able to implement successful enhancements and new features for our products and services, our business could be materially and adversely affected.

Rapid and significant technological changes continue to confront the industries in which we operate, including developments in omnichannel commerce, proximity payment devices (including contactless payments via NFC technology), as well as developments in cryptocurrencies and in tokenization, which replaces sensitive data (e.g., payment card information) with symbols (tokens) to keep the data safe in the event that it ends up in the wrong hands.

These new services and technologies may be superior to, impair, or render obsolete the products and services we currently offer or the technologies we currently use to provide them. Incorporating new technologies into our products and services may require substantial expenditures and take considerable time, and we may not be successful in realizing a return

on these development efforts in a timely manner or at all. Our ability to develop new products and services may be inhibited by industry-wide standards, payment card networks, existing and future laws and regulations, resistance to change from our customers, which includes our sellers and their buyers, or third parties' intellectual property rights. Our success will depend on our ability to develop new technologies and to adapt to technological changes and evolving industry standards. If we are unable to provide enhancements and new features for our products and services or to develop new products and services that achieve market acceptance or that keep pace with rapid technological developments and evolving industry standards, our business would be materially and adversely affected.

We often rely not only on our own initiatives and innovations, but also on third parties, including some of our competitors, for the development of and access to new technologies and development of a robust market for these new products and technologies. Failure to accurately predict or to respond effectively to developments in our industry may significantly impair our business.

In addition, because our products and services are designed to operate with a variety of systems, infrastructures, and devices, we need to continuously modify and enhance our products and services to keep pace with changes in technologies. Moreover, our success may depend on our ability to provide products and services that are tailored to specific needs and requirements of our customers. Any failure of our products and services to continue to operate effectively with third-party infrastructures and technologies could reduce the demand for our products and services, result in dissatisfaction of our customers, and materially and adversely affect our business.

Substantial and increasingly intense competition in our industry may harm our business.

We compete in markets characterized by vigorous competition, changing technology, changing customer needs, evolving industry standards, and frequent introductions of new products and services. We expect competition to intensify in the future as existing and new competitors introduce new services or enhance existing services. For example, in 2019, Apple introduced Apple Card, and other companies not traditionally associated with the payments industry may also introduce products or services that are or may become competitive with our business. We compete against many companies both within our seller ecosystem and our Cash App ecosystem to attract customers, and some of these companies have greater financial resources and substantially larger bases of customers than we do, which may provide them with significant competitive advantages. These companies may devote greater resources to the development, promotion, and sale of products and services, may achieve economies of scale due to the size of their customer bases, and may more effectively introduce their own innovative products and services that adversely impact our growth. Mergers and acquisitions by these companies may lead to even larger competitors with more resources.

Certain sellers have long-standing exclusive, or nearly exclusive, relationships with our competitors to accept payment cards and other services that compete with what we offer. These relationships may make it difficult or cost-prohibitive for us to conduct material amounts of business with them. Competing services tied to established brands may engender greater confidence in the safety and efficacy of their services. If we are unable to differentiate ourselves from and successfully compete with our competitors, our business will be materially and adversely affected.

We may also face pricing pressures from competitors. Some potential competitors are able to offer lower prices to sellers for similar services by cross-subsidizing their payments services through other services they offer. Such competition may result in the need for us to alter the pricing we offer to our sellers and could reduce our gross profit. In addition, as we grow, sellers may demand more customized and favorable pricing from us, and competitive pressures may require us to agree to such pricing, further reducing our gross profit. We currently negotiate pricing discounts and other incentive arrangements with certain large sellers to increase acceptance and usage of our products and services. If we continue this practice and if an increasing proportion of our sellers are large sellers, we may have to increase the discounts or incentives we provide, which could also reduce our gross profit.

We, our sellers, our partners, and others who use our services obtain and process a large amount of sensitive data. Any real or perceived improper or unauthorized use of, disclosure of, or access to such data could harm our reputation as a trusted brand, as well as have a material and adverse effect on our business.

We, our sellers, and our partners, including third-party vendors and data centers that we use, obtain and process large amounts of sensitive data, including data related to our customers, our sellers' customers, and their transactions. We face risks, including to our reputation as a trusted brand, in the handling and protection of this data, and these risks will increase as our business continues to expand to include new products and technologies. Our operations involve the storage and transmission of sensitive information of individuals using our services, including their names, addresses, social security

numbers (or their foreign equivalents), payment card numbers and expiration dates, bank account information, loans they have applied for or obtained, and data regarding the performance of our sellers' businesses. Additionally, certain of our products and services are subject to the Health Insurance Portability and Accountability Act of 1996 (and the rules and regulations thereunder, as amended, including with respect to the HITECH Act) (HIPAA), and therefore we are required to take measures to safeguard protected health information of our sellers and their customers. Our services also provide third party developers the opportunity to provide applications to our sellers in the Square and Weebly app marketplaces. Sellers who choose to use such applications can grant permission allowing the applications to access content created or held by sellers in their Square or Weebly account. Should such third party developers experience or cause a breach or a technological bug, that could lead to a compromise of the content of data held by such sellers, including personal data.

If our privacy and security measures or those of third party developers and vendors are inadequate or are breached, and, as a result, there is improper disclosure of or someone obtains unauthorized access to or exfiltrates funds or sensitive information on our systems or our partners' systems, or if we suffer a ransomware or advanced persistent threat attack, or if any of the foregoing is reported or perceived to have occurred, our reputation and business could be damaged. If the sensitive information is lost or improperly accessed, misused, disclosed, destroyed, or altered or threatened to be improperly accessed, misused, disclosed, destroyed, or altered, we could incur significant financial losses and costs and liability associated with remediation and the implementation of additional security measures and be subject to litigation, regulatory scrutiny, and investigations.

Under payment card rules and our contracts with our card processors, if there is a breach of payment card information that we store or that is stored by our sellers or other third parties with which we do business, we could be liable to the payment card issuing banks for certain of their costs and expenses. Additionally, if our own confidential business information were improperly disclosed, our business could be materially and adversely affected. A core aspect of our business is the reliability and security of our payments platforms. Any perceived or actual breach of security, regardless of how it occurs or the extent of the breach, could have a significant impact on our reputation as a trusted brand, cause us to lose existing sellers or other customers, prevent us from obtaining new sellers and other customers, require us to expend significant funds to remedy problems caused by breaches and to implement measures to prevent further breaches, and expose us to legal risk and potential liability including those resulting from governmental or regulatory investigations, class action litigation, and costs associated with remediation, such as fraud monitoring and forensics. Any actual or perceived security breach at a company providing services to us or our customers could have similar effects. Further, any actual or perceived security breach with respect to the bitcoin and blockchain ledger, regardless of whether such breach directly affects our products and services, could have negative reputational effects and harm customer trust in us and our products and services.

While we maintain cybersecurity insurance, our insurance may be insufficient to cover all liabilities incurred by such attacks. We cannot be certain that our insurance coverage will be adequate for data handling or data security liabilities actually incurred, that insurance will continue to be available to us on economically reasonable terms, or at all, or that any insurer will not deny coverage as to any future claim. The successful assertion of one or more large claims against us that exceed available insurance coverage, or the occurrence of changes in our insurance policies, premiums, or deductibles could have a material adverse effect on our business, including our financial condition, operating results, and reputation.

Our products and services may not function as intended due to errors in our software, hardware, and systems, product defects, or due to security breaches or human error in administering these systems, which could materially and adversely affect our business.

Our software, hardware, systems, and processes may contain undetected errors or vulnerabilities that could have a material adverse effect on our business, particularly to the extent such errors or vulnerabilities are not detected and remedied quickly. We have from time to time found defects in our customer-facing software and hardware, internal systems, and technical integrations with third-party systems, and new errors or vulnerabilities may be introduced in the future. If there are such errors or defects in our software, hardware, or systems, we may face negative publicity, government investigations, and litigation. Additionally, we rely on a limited number of component and product suppliers located outside of the U.S. to manufacture our products. As a result, our direct control over production and distribution is limited and it is uncertain what effect such diminished control will have on the quality of our products. If there are defects in the manufacture of our hardware products, we may face similar negative publicity, investigations, and litigation, and we may not be fully compensated by our suppliers for any financial or other liability that we suffer as a result. As our hardware continues to increase in size and complexity, these risks may correspondingly increase as well.

In addition, we provide frequent incremental releases of product and service updates and functional enhancements, which increase the possibility of errors. The products and services we provide are designed to process complex transactions and deliver reports and other information related to those transactions, all at high volumes and processing speeds. Any errors, data leaks, security breaches, disruptions in services, or other performance problems with our products or services caused by external or internal actors could hurt our reputation and damage our customers' businesses. Software and system errors, or human error, could delay or inhibit settlement of payments, result in oversettlement, cause reporting errors, or prevent us from collecting transaction-based fees, all of which have occurred in the past. Similarly, security breaches such as cyber-attacks or identity theft could disrupt the proper functioning of our software products or services, cause errors, allow unauthorized access, or disclosure of, to sensitive, proprietary, or confidential information of ours or our customers, and other destructive outcomes. Moreover, security breaches or errors in our hardware design or manufacture could cause product safety issues typical of consumer electronics devices. Such issues could lead to product recalls and inventory shortages, result in costly and time-consuming efforts to redesign and redistribute our products, give rise to regulatory inquiries and investigations, and result in lawsuits and other liabilities and losses, which could have a material and adverse effect on our business.

Additionally, electronic payment products and services, including ours, have been, and could continue to be in the future, specifically targeted and penetrated or disrupted by hackers. Because the techniques used to obtain unauthorized access to data, products, and services and to disable, degrade, or sabotage them change frequently and may be difficult to detect or remediate for long periods of time, we and our customers may be unable to anticipate these techniques or implement adequate preventative measures to stop them. If we or our sellers or other customers are unable to anticipate or prevent these attacks, our sellers' or other customers' businesses may be harmed, our reputation could be damaged, and we could incur significant liability.

Systems failures, interruptions, delays in service, catastrophic events, and resulting interruptions in the availability of our products or services, or those of our sellers, could harm our business and our brand, and subject us to substantial liability.

Our systems and those of our third-party vendors, including data center facilities, may experience service interruptions, cyber-attacks and security incidents, human error, earthquakes, hurricanes, floods, fires, other natural disasters, power losses, disruptions in telecommunications services, fraud, military or political conflicts, terrorist attacks and other geopolitical unrest, computer viruses, changes in social, political or regulatory conditions or in laws and policies, or other changes or events. Our systems and facilities are also subject to break-ins, sabotage, and acts of vandalism. Some of our systems are not fully redundant, and our disaster-recovery planning is not sufficient for all eventualities. In addition, as a provider of payments solutions and other financial services, we are subject to increased scrutiny by regulators that may require specific business continuity and disaster recovery plans and more rigorous testing of such plans. This increased scrutiny may be costly and time-consuming and may divert our resources from other business priorities.

We have experienced and will likely continue to experience denial-of-service and other cyber-attacks, system failures, security incidents, and other events or conditions that interrupt the availability or reduce the speed or functionality of our products and services. These events have resulted and likely will result in loss of revenue. In addition, they could result in significant expense to repair or replace damaged equipment and remedy resultant data loss or corruption. A prolonged interruption in the availability or reduction in the speed or other functionality of our products or services could materially harm our reputation and business. Frequent or persistent interruptions in our products and services could cause customers to believe that our products and services are unreliable, leading them to switch to our competitors or to avoid our products and services, and could permanently harm our reputation and business. Moreover, to the extent that any system failure or similar event results in damages to customers or their businesses, these customers could seek compensation from us for their losses, and those claims, even if unsuccessful, would likely be time-consuming and costly for us to address.

A significant natural or man-made disaster could have a material and adverse impact on our business. Our headquarters and certain of our data center facilities are located in the San Francisco Bay Area, a region known for seismic activity. Despite any precautions we may take, the occurrence of a natural disaster or other unanticipated problems at our headquarters or data centers could result in lengthy interruptions in our services or could result in related liabilities. We do not maintain insurance sufficient to compensate us for the potentially significant losses that could result from disruptions to our services.

Significant natural or other disasters could also have a material and adverse impact on our sellers, which, in the aggregate, could in turn adversely affect our results of operations.

The loss or destruction of a private key required to access our bitcoin may be irreversible. If we are unable to access our private keys or if we experience a hack or other data loss relating to the bitcoins we hold on behalf of customers, our customers may be unable to access their bitcoins and it could harm customer trust in us and our products.

Bitcoins are controllable only by the possessor of both the unique public key and private key relating to the local or online digital wallet in which the bitcoins are held. While the bitcoin and blockchain ledger require a public key relating to a digital wallet to be published when used in a transaction, private keys must be safeguarded and kept private in order to prevent a third party from accessing the bitcoins held in such wallet. To the extent our private key is lost, destroyed, or otherwise compromised and no backup of the private key is accessible, we will be unable to access the bitcoins held in the related digital wallet. Further, we cannot provide assurance that our wallet will not be hacked or compromised. The bitcoin and blockchain ledger, as well as other cryptocurrencies and blockchain technologies, have been, and may in the future be, subject to security breaches, hacking, or other malicious activities. Any loss of private keys relating to, or hack or other compromise of, digital wallets used to store our customers' bitcoins could adversely affect our customers' ability to access or sell their bitcoins and could harm customer trust in us and our products. Additionally, any loss of private keys relating to, or hack or other compromise of, digital wallets used by third parties to store bitcoins or other cryptocurrencies could have negative reputational effects on us and harm customer trust in us and our products.

Our risk management efforts may not be effective, which could expose us to losses and liability and otherwise harm our business.

We offer managed payments and other products and services to a large number of customers. We vet and monitor these customers and the payments transactions we process for them as part of our risk management efforts. When our products and services are used to process illegitimate transactions, and we settle those funds to sellers and are unable to recover them, we suffer losses and liability. These types of illegitimate transactions can also expose us to governmental and regulatory sanctions and potentially prevent us from satisfying our contractual obligations to our third party partners, which may cause us to be in breach of our obligations. The highly automated nature of, and liquidity offered by, our payments services make us a target for illegal or improper uses, including fraudulent or illegal sales of goods or services, money laundering, and terrorist financing. Identity thieves and those committing fraud using stolen or fabricated credit card or bank account numbers, or other deceptive or malicious practices, potentially can steal significant amounts of money from businesses like ours. Our risk management policies, procedures, techniques, and processes may not be sufficient to identify all of the risks to which we are exposed, to enable us to prevent or mitigate the risks we have identified, or to identify additional risks to which we may become subject in the future. As a greater number of larger sellers use our services, our exposure to material risk losses from a single seller, or from a small number of sellers, will increase. Our current business and anticipated domestic and international growth will continue to place significant demands on our risk management and compliance efforts, and we will need to continue developing and improving our existing risk management infrastructure, techniques, and processes. In addition, when we introduce new services, expand existing services, including online payment acceptance, focus on new business areas, including consumer financing and installment loans, or begin to operate in markets where we have a limited history of fraud loss, we may be less able to forecast and carry appropriate reserves in our books for those losses. Furthermore, if our risk management policies and processes are ineffective, we may suffer large financial losses, we may be subject to civil and criminal liability, and our business may be materially and adversely affected.

We are currently, and will continue to be, exposed to risks associated with chargebacks and refunds in connection with payment card fraud or relating to the goods or services provided by our sellers. In the event that a billing dispute between a cardholder and a seller is not resolved in favor of the seller, including in situations where the seller engaged in fraud, the transaction is typically "charged back" to the seller and the purchase price is credited or otherwise refunded to the cardholder. If we are unable to collect chargebacks or refunds from the seller's account, or if the seller refuses to or is unable to reimburse us for chargebacks or refunds due to closure, bankruptcy, or other reasons, we may bear the loss for the amounts paid to the cardholder. Since October 2015, businesses that cannot process EMV chip cards are held financially responsible for certain fraudulent transactions conducted using chip-enabled cards. This has shifted an increased amount of the risk for certain fraudulent transactions from the issuing banks to these sellers, which has resulted in our having to seek an increased level of reimbursement for chargebacks from our sellers that do not deploy EMV-compliant card readers. Not all of the readers we offer to merchants are EMV-compliant. Our financial results would be adversely affected to the extent sellers do not fully reimburse us for the related chargebacks. We do not collect and maintain reserves from our sellers to cover these potential losses, and for customer relations purposes we sometimes decline to seek reimbursement for certain chargebacks. The risk of chargebacks is typically greater with those of our sellers that promise future delivery of goods and services, which we allow on our Square platform. If we are unable to maintain our losses from chargebacks at acceptable levels, the payment card networks could fine us, increase our transaction-based fees, or terminate our ability to process payment cards. Any

increase in our transaction-based fees could damage our business, and if we were unable to accept payment cards, our business would be materially and adversely affected.

We are dependent on payment card networks and acquiring processors, and any changes to their rules or practices could harm our business.

Our business depends on our ability to accept credit and debit cards, and this ability is provided by the payment card networks, including Visa, MasterCard, American Express, and Discover. In a majority of these cases, we do not directly access the payment card networks that enable our acceptance of payment cards. As a result, we must rely on banks and acquiring processors to process transactions on our behalf. Our acquiring processor agreements have terms ranging from two to six years. Our three largest such agreements expire between the third quarter of 2022 and the first quarter of 2023. These banks and acquiring processors may fail or refuse to process transactions adequately, may breach their agreements with us, or may refuse to renegotiate or renew these agreements on terms that are favorable or commercially reasonable. They might also take actions that degrade the functionality of our services, impose additional costs or requirements on us, or give preferential treatment to competitive services, including their own services. If we are unsuccessful in establishing, renegotiating, or maintaining mutually beneficial relationships with these payment card networks, banks, and acquiring processors, our business may be harmed.

The payment card networks and our acquiring processors require us to comply with payment card network operating rules, including special operating rules that apply to us as a “payment facilitator” providing payment processing services to merchants. The payment card networks set these network rules and have discretion to interpret the rules and change them at any time. Changes to these network rules or how they are interpreted could have a significant impact on our business and financial results. For example, changes in the payment card network rules regarding chargebacks may affect our ability to dispute chargebacks and the amount of losses we incur from chargebacks. Any changes to or interpretations of the network rules that are inconsistent with the way we or our acquiring processors currently operate may require us to make changes to our business that could be costly or difficult to implement. If we fail to make such changes or otherwise resolve the issue with the payment card networks, the networks could fine us or prohibit us from processing payment cards. In addition, violations of the network rules or any failure to maintain good relationships with the payment card networks could impact our ability to receive incentives from them, could increase our costs, or could otherwise harm our business. If we were unable to accept payment cards or were limited in our ability to do so, our business would be materially and adversely affected.

We are required to pay interchange and assessment fees, processing fees, and bank settlement fees to third-party payment processors and financial institutions. From time to time, payment card networks have increased, and may increase in the future, the interchange fees and assessments that they charge for each transaction processed using their networks. In some cases, we have negotiated favorable pricing with acquiring processors and networks that are contingent on certain business commitments and other conditions. Our acquiring processors and payment card networks may refuse to renew our agreements with them on terms that are favorable, commercially reasonable, or at all. Interchange fees or assessments are also subject to change from time to time due to government regulation. Because we generally charge our sellers a standard rate for our managed payments services, rather than passing through interchange fees and assessments to our sellers directly, any increase or decrease in interchange fees or assessments or in the fees we pay to our acquiring processors could make our pricing less competitive, lead us to change our pricing model, or adversely affect our margins, all of which could materially harm our business and financial results.

We could be, and in the past have been, subject to penalties from payment card networks if we fail to detect that sellers are engaging in activities that are illegal, contrary to the payment card network operating rules, or considered “high risk.” We must either prevent high-risk sellers from using our products and services or register such sellers with the payment card networks and conduct additional monitoring with respect to such sellers. Any such penalties could become material and could result in termination of our ability to accept payment cards or could require changes in our process for registering new sellers. This could materially and adversely affect our business.

We rely on third parties and their systems for a variety of services, including the processing of transaction data and settlement of funds to us and our sellers, and these third parties’ failure to perform these services adequately could materially and adversely affect our business.

To provide our managed payments solution and other products and services (including those for Cash App and Square Capital), we rely on third parties that we do not control, such as the payment card networks, our acquiring and issuing processors, the payment card issuers, a carrying broker, various financial institution partners, systems like the Federal

Reserve Automated Clearing House, and other partners. We rely on these third parties for a variety of services, including the transmission of transaction data, processing of chargebacks and refunds, settlement of funds to our sellers, certain brokerage services, and the provision of information and other elements of our services. For example, we currently rely on three acquiring processors for each of the United States, Canada, and Japan and two for each of Australia and the United Kingdom. While we believe there are other acquiring processors that could meet our needs, adding or transitioning to new providers may significantly disrupt our business and increase our costs. In the event these third parties fail to provide these services adequately, including as a result of financial difficulty or insolvency, errors in their systems, outages or events beyond their control, or refuse to provide these services on terms acceptable to us or at all, and we are not able to find suitable alternatives, our business may be materially and adversely affected. We have in the past experienced outages with third parties we have worked with, which has affected the ability to process payments for cards we issued.

We depend on key management, as well as our experienced and capable employees, and any failure to attract, motivate, and retain our employees could harm our ability to maintain and grow our business.

Our future success is significantly dependent upon the continued service of our executives and other key employees. If we lose the services of any member of management or any key personnel, we may not be able to locate a suitable or qualified replacement, and we may incur additional expenses to recruit and train a replacement, which could severely disrupt our business and growth. Jack Dorsey, our co-founder, President, and Chief Executive Officer, also serves as Chief Executive Officer of Twitter, Inc. This may at times adversely affect his ability to devote time, attention, and effort to Square.

To maintain and grow our business, we will need to identify, attract, hire, develop, motivate, and retain highly skilled employees. This requires significant time, expense, and attention. In addition, from time to time, there may be changes in our management team that may be disruptive to our business. If our management team, including any new hires that we make, fails to work together effectively and to execute our plans and strategies on a timely basis, our business could be harmed. Competition for highly skilled personnel is intense, particularly in the San Francisco Bay Area where our headquarters are located. We may need to invest significant amounts of cash and equity to attract and retain new employees, and we may never realize returns on these investments. Additionally, potential changes in U.S. immigration policy may make it difficult to renew or obtain visas for any highly skilled personnel that we have hired or are actively recruiting. Furthermore, our international expansion and our business in general may be materially adversely affected if legislative or administrative changes to immigration or visa laws and regulations impair our hiring processes or projects involving personnel who are not citizens of the country where the work is to be performed. If we are not able to add and retain employees effectively, our ability to achieve our strategic objectives will be adversely affected, and our business and growth prospects will be harmed.

A deterioration of general macroeconomic conditions could materially and adversely affect our business and financial results.

Our performance is subject to economic conditions and their impact on levels of spending by businesses and their customers. Most of the sellers that use our services are small businesses, many of which are in the early stages of their development, and these businesses may be disproportionately adversely affected by economic downturns and may fail at a higher rate than larger or more established businesses. If spending by their customers declines, these businesses would experience reduced sales and process fewer payments with us or, if they cease to operate, stop using our products and services altogether. Small businesses frequently have limited budgets and limited access to capital, and they may choose to allocate their spending to items other than our financial or marketing services, especially in times of economic uncertainty or in recessions. In addition, if more of our sellers cease to operate, this may have an adverse impact not only on the growth of our payments services but also on our transaction and advance loss rates, and the success of our other services. For example, if sellers processing payments with us receive chargebacks after they cease to operate, we may incur additional losses. Additionally, the growth in the number of sellers qualifying for participation in the Square Capital program may slow, or business loans may be paid more slowly, or not at all. In addition, as we expand our business to offer consumer financing products, those customers may also be disproportionately adversely affected by economic downturns.

Further, our suppliers, distributors, and other third party partners may suffer their own financial and economic challenges. Such suppliers and third parties may demand pricing accommodations, delay payment, or become insolvent, which could harm our ability to meet end customer demands or collect revenue or otherwise could harm our business. Furthermore, our investment portfolio, which includes U.S. government and corporate securities, is subject to general credit, liquidity, market, and interest rate risks, which may be exacerbated by certain events that affect the global financial markets. If global credit and equity markets decline for extended periods, or if there is a downgrade of the securities within our portfolio, the investment portfolio may be adversely affected and we could determine that our investments have experienced

an other-than-temporary decline in fair value, requiring impairment charges that could adversely affect our financial results. Moreover, we are currently subletting some office space to subtenants. An economic downturn may cause us to need less office space than we are contractually committed to leasing and prevent us from finding subtenants for such unused office space. Thus, if general macroeconomic conditions deteriorate, our business and financial results could be materially and adversely affected.

We are also monitoring developments related to the decision by the U.K. to leave the European Union (EU) on January 31, 2020 and commence a transition period during which the UK and EU negotiate their future relationship. Brexit could have significant implications for our business and could lead to economic and legal uncertainty, including significant volatility in global stock markets and currency exchange rates, and increasingly divergent laws, regulations, and licensing requirements for the Company as the United Kingdom determines which EU laws to replace or replicate. Any of these effects of Brexit, among others, could adversely affect our operations and financial results.

We may have exposure to greater-than-anticipated tax liabilities, which may materially and adversely affect our business.

We are subject to income taxes and non-income taxes in the United States and other countries in which we transact or conduct business, and such laws and rates vary by jurisdiction. We are subject to review and audit by U.S. federal, state, local, and foreign tax authorities. Such tax authorities may disagree with tax positions we take, and if any such tax authority were to successfully challenge any such position, our financial results and operations could be materially and adversely affected. For example, the Office of the Treasurer and Tax Collector of the City and County of San Francisco (the "Tax Collector") has issued decisions regarding the Company's classification of its business activities. Although we disagree with the Tax Collector and contest this classification, the ultimate resolution is uncertain. We are taking steps to vigorously pursue all available remedies, including challenging the classification of our primary business activity, challenging the applicable tax rate used, and filing lawsuits against the Tax Collector. See "Litigation" in Note 18 of the accompanying notes to our condensed consolidated financial statements. If the Company does not prevail and is otherwise unable to mitigate the impact of this tax, we could be obligated to pay additional taxes, together with any associated penalties and interest. This may adversely affect our cash flows, financial condition, and results of operations. An unfavorable outcome in this tax dispute may also limit our ability to retain and grow our work force in San Francisco. In addition, we currently are, and expect to continue to be, subject to numerous federal, state, and foreign tax audits relating to income, transfer pricing, sales & use, VAT, and other tax liabilities. While we have established reserves based on assumptions and estimates that we believe are reasonably sufficient to cover such eventualities, any adverse outcome of such a review or audit could have an adverse impact on our financial position and results of operations if the reserves prove to be insufficient.

Our tax liability could be adversely affected by changes in tax laws, rates, regulations, and administrative practices. Our income tax obligations are based on our corporate operating structure, including the manner in which we develop, value, and use our intellectual property and the scope of our international operations. The tax authorities of the jurisdictions in which we operate may challenge our methodologies for valuing developed technology or intercompany arrangements. For example, various levels of government and international organizations, such as the Organization for Economic Co-operation and Development ("OECD") and the European Union ("EU"), increasingly focus on future tax reform and any result from this development may create changes to long-standing tax principles, which could adversely affect our effective tax rate. Additionally, tax authorities at the international, federal, state, and local levels are currently reviewing the appropriate tax treatment of companies engaged in internet commerce and financial technology. These developing changes could affect our financial position and results of operations. In particular, due to the global nature of the Internet, it is possible that tax authorities at the international, federal, state, and local levels may attempt to regulate our transactions or levy new or revised sales & use taxes, VAT, digital services taxes, income taxes, or other taxes relating to our activities in the internet commerce and financial technology space. New or revised taxes, in particular, sales & use taxes, VAT, and similar taxes, including digital service taxes, would likely increase the cost of doing business. New taxes could also create significant increases in internal costs necessary to capture data and collect and remit taxes. Any of these events could have an adverse effect on our business and results of operations.

The determination of our worldwide provision for income and other tax liabilities is highly complex and requires significant judgment by management, and there are many transactions during the ordinary course business where the ultimate tax determination is uncertain. Although we believe our estimates are reasonable, the ultimate tax outcome may differ from amounts recorded in our financial statements and may materially affect our financial results in the period or periods for which such determination is made.

We have in the past recorded, and may in the future record, significant valuation allowances on our deferred tax assets, which may have a material impact on our results of operations and cause fluctuations in such results.

As of December 31, 2019, we had a valuation allowance for deferred tax assets in the United States, Canada, Ireland and Singapore. Our net deferred tax assets relate predominantly to the United States federal and state tax jurisdictions. The need for a valuation allowance requires an assessment of both positive and negative evidence when determining whether it is more likely than not that deferred tax assets are recoverable; such assessment is required on a jurisdiction-by-jurisdiction basis. In making such assessment, significant weight is given to evidence that can be objectively verified.

We continue to monitor the likelihood that we will be able to recover our deferred tax assets in the future. Future adjustments in our valuation allowance may be required. The recording of any future increases in our valuation allowance could have a material impact on our reported results, and both the recording and release of the valuation allowance could cause fluctuations in our quarterly and annual results of operations.

If we do not continue to improve our operational, financial, and other internal controls and systems to manage growth effectively, our business could be harmed.

Our current business and anticipated growth will continue to place significant demands on our management and other resources. In order to manage our growth effectively, we must continue to strengthen our existing infrastructure and operational procedures, enhance our internal controls and reporting systems, and ensure we timely and accurately address issues as they arise. In particular, our continued growth will increase the challenges involved in:

- improving existing and developing new internal administrative infrastructure, particularly our operational, financial, communications, and other internal systems and procedures;
- installing enhanced management information and control systems; and
- preserving our core values, strategies, and goals and effectively communicating these to our employees worldwide.

If we are not successful in developing and implementing the right processes and tools to manage our enterprise, our ability to compete successfully and achieve our business objectives could be impaired.

These efforts may require substantial financial expenditures, commitments of resources, developments of our processes, and other investments and innovations. As we grow, we must balance the need for additional controls and systems with the ability to efficiently develop and launch new features for our products and services. However, it is likely that as we grow, we will not be able to launch new features, or respond to customer or market demands as quickly as a smaller, more efficient organization. If we do not successfully manage our growth, our business will suffer.

Expanding our business globally could subject us to new challenges and risks.

We currently offer our services and products in multiple countries and plan to continue expanding our business further globally. Expansion, whether in our existing or new global markets, will require additional resources and controls, and offering our services in new geographic regions often requires substantial expenditures and takes considerable time. We may not be successful enough in these new geographies to recoup our investments in a timely manner or at all. Such expansion could also subject our business to substantial risks, including:

- difficulty in attracting a sufficient number of sellers;
- failure to anticipate competitive conditions and competition with service providers or other entrenched market-players that have greater experience in the local markets than we do;
- conformity with applicable business customs, including translation into foreign languages and associated expenses;
- increased costs and difficulty in protecting intellectual property and sensitive data;
- changes to the way we do business as compared with our current operations or a lack of acceptance of our products and services;

- the ability to support and integrate with local third-party service providers;
- difficulties in staffing and managing foreign operations in an environment of diverse culture, laws, and customs, challenges caused by distance, language, and cultural differences, and the increased travel, infrastructure, and legal and compliance costs associated with global operations;
- difficulties in recruiting and retaining qualified employees and maintaining our company culture;
- difficulty in gaining acceptance from industry self-regulatory bodies;
- compliance with multiple, potentially conflicting and changing governmental laws and regulations, including with respect to payments, data privacy, data protection, and information security;
- compliance with U.S. and foreign anti-corruption, anti-bribery, and anti-money laundering laws;
- potential tariffs, sanctions, fines, or other trade restrictions;
- exchange rate risk;
- compliance with complex and potentially conflicting and changing laws of taxing jurisdictions where we conduct business and applicable U.S. tax laws; and
- regional economic and political instability.

As a result of these risks, our efforts to expand our global operations may not be successful, which could limit our ability to grow our business.

Any acquisitions, strategic investments, entries into new businesses, joint ventures, divestitures, and other transactions could fail to achieve strategic objectives, disrupt our ongoing operations or result in operating difficulties, liabilities and expenses, harm our business, and negatively impact our results of operations.

In pursuing our business strategy, we routinely conduct discussions and evaluate opportunities for possible acquisitions, strategic investments, entries into new businesses, joint ventures, divestitures, and other transactions. We have in the past acquired or invested in, and we continue to seek to acquire or invest, in businesses technologies or other assets that we believe could complement or expand our business. The identification, evaluation, and negotiation of potential transactions may divert the attention of management and entail various expenses, whether or not such transactions are ultimately completed. There can be no assurance that we will be successful in identifying, negotiating, and consummating favorable transaction opportunities. For example, in 2019, we completed the sale of Caviar to DoorDash in exchange for cash and stock consideration. As DoorDash is a privately-held company, there can be no assurances that we will fully realize the value of the stock consideration. In addition to transaction and opportunity costs, these transactions involve large challenges and risks, whether or not such transactions are completed, any of which could harm our business and negatively impact our results of operations, including risks that:

- the transaction may not advance our business strategy;
- we may not be able to secure required regulatory approvals or otherwise satisfy closing conditions for a proposed transaction in a timely manner, or at all;
- the transaction may subject us to additional regulatory burdens that affect our business in potentially unanticipated and significantly negative ways;
- we may not realize a satisfactory return or increase our revenue;
- we may experience difficulty, and may not be successful in, integrating technologies, IT or business enterprise systems, culture, or management or other personnel of the acquired business;
- we may incur significant acquisition costs and transition costs, including in connection with the assumption of ongoing expenses of the acquired business;

- we may not realize the expected benefits or synergies from the transaction in the expected time period, or at all;
- we may be unable to retain key personnel;
- acquired businesses or businesses that we invest in may not have adequate controls, processes, and procedures to ensure compliance with laws and regulations, including with respect to data privacy and security, and our due diligence process may not identify compliance issues or other liabilities;
- we may fail to identify or assess the magnitude of certain liabilities, shortcomings, or other circumstances prior to acquiring or investing in a business, which could result in additional financial, legal, or regulatory exposure, which may subject us to additional controls, policies, procedures, liabilities, litigation, costs of compliance or remediation, or other adverse effects on our business, operating results, or financial condition;
- we may have difficulty entering into new market segments;
- we may be unable to retain the customers, vendors, and partners of acquired businesses;
- there may be lawsuits or regulatory actions resulting from the transaction;
- there may be risks associated with undetected security weaknesses, cyberattacks, or security breaches at companies that we acquire or with which we may combine or partner;
- there may be local and foreign regulations applicable to the international activities of our business and the businesses we acquire; and
- acquisitions could result in dilutive issuances of equity securities or the incurrence of debt.

We may also choose to divest certain businesses or product lines. If we decide to sell assets or a business, we may have difficulty obtaining terms acceptable to us in a timely manner, or at all. Additionally, we may experience difficulty separating out portions of or entire businesses, incur potential loss of revenue or experience negative impact on margins, or we may not achieve the desired strategic and financial benefits. Such potential transactions may also delay achievement of our strategic objectives, cause us to incur additional expenses, potentially disrupt customer or employee relationships, and expose us to unanticipated or ongoing obligations and liabilities, including as a result of our indemnification obligations. Further, during the pendency of a divestiture, we may be subject to risks related to a decline in the business, loss of employees, customers, or suppliers and the risk that the transaction may not close, any of which would have a material adverse effect on the business to be divested and the Company. If a divestiture is not completed for any reason, we may not be able to find another buyer on the same terms, and we may have incurred significant costs without the corresponding benefit.

Joint ventures and minority investments inherently involve a lesser degree of control over business operations, thereby potentially increasing the financial, legal, operational, regulatory, and/or compliance risks associated with the joint venture or minority investment. In addition, we may be dependent on joint venture partners, controlling shareholders, management, or other persons or entities who control them and who may have business interests, strategies, or goals that are inconsistent with ours. Business decisions or other actions or omissions of the joint venture partners, controlling shareholders, management, or other persons or entities who control them may adversely affect the value of our investment, result in litigation or regulatory action against us, and may otherwise damage our reputation and brand.

Our services must integrate with a variety of operating systems, and the hardware that enables merchants to accept payment cards must interoperate with third-party mobile devices utilizing those operating systems. If we are unable to ensure that our services or hardware interoperate with such operating systems and devices, our business may be materially and adversely affected.

We are dependent on the ability of our products and services to integrate with a variety of operating systems, as well as web browsers, that we do not control. Any changes in these systems that degrade the functionality of our products and services, impose additional costs or requirements on us, or give preferential treatment to competitive services, including their own services, could materially and adversely affect usage of our products and services. In addition, we rely on app marketplaces, such as the Apple App Store and Google Play, to drive downloads of our mobile apps, such as Square Point of

Sale, Square Payroll, Square Invoices, Cash App, and any future apps. Apple, Google, or other operators of app marketplaces regularly make changes to their marketplaces, and those changes may make access to our products and services more difficult. In the event that it is difficult for our customers to access and use our products and services, our business may be materially and adversely affected. Furthermore, Apple, Google, or other operators of app marketplaces regularly provide software updates, and such software updates may not operate effectively with our products and services, which may reduce the demand for our products and services, result in dissatisfaction by our customers, and may materially and adversely affect our business.

In addition, our hardware interoperates with wired and wireless interfaces to mobile devices developed by third parties. For example, the current versions of our magstripe reader plug into an audio jack or a Lightning connector. The use of these connection types could change, and such changes and other potential changes in the design of future mobile devices could limit the interoperability of our hardware and software with such devices and require modifications to our hardware or software. If we are unable to ensure that our hardware and software continue to interoperate effectively with such devices, if doing so is costly, or if existing merchants decide not to utilize additional parts necessary for interoperability, our business may be materially and adversely affected.

Many of our key components are procured from a single or limited number of suppliers. Thus, we are at risk of shortage, price increases, tariffs, changes, delay, or discontinuation of key components, which could disrupt and materially and adversely affect our business.

Many of the key components used to manufacture our products, such as the custom parts of our magstripe reader come from limited or single sources of supply. In addition, in some cases, we rely only on one manufacturer to fabricate, test, and assemble our products. For example, a single manufacturer assembles our magstripe reader and our contactless and chip reader, as well as manufactures those products' plastic parts with custom tools that we own but that they maintain on their premises. The term of the agreement with that manufacturer automatically renews for consecutive one-year periods unless either party provides notice of non-renewal. In general, our contract manufacturers fabricate or procure components on our behalf, subject to certain approved procedures or supplier lists, and we do not have firm commitments from all of these manufacturers to provide all components, or to provide them in quantities and on timelines that we may require. For example, pursuant to a development and supply agreement, a component supplier provides design, development, customization, and related services for components of the magnetic stripe-reading element in some of our products. The term of the agreement extends through March 2021 and then renews for consecutive one-year periods unless either party provides notice of non-renewal. Similarly, a component provider develops certain application-specific integrated circuits for our products pursuant to our designs and specifications. The term of our agreement with this provider renews for successive two-year terms unless either party provides notice of non-renewal.

Due to our reliance on the components or products produced by suppliers such as these, we are subject to the risk of shortages and long lead times in the supply of certain components or products. Our ongoing efforts to identify alternative manufacturers for the assembly of our products and for many of the single-sourced components used in our products may not be successful. In the case of off-the-shelf components, we are subject to the risk that our suppliers may discontinue or modify them, or that the components may cease to be available on commercially reasonable terms, or at all. We have in the past experienced, and may in the future experience, component shortages or delays or other problems in product assembly, and the availability of these components or products may be difficult to predict. For example, our manufacturers may experience temporary or permanent disruptions in their manufacturing operations due to equipment breakdowns, labor strikes or shortages, natural disasters, the occurrence of a contagious disease or illness, such as the coronavirus, component or material shortages, cost increases, acquisitions, insolvency, trade restrictions, changes in legal or regulatory requirements, or other similar problems. In particular, if the current coronavirus outbreak continues and results in a prolonged period of travel, commercial, and other similar restrictions, we could experience disruptions in our supply chain and shortages of our hardware products, which could affect our ability to grow and acquire new sellers and materially and adversely impact our financial results. Moreover, our product development might be delayed, as we work with manufacturers in China to develop new hardware products.

Additionally, various sources of supply-chain risk, including strikes or shutdowns at delivery ports or loss of or damage to our products while they are in transit or storage, intellectual property theft, losses due to tampering, third-party vendor issues with quality or sourcing control, failure by our suppliers to comply with applicable laws and regulation, potential tariffs or other trade restrictions, or other similar problems could limit or delay the supply of our products or harm our reputation. In the event of a shortage or supply interruption from suppliers of these components, we may not be able to develop alternate sources quickly, cost-effectively, or at all. Any interruption or delay in manufacturing, component supply,

any increases in component costs, or the inability to obtain these parts or components from alternate sources at acceptable prices and within a reasonable amount of time, would harm our ability to provide our products to sellers on a timely basis. This could harm our relationships with our sellers, prevent us from acquiring new sellers, and materially and adversely affect our business.

In September of 2018, the United States imposed tariffs on certain imports from China, including on some of our hardware devices manufactured in China. The tariffs on these products were initially set at 10%, but were increased to 25% in May 2019. On September 1, 2019, the United States imposed new tariffs at 15% on additional imports from China, including on our remaining hardware products manufactured there, but rolled back these new tariffs to 7.5% effective February 14, 2020. The tariffs negatively affect the gross margin on the impacted products, which only partially has been offset by adjustments to the prices of some of the affected products. Any future tariffs and actions related to items imported from China or elsewhere could also negatively impact our gross margin on the impacted products, and increases in our pricing as a result of tariffs would reduce the competitiveness of our products if our competitors do not make similar pricing adjustments. The impact of any increased or new tariffs or other trade restrictions could have a material adverse effect on our business, financial condition, and results of future operations.

Our business could be harmed if we are unable to accurately forecast demand for our products and to adequately manage our product inventory.

We invest broadly in our business, and such investments are driven by our expectations of the future success of a product. For example, our products such as the Square Reader often require investments with long lead times. An inability to correctly forecast the success of a particular product could harm our business. We must forecast inventory needs and expenses and place orders sufficiently in advance with our third-party suppliers and contract manufacturers based on our estimates of future demand for particular products. Our ability to accurately forecast demand for our products could be affected by many factors, including an increase or decrease in demand for our products or for our competitors' products, unanticipated changes in general market conditions, and a change in economic conditions.

If we underestimate demand for a particular product, our contract manufacturers and suppliers may not be able to deliver sufficient quantities of that product to meet our requirements, and we may experience a shortage of that product available for sale or distribution. If we overestimate demand for a particular product, we may experience excess inventory levels for that product and the excess inventory may become obsolete or out-of-date. Inventory levels in excess of demand may result in inventory write-downs or write-offs and the sale of excess inventory at further discounted prices, which could negatively impact our gross profit and our business.

Square Capital is subject to additional risks relating to the availability of capital, seller payments, availability and structure of its bank partnership, expansion of its products, and general macroeconomic conditions.

Square Capital, which includes our wholly owned subsidiary Square Capital, LLC, is subject to risks in addition to those described elsewhere in this Annual Report on Form 10-K. Maintaining and growing Square Capital is dependent on institutional third-party investors purchasing the eligible business loans originated by our bank partner. If such third parties fail to continue to purchase such business loans or reduce the amount of future loans they purchase, then our bank partner may need to reduce originations, or we would need to fund the purchase of additional business loans from our own resources. We then may have to reduce the scale of Square Capital, which could have a direct impact on our ability to grow. Additionally, Square Capital has certain customary repurchase obligations in its loan purchase and servicing agreements with such institutional third party investors for breaches of certain eligibility representations and warranties. If third parties reduce the price they are willing to pay for these business loans or reduce the servicing fees they pay us in exchange for servicing the business loans on their behalf, then the financial performance of Square Capital would be harmed.

The business loans are generally unsecured obligations of our Square sellers who utilize Square Capital, and they are not guaranteed or insured in any way. Adverse changes in macroeconomic conditions or the credit quality of our Square sellers could cause some Square sellers who utilize Square Capital to cease operating or to experience a decline in their payment processing volume, thereby rendering them unable to make payment on the business loan and/or extend the repayment period beyond the contractual repayment terms on the business loan. To the extent a seller breaches a contractual obligation, such as the requirement to make minimum payments or other breach, the seller would be liable for an accelerated business loan repayment, where Square Capital's recourse is to the business and not to any individual or other asset. In addition, because the servicing fees we receive from third party investors depend on the collectability of the business loans, if

there is an increase in Square sellers who utilize Square Capital who are unable to make repayment of business loans, we will be unable to collect our entire servicing fee for such loans.

In addition, adverse changes in macroeconomic conditions could lead to a decrease in the number of sellers eligible for Square Capital facilitated business loans and strain our ability to correctly identify such sellers on behalf of our bank partner or manage the risk of non-payment or fraud as servicer of the business loans. Similarly, if we fail to correctly predict the likelihood of timely repayment of the business loans or correctly price the business loans to sellers utilizing Square Capital, our business may be materially and adversely affected. As we expand our business to offer consumer financing products and business loans to merchants outside of Square sellers, those customers may also be adversely affected by economic downturns. Moreover, we continue to train our risk models for these newer loan products, and the loss rate for these loans have been, and may continue to be, higher than for our core business loan product.

We have partnered, on a non-exclusive basis, with a Utah-chartered, member FDIC industrial bank to originate the loans. Such bank may offer products that compete with ours. The bank is subject to oversight both by the FDIC and the State of Utah. Due to the fact that we are a service-provider to our bank partner, we are subject to audit standards for third-party vendors in accordance with FDIC guidance and examinations by the FDIC. There has been, and may continue to be, regulatory interest in and/or litigation challenging partnered lending arrangements where a bank makes loans and then sells and assigns such loans to a non-bank entity that is engaged in assisting with the origination and servicing of the loan. If our bank partner ceases to partner with us, ceases to abide by the terms of our agreement with them, or cannot partner with us on commercially reasonable terms, and we are not able to find suitable alternatives and/or make business loans ourselves pursuant to state licensing requirements, Square Capital may need to enter into a new partnership with another qualified financial institution or pursue an alternative model for originating business loans, all of which may be time-consuming and costly and/or lead to a loss of institutional third-party investors willing to purchase such business loans, and as a result Square Capital may be materially and adversely affected.

We intend to continue to explore other products, models, and structures for Square Capital, including forming a Utah industrial loan corporation, offering consumer financing, and other forms of credit and loan products. Some of those models or structures may require, or be deemed to require, additional data, procedures, partnerships, licenses, regulatory approvals, or capabilities that we have not yet obtained or developed. The licenses required in connection with our lending program and other activities related to the Square Capital program subject us to reporting requirements, bonding requirements, and inspection by applicable state regulatory agencies. Should we fail to expand and evolve Square Capital in this manner, or should these new products, models or structures, or new regulations or interpretations of existing regulations, impose requirements on us that are impractical or that we cannot satisfy, the future growth and success of Square Capital may be materially and adversely affected.

Our business is subject to extensive regulation and oversight in a variety of areas, all of which are subject to change and uncertain interpretation.

We are subject to a wide variety of local, state, federal, and international laws, regulations, licensing schemes, and industry standards in the United States and in other countries in which we operate. These laws, regulations, and standards govern numerous areas that are important to our business, and include, or may in the future include, those relating to banking, lending, deposit-taking, cross-border and domestic money transmission, foreign exchange, payments services (such as payment processing and settlement services), cryptocurrency, trading in shares and fractional shares, consumer protection, anti-money laundering, escheatment, international sanctions regimes, data privacy and security, and compliance with the Payment Card Industry Data Security Standard, a set of requirements designed to ensure that all companies that process, store, or transmit payment card information maintain a secure environment to protect cardholder data.

These laws, rules, regulations, and standards are enforced by multiple authorities and governing bodies in the United States, including federal agencies, self-regulatory organizations, and numerous state and local agencies. Outside of the United States, we are subject to additional regulators. As we expand into new jurisdictions, or expand our product offerings in existing jurisdictions, the number of foreign regulations and regulators governing our business will expand as well. In addition, as our business and products continue to develop and expand, we may become subject to additional rules, regulations, and industry standards. We may not always be able to accurately predict the scope or applicability of certain regulations to our business, particularly as we expand into new areas of operations, which could have a significant negative effect on our existing business and our ability to pursue future plans.

Laws, regulations, and standards are subject to changes and evolving interpretations and application, including by means of legislative changes and/or executive orders, and it can be difficult to predict how they may be applied to our business and the way we conduct our operations, particularly as we introduce new products and services and expand into new jurisdictions.

For example, Cash App includes a feature that permits our customers to buy and sell bitcoin. Bitcoin is not considered legal tender or backed by any government, and it has experienced price volatility, technological glitches, security compromises, and various law enforcement and regulatory interventions. The regulation of cryptocurrency and crypto platforms is still an evolving area, and it is possible that we could become subject to additional regulations. If we fail to comply with regulations or prohibitions applicable to us, we could face regulatory or other enforcement actions and potential fines and other consequences. Further, we might not be able to continue operating the feature, at least in current form, which could cause the price of our Class A common stock to decrease.

Although we have a compliance program focused on the laws, rules, and regulations applicable to our business, we may still be subject to fines or other penalties in one or more jurisdictions levied by regulators, including state Attorneys General and private plaintiffs who may be acting as private attorneys general pursuant to various applicable laws, as well as those levied by foreign regulators. In addition to fines, penalties for failing to comply with applicable rules and regulations could include significant criminal and civil lawsuits, forfeiture of significant assets, increased licensure requirements, or other enforcement actions. We could also be required to make changes to our business practices or compliance programs as a result of regulatory scrutiny. In addition, any perceived or actual breach of compliance by us with respect to applicable laws, rules, and regulations could have a significant impact on our reputation as a trusted brand and could cause us to lose existing customers, prevent us from obtaining new customers, require us to expend significant funds to remedy problems caused by breaches and to avert further breaches, and expose us to legal risk and potential liability.

Further, from time to time, we may leverage third parties to help conduct our businesses in the U.S. or abroad. We and our third-party intermediaries may have direct or indirect interactions with officials and employees of government agencies or state-owned or affiliated entities and may be held liable for any corrupt or other illegal activities of these third-party business partners and intermediaries, our employees, partners, and agents, even if we do not explicitly authorize such activities. While we have policies and procedures to address compliance with such laws, we cannot assure you that our employees and agents will not take actions in violation of our policies and applicable law, for which we may be ultimately held responsible.

Our business is subject to complex and evolving regulations and oversight related to privacy and data protection.

We are subject to laws and regulations relating to the collection, use, retention, privacy, security, and transfer of information, including personally identifiable information of our employees and customers. As with the other laws and regulations noted above, these laws and regulations may change or be interpreted and applied differently over time and from jurisdiction to jurisdiction, and it is possible they will be interpreted and applied in ways that will materially and adversely affect our business. For example, the European Parliament and the Council of the European Union adopted a General Data Protection Regulation (GDPR), which became effective in May 2018. The GDPR imposes more stringent data privacy and data protection requirements than prior EU data protection law and provides for greater penalties for noncompliance of up to the greater of 4% of worldwide annual revenue or €20 million. To address data transfers from the EU to other jurisdictions, we in certain cases utilize model contracts approved by the EU Commission. These model contracts have been legally challenged, and it is possible that they will be voided or modified, which could materially impact our ability to transfer personal data from the EU to other jurisdictions. In the United Kingdom, although a Data Protection Act substantially implements the GDPR, uncertainty remains regarding how data transfers to and from the U.K. will be regulated. The U.K.'s exit from the EU has created uncertainty with regard to the regulation of data protection in the UK and data transfers between the U.K., the EU, and other jurisdictions and could require us to make additional changes to the way we conduct our business and transmit data between the U.S., the U.K., the EU, and the rest of the world.

Likewise, the California Consumer Privacy Act of 2018 (CCPA) became effective on January 1, 2020. The CCPA imposes stringent data privacy and data protection requirements for the data of California residents, and provides for penalties for noncompliance of up to \$7,500 per violation. It remains unclear how various provisions of the CCPA will be interpreted and enforced. More generally, data privacy and security continues to be a rapidly evolving area, and further legislative activity has arisen and will likely continue to arise in the U.S., the EU, and other jurisdictions. For example, a California ballot initiative that builds upon CCPA has been introduced for the November 2020 election, other states in the U.S. have proposed or enacted laws regarding privacy and data protection that contain obligations similar to the CCPA, and the federal

government is contemplating federal privacy legislation. In addition, laws and regulations directed at privacy and data security, and those that have been applied in those areas, may be subject to evolving interpretations or applications. The effects of recently proposed or enacted legislation, including CCPA, potentially are far-reaching and may require us to modify our data processing practices and policies and to incur substantial costs and expenses in an effort to comply.

We have incurred, and may continue to incur, significant expenses to comply with evolving mandatory privacy and security standards and protocols imposed by law, regulation, industry standards, shifting consumer expectations, or contractual obligations. In particular, with laws and regulations such as the GDPR in the EU and the CCPA in the U.S. imposing new and relatively burdensome obligations, and with substantial uncertainty over the interpretation and application of these and other laws and regulations, we may face challenges in addressing their requirements and making necessary changes to our policies and practices, and we may incur significant costs and expenses in an effort to do so. Any failure, real or perceived, by us to comply with our privacy, data protection, or information security policies, changing consumer expectations, or with any evolving regulatory requirements, industry standards, or contractual obligations could cause our customers to reduce their use of our products and services, disrupt our supply chain or third party vendor or developer partnerships, and materially and adversely affect our business.

As a licensed money transmitter, we are subject to important obligations and restrictions.

We have obtained licenses to operate as a money transmitter (or its equivalent) in the United States and in the states where this is required. As a licensed money transmitter, we are subject to obligations and restrictions with respect to the investment of customer funds, reporting requirements, bonding requirements, and inspection by state regulatory agencies concerning those aspects of our business considered money transmission. Evaluation of our compliance efforts, as well as the questions of whether and to what extent our products and services are considered money transmission, are matters of regulatory interpretation and could change over time. In the past, we have been subject to fines and other penalties by regulatory authorities due to their interpretations and applications to our business of their respective state money transmission laws. In the future, as a result of the regulations applicable to our business, we could be subject to investigations and resulting liability, including governmental fines, restrictions on our business, or other sanctions, and we could be forced to cease conducting business in certain jurisdictions, be forced to otherwise change our business practices in certain jurisdictions, or be required to obtain additional licenses or regulatory approvals. There can be no assurance that we will be able to obtain any such licenses, and, even if we were able to do so, there could be substantial costs and potential product changes involved in maintaining such licenses, which could have a material and adverse effect on our business.

Our subsidiary Cash App Investing is a broker-dealer registered with the SEC and a member of FINRA, and therefore is subject to extensive regulation and scrutiny.

Our subsidiary Cash App Investing facilitates transactions in shares and fractionalized shares of publicly-traded stock by users of our Cash App through a third-party clearing and carrying broker, DriveWealth LLC (“DriveWealth”). Cash App Investing is registered with the SEC as a broker-dealer under the Exchange Act and is a member of FINRA. Therefore Cash App Investing is subject to regulation, examination, and supervision by the SEC and FINRA. The regulations applicable to broker-dealers cover all aspects of the securities business, including sales practices, use and safekeeping of clients’ funds and securities, capital adequacy, record-keeping, and the conduct and qualification of officers, employees, and independent contractors. As part of the regulatory process, broker-dealers are subject to periodic examinations by their regulators, the purpose of which is to determine compliance with securities laws and regulations, and from time to time may be subject to additional routine and for-cause examinations. It is not uncommon for regulators to assert, upon completion of an examination, that the broker-dealer being examined has violated certain of these rules and regulations. Depending on the nature and extent of the violations, the broker-dealer may be required to pay a fine and/or be subject to other forms of disciplinary action. Additionally, the adverse publicity arising from the imposition of sanctions could harm our reputation and cause us to lose existing customers or fail to gain new customers.

The SEC, FINRA, and state regulators have the authority to bring administrative or judicial proceedings against broker-dealers, whether arising out of examinations or otherwise, for violations of the securities laws. Administrative sanctions can include cease-and-desist orders, censure, fines, and disgorgement and may even result in the suspension or expulsion of the firm from the securities industry. Similar sanctions may be imposed upon officers, directors, representatives, and employees.

Cash App Investing has adopted, and regularly reviews and updates, various policies, controls, and procedures designed for compliance with Cash App Investing’s obligations. However, appropriately addressing these issues is complex

and difficult and our reputation could be damaged if we fail, or appear to fail, to appropriately address them. Failure to adhere to these policies and procedures may also result in regulatory sanctions or litigation against us.

In the event of any regulatory action or scrutiny, we or Cash App Investing could also be required to make changes to our business practices or compliance programs. In addition, any perceived or actual breach of compliance by Cash App Investing with respect to applicable laws, rules, and regulations could have a significant impact on our reputation, could cause us to lose existing customers, prevent us from obtaining new customers, require us to expend significant funds to remedy problems caused by breaches and to avert further breaches, and expose us to legal risk and potential liability.

Cash App Investing is subject to net capital and other regulatory capital requirements; failure to comply with these rules could harm our business.

Our subsidiary Cash App Investing is subject to the net capital requirements of the SEC and FINRA. These requirements typically specify the minimum level of net capital a broker-dealer must maintain and also mandate that a significant part of its assets be kept in relatively liquid form. Failure to maintain the required net capital may subject a firm to limitation of its activities, including suspension or revocation of its registration by the SEC and suspension or expulsion by FINRA, and ultimately may require its liquidation. Currently, Cash App Investing has relatively low net capital requirements, because it does not hold customer funds or securities, but instead facilitates the transmission and delivery of those funds on behalf of customers to DriveWealth or back to the applicable customer. However, a change in the net capital rules, a change in how Cash App Investing handles or holds customer assets, or the imposition of new rules affecting the scope, coverage, calculation, or amount of net capital requirements could have adverse effects. Finally, because Cash App Investing is subject to such net capital requirements, we may be required to inject additional capital into Cash App Investing from time to time and as such, we may have liability and/or our larger business may be affected by any of these outcomes.

It is possible that FINRA will require changes to our business practices based on our ownership of Cash App Investing, which could impose additional costs or disrupt our business.

In certain cases, FINRA has required unregistered affiliates of broker-dealers to comply with additional regulatory requirements, including, among others, handling all securities or other financial transactions through the affiliated broker-dealer or conforming all marketing and advertising materials to the requirements applicable to broker-dealers. We do not currently believe that these types of requirements apply to any aspect of our business other than the securities transactions facilitated through the Cash App. It is possible that, in the future, FINRA could require us to comply with additional regulations in the conduct of other activities (i.e., beyond the securities transactions made through the Cash App). If that were to occur, it could require significant changes to our business practices. These and other changes would impose significantly greater costs on us and disrupt existing practices in ways that could negatively affect our overarching business and profitability.

We are subject to risks related to litigation, including intellectual property claims, government investigations or inquiries, and regulatory matters or disputes.

We may be, and have been, subject to claims, lawsuits (including class actions and individual lawsuits), government or regulatory investigations, subpoenas, inquiries or audits, and other proceedings. The number and significance of our legal disputes and inquiries have increased as we have grown larger, as our business has expanded in scope and geographic reach, and as our products and services have increased in complexity, and we expect that we will continue to face additional legal disputes as we continue to grow and expand. We also receive significant media attention, which could result in increased litigation or other legal or regulatory proceedings.

Some of the laws and regulations affecting the internet, mobile commerce, payment processing, business financing, and employment did not anticipate businesses like ours, and many of the laws and regulations, including those affecting us have been enacted relatively recently. As a result, there is substantial uncertainty regarding the scope and application of many of the laws and regulations to which we are subject, which increases the risk that we will be subject to claims alleging violations of those laws and regulations. Evolving case law and legislation over worker classification, including California Assembly Bill 5, increases litigation in this area and may have ramifications as to how we operate certain segments of our business and our engagement with independent contractors. For example, a determination in, or settlement of, any legal proceeding involving us or others that determines that workers of the type we maintain are independent contractors instead are employees could harm our business, financial condition, and results of operations, including, but not necessarily limited

to, as a result of monetary exposure arising from or relating to penalties, defense costs, taxes, wages, and other matters, as well as potential costs of such workers unionizing or attempting to unionize.

The scope, outcome, and impact of claims, lawsuits, government or regulatory investigations, subpoenas, inquiries or audits, and other proceedings to which we are subject cannot be predicted with certainty. Regardless of the outcome, such investigations and legal proceedings can have a material and adverse impact on us due to their costs, diversion of our resources, and other factors. Plaintiffs may seek, and we may become subject to, preliminary or provisional rulings in the course of litigation, including preliminary injunctions requiring us to cease some or all of our operations. We may decide to settle legal disputes on terms that are unfavorable to us. We may also be accused of having, or be found to have, infringed or violated third-party intellectual property rights. Furthermore, if any litigation to which we are a party is resolved adversely, we may be subject to an unfavorable judgment that we may not choose to appeal or that may not be reversed upon appeal. We may have to seek a license to continue practices found to be in violation of a third party's rights, or we may have to change or cease certain practices. If we are required, or choose to enter into, royalty or licensing arrangements, such arrangements may not be available on reasonable terms or at all and may significantly increase our operating costs and expenses. As a result, we may also be required to develop or procure alternative non-infringing technology or discontinue use of technology, and doing so could require significant effort and expense or may not be feasible. In addition, the terms of any settlement or judgment in connection with any legal claims, lawsuits, or proceedings may require us to cease some or all of our operations or to pay substantial amounts to the other party and could materially and adversely affect our business.

Our intellectual property rights are valuable, and any inability to protect them could reduce the value of our products, services, and brand.

Our trade secrets, trademarks, copyrights, patents, and other intellectual property rights are critical to our success. We rely on, and expect to continue to rely on, a combination of confidentiality, invention assignment, and license agreements with our employees, consultants, and third parties with whom we have relationships, as well as trademark, trade dress, domain name, copyright, trade secret, and patent rights, to protect our brand and other intellectual property rights. However, various events outside of our control may pose a threat to our intellectual property rights, as well as to our products and services. Effective protection of intellectual property rights is expensive and difficult to maintain, both in terms of application and maintenance costs, as well as the costs of defending and enforcing those rights. The efforts we have taken to protect our intellectual property rights may not be sufficient or effective. Our intellectual property rights may be infringed, misappropriated, or challenged, which could result in them being narrowed in scope or declared invalid or unenforceable. Similarly, our reliance on unpatented proprietary information and technology, such as trade secrets and confidential information, depends in part on agreements we have in place with employees and third parties that place restrictions on the use and disclosure of this intellectual property. These agreements may be insufficient or may be breached, or we may not enter into sufficient agreements with such individuals in the first instance, in either case potentially resulting in the unauthorized use or disclosure of our trade secrets and other intellectual property, including to our competitors, which could cause us to lose any competitive advantage resulting from this intellectual property. Individuals not subject to invention assignment agreements may make adverse ownership claims to our current and future intellectual property. There can be no assurance that our intellectual property rights will be sufficient to protect against others offering products or services that are substantially similar to ours and that compete with our business.

As of December 31, 2019, we had 687 issued patents in force in the United States and abroad and 584 filed patent applications pending in the United States and abroad, though there can be no assurance that any or all of these pending applications will ultimately be issued as patents. We also pursue registration of copyrights, trademarks, and domain names in the United States and in certain jurisdictions outside of the United States, but doing so may not always be successful or cost-effective. In general, we may be unable or, in some instances, choose not to obtain legal protection for our intellectual property, and our existing and future intellectual property rights may not provide us with competitive advantages or distinguish our products and services from those of our competitors. The laws of some foreign countries do not protect our intellectual property rights to the same extent as the laws of the United States, and effective intellectual property protection and mechanisms may not be available in those jurisdictions. We may need to expend additional resources to defend our intellectual property in these countries, and the inability to do so could impair our business or adversely affect our international expansion. Our intellectual property rights may be contested, circumvented, or found unenforceable or invalid, and we may not be able to prevent third parties from infringing, diluting, or otherwise violating them. Additionally, our intellectual property rights and other confidential business information are subject to risks of compromise or unauthorized disclosure if our security measures or those of our third-party service providers are unable to prevent cyber-attacks. Significant impairments of our intellectual property rights, and limitations on our ability to assert our intellectual property rights against others, could have a material and adverse effect on our business.

We may not be able to secure financing on favorable terms, or at all, to meet our future capital needs, and our existing credit facility contains, and any future debt financing may contain, covenants that impact the operation of our business and pursuit of business opportunities.

We have funded our operations since inception primarily through debt and equity financings, bank credit facilities, and finance lease arrangements. While we believe that our existing cash and cash equivalents, marketable debt securities, and availability under our line of credit are sufficient to meet our working capital needs and planned capital expenditures, and service our debt, there is no guarantee that this will continue to be true in the future. In the future, we may require additional capital to respond to business opportunities, refinancing needs, business and financial challenges, regulatory surety bond requirements, acquisitions, or unforeseen circumstances and may decide to engage in equity, equity-linked, or debt financings or enter into additional credit facilities for other reasons, and we may not be able to secure any such additional financing or refinancing on favorable terms, in a timely manner, or at all. If we are unable to obtain adequate financing or financing on terms satisfactory to us when we require it, our ability to continue to grow or support our business and to respond to business challenges could be significantly limited.

Our credit facility contains affirmative and negative covenants, including customary limitations on the incurrence of certain indebtedness and liens, restrictions on certain inter-company transactions, and limitations on dividends and stock repurchases. Any debt financing obtained by us in the future could also involve restrictive covenants relating to our capital-raising activities and other financial and operational matters, which may make it more difficult for us to operate our business, obtain additional capital, and pursue business opportunities, including potential acquisitions. Our ability to comply with these covenants may be affected by events beyond our control, and breaches of these covenants could result in a default under our existing credit facility and any future financing agreements into which we may enter. If not waived, these defaults could cause indebtedness outstanding under our credit facility, our other outstanding indebtedness, including our 2022 Notes and 2023 Notes (collectively, the Notes) and any future financing agreements that we may enter into to become immediately due and payable.

If we raise additional funds through further issuances of equity or other securities convertible into equity, including convertible debt securities, our existing stockholders could suffer dilution in their percentage ownership of our company, and any such securities we issue could have rights, preferences, and privileges senior to those of holders of our Class A common stock.

Servicing our Notes may require a significant amount of cash, and we may not have sufficient cash or the ability to raise the funds necessary to settle conversions of the Notes in cash, repay the Notes at maturity, or repurchase the Notes as required following a fundamental change.

As of December 31, 2019, we had \$211.7 million outstanding aggregate principal amount of 2022 Notes, and \$862.5 million aggregate principal amount of 2023 Notes.

Prior to December 1, 2021, in the case of the 2022 Notes, and prior to February 15, 2023, in the case of the 2023 Notes, the applicable Notes are convertible at the option of the holders only under certain conditions or upon occurrence of certain events. Because the last reported sale price of our Class A common stock exceeded 130% of the conversion price for the 2022 Notes for the relevant period in the calendar quarter ending December 31, 2019, the 2022 Notes are convertible at the option of the holders thereof during the calendar quarter ending March 31, 2020. Whether the Notes of either series will be convertible following such calendar quarter will depend on the satisfaction of this condition or another conversion condition in the future. If holders of the Notes elect to convert their Notes, unless we elect to deliver solely shares of our Class A common stock to settle such conversion, we will be required to make cash payments in respect of the Notes being converted. Effective October 2018, we revised our prior stated policy of settling conversions through combination settlement with a specified dollar amount of \$1,000 per \$1,000 principal amount of Notes. We currently expect to settle future conversions solely in shares of our Class A common stock, which has the effect of including the shares of Class A common stock issuable upon conversion of the Notes in our diluted earnings per share to the extent such shares are not anti-dilutive. We will reevaluate this policy from time to time as conversion notices are received from holders of the Notes. Holders of the Notes also have the right to require us to repurchase all or a portion of their Notes upon the occurrence of a fundamental change (as defined in the applicable indenture governing the Notes) at a repurchase price equal to 100% of the principal amount of the Notes to be repurchased, plus accrued and unpaid interest. If the Notes have not previously been converted or repurchased, we will be required to repay the Notes in cash at maturity.

Our ability to make required cash payments in connection with conversions of the Notes, repurchase the Notes in the event of a fundamental change, or to repay or refinance the Notes at maturity will depend on market conditions and our future performance, which is subject to economic, financial, competitive, and other factors beyond our control. We also may not use the cash proceeds we raised through the issuance of the Notes in an optimally productive and profitable manner. Since inception, our business has generated net losses, and we may continue to incur significant losses. As a result, we may not have enough available cash or be able to obtain financing at the time we are required to repurchase or repay the Notes or pay cash with respect to Notes being converted.

In addition, our ability to repurchase or to pay cash upon conversion or at maturity of the Notes may be limited by law or regulatory authority. Our failure to repurchase Notes following a fundamental change or to pay cash upon conversion (unless we elect to deliver solely shares of our Class A common stock to settle such conversion) or at maturity of the Notes as required by the applicable indenture would constitute a default under such indenture. A default under the applicable indenture or the fundamental change itself could also lead to a default under our credit facility, our other outstanding indebtedness, or agreements governing our future indebtedness and could have a material adverse effect on our business, results of operations, and financial condition. If the payment of the related indebtedness were to be accelerated after any applicable notice or grace periods, we may not have sufficient funds to repay the indebtedness and repurchase the Notes or to pay cash upon conversion or at maturity of the Notes.

We are subject to counterparty risk with respect to the convertible note hedge transactions.

In connection with the issuance of the 2022 Notes and the 2023 Notes, we entered into convertible note hedge transactions with certain financial institutions, which we refer to as the "option counterparties." The option counterparties are financial institutions or affiliates of financial institutions, and we will be subject to the risk that one or more of such option counterparties may default under the convertible note hedge transactions. Our exposure to the credit risk of the option counterparties will not be secured by any collateral. If any option counterparty becomes subject to insolvency proceedings, we will become an unsecured creditor in those proceedings with a claim equal to our exposure at that time under the convertible note hedge transaction. Our exposure will depend on many factors but, generally, the increase in our exposure will be correlated to the increase in our Class A common stock market price and in the volatility of the market price of our Class A common stock. In addition, upon a default by any option counterparty, we may suffer adverse tax consequences and dilution with respect to our Class A common stock. We can provide no assurance as to the financial stability or viability of any option counterparty.

Our reported financial statements and results may be materially and adversely affected by changes in accounting principles generally accepted in the United States.

Generally accepted accounting principles in the United States are subject to interpretation by the Financial Accounting Standards Board (FASB), the SEC, and various bodies formed to promulgate and interpret appropriate accounting principles. A change in these principles or interpretations could have a significant effect on our reported financial statements and results and could materially and adversely affect the transactions completed before the announcement of a change. Additionally, the adoption of new or revised accounting principles may require that we make significant changes to our systems, processes, and controls.

For example, in February 2016, the FASB issued a new accounting standard for leasing. We adopted this new guidance on January 1, 2019, and elected the optional transition method to apply the transition provisions from the effective date of adoption. We recognized \$112.0 million of operating right-of-use lease assets and \$135.6 million of operating lease liabilities on our consolidated balance sheet. Additionally, we derecognized \$149 million related to the build-to-suit asset and liability upon adoption of this standard because we are no longer deemed to be the owner of the related asset under construction under the new standard. Changes resulting from this and other new standards may result in materially different financial statements and results and may require that we change how we process, analyze, and report financial information and that we change financial reporting controls.

If currency exchange rates fluctuate substantially in the future, our financial results, which are reported in U.S. dollars, could be adversely affected.

As we continue to expand our global operations, we become more exposed to the effects of fluctuations in currency exchange rates. Our contracts are denominated primarily in U.S. dollars, and therefore the majority of our revenue is not subject to foreign currency risk. However, fluctuations in exchange rates of the U.S. dollar against foreign currencies could

adversely affect our business, results of operations, and financial condition. We incur expenses for employee compensation and other operating expenses at our non-U.S. locations in the local currency. Fluctuations in the exchange rates between the U.S. dollar and other currencies could result in the dollar equivalent of such expenses being higher. This could have a negative impact on our reported results of operations. From time to time, we may enter into forward contracts, options, and/or foreign exchange swaps related to specific transaction exposures that arise in the normal course of our business, though we are not currently a party to any such hedging transactions. These and other such hedging activities may not eliminate our exposure to foreign exchange fluctuations. Moreover, the use of hedging instruments may introduce additional risks if we are unable to structure effective hedges with such instruments.

Risks Related to Ownership of Our Common Stock

The dual class structure of our common stock has the effect of concentrating voting control within our stockholders who held our stock prior to our initial public offering, including many of our employees and directors and their affiliates; this will limit or preclude your ability to influence corporate matters.

Our Class B common stock has ten votes per share, and our Class A common stock has one vote per share. Stockholders who hold shares of Class B common stock, including many of our executive officers, employees, and directors and their affiliates, held approximately 69.5% of the voting power of our combined outstanding capital stock as of December 31, 2019. Our executive officers and directors and their affiliates held approximately 73.9% of the voting power of our combined outstanding capital stock as of December 31, 2019. Because of the ten-to-one voting ratio between our Class B and Class A common stock, the holders of our Class B common stock collectively hold more than a majority of the combined voting power of our common stock, and therefore such holders are able to control all matters submitted to our stockholders for approval. When the shares of our Class B common stock represent less than 5% of the combined voting power of our Class A common stock and Class B common stock, the then-outstanding shares of Class B common stock will automatically convert into shares of Class A common stock.

Transfers by holders of Class B common stock will generally result in those shares converting to Class A common stock, subject to limited exceptions. Such conversions of Class B common stock to Class A common stock upon transfer will have the effect, over time, of increasing the relative voting power of those holders of Class B common stock who retain their shares in the long term. If, for example, our Class B stockholders retain shares of Class B common stock constituting as little as 10% of all outstanding shares of our Class A and Class B common stock combined, they will continue to control a majority of the combined voting power of our outstanding capital stock.

If we are unable to maintain effective disclosure controls and internal controls over financial reporting, investors may lose confidence in the accuracy and completeness of our financial reports, and the market price of our Class A common stock may be materially and adversely affected.

We are continuing to develop and refine our disclosure controls and improve our internal controls over financial reporting. We have expended, and anticipate that we will continue to expend, significant resources in order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting.

Our current controls and any new controls that we develop may become inadequate because of changes in conditions in our business. Further, to the extent we acquire other businesses, the acquired company may not have a sufficiently robust system of internal controls and we may discover deficiencies. If we identify material weaknesses in our disclosure controls or internal control over financial reporting in the future, we will be unable to assert that our internal controls are effective. If we are unable to do so, or if our auditors are unable to attest to management's report on the effectiveness of our internal controls, we could lose investor confidence in the accuracy and completeness of our financial reports, which could cause the price of our Class A common stock to decline. In the past, we have identified significant deficiencies in our internal control over financial reporting and have taken steps to remediate such deficiencies. However, such efforts may not be effective or prevent any future deficiency in our internal controls. Any failure to maintain effective disclosure controls and internal control over financial reporting could have a material and adverse effect on our business and operating results and cause a decline in the market price of our Class A common stock.

The market price of our Class A common stock has been and will likely continue to be volatile, and you could lose all or part of your investment.

The market price of our Class A common stock has been and may continue to be subject to wide fluctuations in response to various factors, some of which are beyond our control and may not be related to our operating performance. In addition to the factors discussed in this “Risk Factors” section and elsewhere in this Annual Report on Form 10-K, factors that could cause fluctuations in the market price of our Class A common stock include the following:

- price and volume fluctuations in the overall stock market from time to time;
- volatility in the market prices and trading volumes of companies in our industry or companies that investors consider comparable;
- changes in operating performance and stock market valuations of other companies generally or of those in our industry in particular;
- sales of shares of our common stock by us or our stockholders;
- issuance of shares of our Class A common stock, whether in connection with an acquisition or upon conversion of some or all of our outstanding Notes;
- reports by securities or industry analysts that are interpreted either negatively or positively by investors, failure of securities analysts to maintain coverage and/or to provide accurate consensus results of us, changes in financial estimates by securities analysts who follow us, or our failure to meet these estimates or the expectations of investors;
- the financial or other projections we may provide to the public, any changes in those projections, or our failure to meet those projections;
- announcements by us or our competitors of new products or services;
- public reaction to our press releases, other public announcements, and filings with the SEC;
- rumors and market speculation involving us or other companies in our industry;
- actual or anticipated changes in our results of operations;
- actual or perceived data security incidents that we or our service providers may suffer;
- actual or anticipated developments in our business, our competitors’ businesses, or the competitive landscape generally;
- seasonality in our business or our sellers’ business, including seasonal fluctuations in the amount of transactions our sellers are processing; and
- from time to time we make investments in equity that is, or may become, publicly held, and we may experience volatility due to changes in the market prices of such equity investments.

In addition, in the past, following periods of volatility in the overall market and the market price of a particular company’s securities, securities class action litigation has often been instituted against these companies. This litigation, if instituted against us, could result in substantial costs and a diversion of our management’s attention and resources.

The convertible note hedge and warrant transactions may affect the value of our Class A common stock.

In connection with the issuance of the 2022 Notes and the 2023 Notes, we entered into convertible note hedge transactions with the option counterparties. We also entered into warrant transactions with the option counterparties pursuant to which we sold warrants for the purchase of our Class A common stock. The convertible note hedge transactions are expected generally to reduce the potential dilution to our Class A common stock upon any conversion of the Notes and/or offset any cash payments we are required to make in excess of the principal amount of converted Notes, as the case may be.

The warrant transactions would separately have a dilutive effect to the extent that the market price per share of our Class A common stock exceeds the strike price of any warrants unless, subject to the terms of the warrant transactions, we elect to cash settle the warrants.

From time to time, the option counterparties or their respective affiliates may modify their hedge positions by entering into or unwinding various derivative transactions with respect to our Class A common stock and/or purchasing or selling our Class A common stock or other securities of ours in secondary market transactions prior to the maturity of the Notes. This activity could cause or avoid an increase or a decrease in the market price of our Class A common stock.

Anti-takeover provisions contained in our amended and restated certificate of incorporation, our amended and restated bylaws, and provisions of Delaware law could impair a takeover attempt.

Our amended and restated certificate of incorporation, our amended and restated bylaws, and Delaware law contain provisions that could have the effect of rendering more difficult, delaying, or preventing an acquisition deemed undesirable by our board of directors and therefore depress the trading price of our Class A common stock.

Among other things, our dual-class common stock structure provides our holders of Class B common stock with the ability to significantly influence the outcome of matters requiring stockholder approval, even if they own significantly less than a majority of the shares of our outstanding shares of common stock. Further, our amended and restated certificate of incorporation and amended and restated bylaws include provisions (i) creating a classified board of directors whose members serve staggered three-year terms; (ii) authorizing “blank check” preferred stock, which could be issued by our board of directors without stockholder approval and may contain voting, liquidation, dividend, and other rights superior to our common stock; (iii) limiting the ability of our stockholders to call special meetings; (iv) eliminating the ability of our stockholders to act by written consent without a meeting or to remove directors without cause; and (v) requiring advance notice of stockholder proposals for business to be conducted at meetings of our stockholders and for nominations of candidates for election to our board of directors. These provisions, alone or together, could delay or prevent hostile takeovers and changes in control or changes in our management.

As a Delaware corporation, we are also subject to provisions of Delaware law, including Section 203 of the Delaware General Corporation Law, which prevents certain stockholders holding more than 15% of our outstanding capital stock from engaging in certain business combinations without the approval of our board of directors or the holders of at least two-thirds of our outstanding capital stock not held by such stockholder.

Any provision of our amended and restated certificate of incorporation, amended and restated bylaws, or Delaware law that has the effect of delaying or preventing a change in control could limit the opportunity for our stockholders to receive a premium for their shares of our capital stock and could also affect the price that some investors are willing to pay for our Class A common stock.

Our amended and restated bylaws provide that the Court of Chancery of the State of Delaware will be the sole and exclusive forum for substantially all disputes between us and our stockholders, which could limit our stockholders’ ability to obtain a favorable judicial forum for disputes with us or our directors, officers, or employees.

Our amended and restated bylaws provide that, unless we consent to the selection of an alternative forum, the Court of Chancery of the State of Delaware is the sole and exclusive forum for (i) any derivative action or proceeding brought on our behalf; (ii) any action asserting a claim of breach of fiduciary duty owed by any of our directors, officers, or other employees to us or to our stockholders; (iii) any action asserting a claim arising pursuant to the Delaware General Corporation Law; or (iv) any action asserting a claim governed by the internal affairs doctrine. The choice of forum provision may limit a stockholder’s ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers, or other employees, which may discourage such lawsuits against us and our directors, officers, and other employees. Alternatively, if a court were to find the choice of forum provision contained in our amended and restated bylaws to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could have a material and adverse impact on our business.

We do not intend to pay dividends for the foreseeable future.

We currently intend to retain any future earnings to finance the operation and expansion of our business, and we do not expect to declare or pay any dividends in the foreseeable future. As a result, you may only receive a return on your

investment in our common stock if the trading price of our common stock increases. Investors seeking cash dividends should not purchase shares of our common stock. Our ability to pay dividends is restricted by the terms of our revolving credit facility and is also subject to limitations imposed by certain financial regulations.

Item 1B. UNRESOLVED STAFF COMMENTS

None.

Item 2. PROPERTIES

Our corporate headquarters, which include product development, sales, marketing, and business operations, are located in San Francisco, California. It consists of 469,056 square feet of space under a lease that expires in 2023. We also lease 59,905 square feet in New York, New York for a product development, sales, and business operations office under a lease that expires in 2025. In December 2018, we entered into a lease arrangement for 355,762 square feet of office space in Oakland, California under a lease that expires in 2031. In July 2019, the Company entered into a lease arrangement for 226,258 square feet of office space in St Louis, Missouri, for a term of 15.5 years with options to extend the lease term for two 5-year terms, with a commencement date expected to be in July 2020. In addition, we also have offices in several other locations and believe our facilities are sufficient for our current needs.

Item 3. LEGAL PROCEEDINGS

We are currently a party to, and may in the future be involved in, various litigation matters (including intellectual property litigation), legal claims, and government investigations. For information regarding legal proceedings in which we are involved, see “Litigation” in Note 18 of the accompanying notes to our consolidated financial statements, which is incorporated herein by reference.

In addition, from time to time, we are involved in various other litigation matters and disputes arising in the ordinary course of business. We cannot at this time fairly estimate a reasonable range of exposure, if any, of the potential liability with respect to these other matters. While we do not believe, at this time, that any ultimate liability resulting from any of these other matters will have a material adverse effect on our results of operations, financial position, or liquidity, we cannot give any assurance regarding the ultimate outcome of these other matters, and their resolution could be material to our operating results for any particular period.

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information for Common Stock

Our Class A common stock began trading on the New York Stock Exchange under the symbol "SQ" on November 19, 2015. Prior to that date, there was no public trading market for our Class A common stock. There is no public trading market for our Class B common stock.

Holders of Record

As of February 21, 2020, there were 102 holders of record of our Class A common stock and 58 holders of record of our Class B common stock. Because many of our shares of Class A common stock are held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of beneficial owners of our Class A common stock represented by these record holders.

Dividend Policy

We have never declared nor paid any cash dividends on our capital stock. We currently intend to retain all available funds and any future earnings for use in the operation of our business and do not expect to pay any dividends on our capital stock in the foreseeable future. Any future determination relating to our dividend policy will be at the discretion of our board of directors, subject to applicable laws, and will depend on our financial condition, results of operations, capital requirements, general business conditions, and other factors that our board of directors considers relevant.

Issuer Purchases of Equity Securities

| Period | Total number of Shares purchased | Average price paid per share | Total number of shares purchased as part of publicly announced plans or programs | Maximum number (or approximate dollar value) of shares that may yet be purchased under the plans or programs |
|---------------------------|----------------------------------|------------------------------|--|--|
| October 1 to October 31 | 18,812 ⁽ⁱ⁾ | 61.63 | — | — |
| November 1 to November 30 | — | — | — | — |
| December 1 to December 31 | 26 ⁽ⁱⁱ⁾ | — | — | — |
| Total | <u>18,838</u> | <u>61.63⁽ⁱⁱⁱ⁾</u> | — | — |

⁽ⁱ⁾ Represents shares that have been withheld by the Company to satisfy its tax withholding and remittance obligations in connection with the vesting of restricted stock awards.

⁽ⁱⁱ⁾ The Company exercised a pro-rata portion of the 2022 convertible note hedges (described in Note 13, *Indebtedness*, of the Notes to the Consolidated Financial Statements) to offset the shares of the Company's common stock issued to settle the conversion of the 2022 Notes. The note hedges were net shares settled and the Company received 26 shares of the Company's common stock from the counterparties in December of 2019.

⁽ⁱⁱⁱ⁾ Excludes the shares received through the exercise of the note hedges.

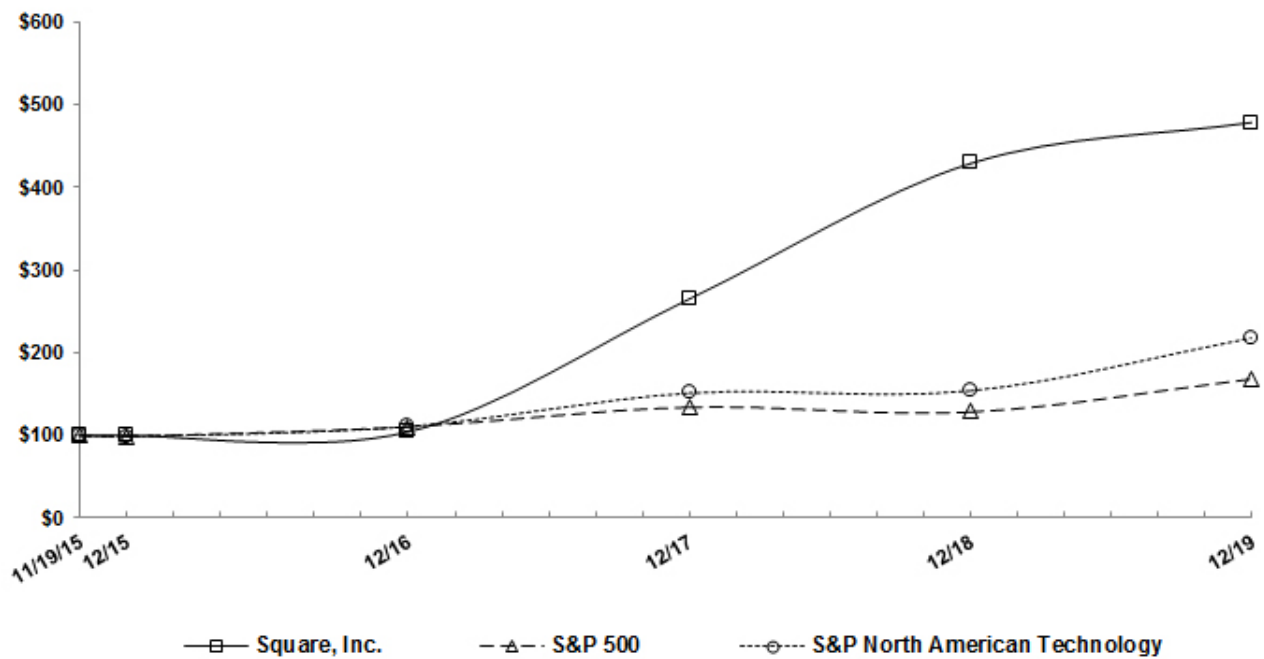
Performance Graph

This performance graph shall not be deemed “soliciting material” or to be “filed” with the SEC for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (Exchange Act), or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any filing of Square, Inc. under the Securities Act of 1933, as amended, or the Exchange Act.

The following graph compares the cumulative total return to stockholders on our common stock relative to the cumulative total returns of the Standard & Poor’s 500 Index, or S&P 500, and the S&P North American Technology Index. An investment of \$100 (with reinvestment of all dividends) is assumed to have been made in our Class A common stock and in each index on November 19, 2015, the date our Class A common stock began trading on the NYSE, and its relative performance is tracked through December 31, 2019. The returns shown are based on historical results and are not intended to suggest future performance.

COMPARISON OF 49 MONTH CUMULATIVE TOTAL RETURN*

Among Square, Inc., the S&P 500 Index
and the S&P North American Technology Index



*\$100 invested on 11/19/15 in stock or 10/31/15 in index, including reinvestment of dividends.
Fiscal year ending December 31.

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| Company/Index | 11/19/2015 | 12/31/2015 | 12/31/2016 | 12/31/2017 | 12/31/2018 | 12/31/2019 |
|-------------------------------|------------|------------|------------|------------|------------|------------|
| Square, Inc. | 100 | 100.15 | 104.28 | 265.26 | 429.15 | 478.65 |
| S&P 500 | 100 | 98.72 | 110.52 | 134.65 | 128.75 | 169.28 |
| S&P North American Technology | 100 | 99.2 | 111.15 | 151.43 | 154.26 | 217.99 |

Item 6. SELECTED FINANCIAL DATA

The following selected consolidated statement of operations data for the years ended December 31, 2019, 2018, and 2017, and the consolidated balance sheet data as of December 31, 2019, and 2018, have been derived from our audited consolidated financial statements and should be read in conjunction with the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K. The following selected consolidated statement of operations data for the years ended December 31, 2016, and 2015, and the consolidated balance sheet data as of December 31, 2017, 2016, and 2015, are derived from our audited consolidated financial statements which are not included in this Annual Report on Form 10-K.

| | Year Ended December 31, | | | | |
|--|-------------------------|--------------------|--------------------|---------------------|---------------------|
| | 2019 | 2018 | 2017 | 2016 | 2015 |
| (in thousands, except per share data) | | | | | |
| Consolidated Statement of Operations Data: | | | | | |
| Total net revenue | 4,713,500 | 3,298,177 | 2,214,253 | 1,708,721 | 1,267,118 |
| Total cost of revenue | 2,823,815 | 1,994,477 | 1,374,947 | 1,132,683 | 897,088 |
| Gross profit | 1,889,685 | 1,303,700 | 839,306 | 576,038 | 370,030 |
| Total operating expenses | 1,863,128 | 1,340,314 | 893,512 | 746,491 | 544,488 |
| Operating income (loss) | 26,557 | (36,614) | (54,206) | (170,453) | (174,458) |
| Net income (loss) | 375,446 | (38,453) | (62,813) | (171,590) | (179,817) |
| Deemed dividend on Series E preferred stock | — | — | — | — | (32,200) |
| Net income (loss) attributable to common stockholders | <u>\$ 375,446</u> | <u>\$ (38,453)</u> | <u>\$ (62,813)</u> | <u>\$ (171,590)</u> | <u>\$ (212,017)</u> |
| Net income (loss) per share attributable to common stockholders: | | | | | |
| Basic | <u>\$ 0.88</u> | <u>\$ (0.09)</u> | <u>\$ (0.17)</u> | <u>\$ (0.50)</u> | <u>\$ (1.24)</u> |
| Diluted | <u>\$ 0.81</u> | <u>\$ (0.09)</u> | <u>\$ (0.17)</u> | <u>\$ (0.50)</u> | <u>\$ (1.24)</u> |
| Weighted-average shares used to compute net income (loss) per share attributable to common stockholders: | | | | | |
| Basic | 424,999 | 405,731 | 379,344 | 341,555 | 170,498 |
| Diluted | <u>466,076</u> | <u>405,731</u> | <u>379,344</u> | <u>341,555</u> | <u>170,498</u> |

| | December 31, | | | | |
|---|--------------|------------|------------|------------|------------|
| | 2019 | 2018 | 2017 | 2016 | 2015 |
| (in thousands) | | | | | |
| Consolidated Balance Sheet Data: | | | | | |
| Cash and cash equivalents | \$ 1,047,118 | \$ 583,173 | \$ 696,474 | \$ 452,030 | \$ 461,329 |
| Total Investments | 1,029,759 | 1,005,671 | 373,243 | 87,267 | — |
| Settlements receivable | 588,692 | 364,946 | 620,523 | 321,102 | 142,727 |
| Customer funds | 676,292 | 334,017 | 103,042 | 43,574 | 9,446 |
| Working capital | 1,525,716 | 1,093,364 | 805,467 | 423,961 | 371,361 |
| Total assets | 4,551,258 | 3,281,023 | 2,187,270 | 1,211,362 | 894,772 |
| Customers payable | 1,273,135 | 749,215 | 733,736 | 431,632 | 224,811 |
| Long-term debt | 938,832 | 899,695 | 358,572 | — | — |
| Total stockholders’ equity | 1,715,050 | 1,120,501 | 786,333 | 576,153 | 508,048 |

Key Operating Metrics and Non-GAAP Financial Measures

We collect and analyze operating and financial data to evaluate the health of our business, allocate our resources, and assess our performance. In addition to revenue, net loss, and other results under generally accepted accounting principles (GAAP), the following table sets forth key operating metrics and non-GAAP financial measures we use to evaluate our business. We believe these metrics and measures are useful to facilitate period-to-period comparisons of our business, and to facilitate comparisons of our performance to that of other payment processors. Each of these metrics and measures excludes the effect of our processing agreement with Starbucks which transitioned to another payments solutions provider in the fourth quarter of 2016. As we do not expect transactions with Starbucks to recur, we believe it is useful to exclude Starbucks activity to clearly show the impact Starbucks has had on our financial results historically. Our agreements with other sellers generally provide both those sellers and us the unilateral right to terminate such agreements at any time, without fine or penalty.

| | Year Ended December 31, | | | | |
|--|--|-------------|-------------|-------------|-------------|
| | 2019 | 2018 | 2017 | 2016 | 2015 |
| | <i>(in thousands, except for GPV and per share data)</i> | | | | |
| Gross Payment Volume (GPV) (in millions) | \$ 106,239 | \$ 84,654 | \$ 65,343 | \$ 49,683 | \$ 35,643 |
| Adjusted EBITDA | \$ 416,853 | \$ 256,523 | \$ 139,009 | \$ 44,887 | \$ (41,115) |
| Adjusted Net Income (Loss) Per Share: | | | | | |
| Basic | \$ 0.90 | \$ 0.55 | \$ 0.30 | \$ 0.04 | \$ (0.39) |
| Diluted | \$ 0.80 | \$ 0.47 | \$ 0.27 | \$ 0.04 | \$ (0.39) |

Gross Payment Volume (GPV)

We define GPV as the total dollar amount of all card payments processed by sellers using Square, net of refunds. Additionally, GPV includes Cash App activity related to peer-to-peer payments sent from a credit card and Cash for Business. As described above, GPV excludes card payments processed for Starbucks.

Adjusted EBITDA and Adjusted Net Income (Loss) Per Share (Adjusted EPS)

Adjusted EBITDA and Adjusted EPS are non-GAAP financial measures that represent our net income (loss) and net income (loss) per share, adjusted to eliminate the effect of Starbucks transactions and certain other items as described below. We have included these non-GAAP financial measures in this Annual Report on Form 10-K because they are key measures used by our management to evaluate our operating performance, generate future operating plans, and make strategic decisions, including those relating to operating expenses and the allocation of internal resources. Accordingly, we believe these measures provide useful information to investors and others in understanding and evaluating our operating results in the same manner as our management and board of directors. In addition, they provide useful measures for period-to-period comparisons of our business, as they remove the effect of certain non-cash items and certain variable charges.

- We exclude Starbucks transaction-based revenue and Starbucks transaction-based costs. As described above, Starbucks ceased using our payments solutions altogether, and we believe that providing non-GAAP financial measures that exclude the impact of Starbucks is useful to investors.
- We believe it is useful to exclude certain non-cash charges, such as amortization of intangible assets, and share-based compensation expenses, from our non-GAAP financial measures because the amount of such expenses in any specific period may not directly correlate to the underlying performance of our business operations.
- In connection with the issuance of our convertible senior notes (as described in Note 13), we are required to recognize non-cash interest expense related to amortization of debt discount and issuance costs. We believe that excluding these expenses from our non-GAAP measures is useful to investors because such incremental non-cash interest expense does not represent a current or future cash outflow for the Company and is therefore not indicative of our continuing operations or meaningful when comparing current results to past results. Additionally, for purposes of calculating diluted Adjusted EPS we add back cash interest expense on convertible senior notes, as if converted at the beginning of the period, if the impact is dilutive, since we intend to settle future conversions of our convertible senior notes entirely in shares.

- We exclude the litigation settlement with Robert E. Morley, gain or loss on the disposal of property and equipment, gain on sale of asset group, gain or loss on revaluation of equity investment, gain or loss on debt extinguishment related to the conversion of senior notes and impairment of intangible assets, as applicable, from non-GAAP financial measures because we do not believe that these items are reflective of our ongoing business operations.
- We also exclude certain costs associated with acquisitions that are not normal recurring operating expenses, including amounts paid to redeem acquirees' unvested share-based compensation awards, and legal, accounting and due diligence costs, and we add back the impact of the acquired deferred revenue and deferred cost adjustment, which was written down to fair value in purchase accounting. Such amounts were not included in prior periods as they were immaterial or zero.

In addition to the items above, Adjusted EBITDA as a non-GAAP financial measure also excludes depreciation, other cash interest income and expense, other income and expense and provision or benefit from income taxes, as these items are not components of our core business operations.

Non-GAAP financial measures have limitations, should be considered as supplemental in nature and are not meant as a substitute for the related financial information prepared in accordance with GAAP. These limitations include the following:

- share-based compensation expense has been, and will continue to be for the foreseeable future, a significant recurring expense in our business and an important part of our compensation strategy;
- the intangible assets being amortized may have to be replaced in the future, and the non-GAAP financial measures do not reflect cash capital expenditure requirements for such replacements or for new capital expenditures or other capital commitments; and
- non-GAAP measures do not reflect changes in, or cash requirements for, our working capital needs.

In addition to the limitations above, Adjusted EBITDA as a non-GAAP financial measure does not reflect the effect of depreciation expense and related cash capital requirements, income taxes that may represent a reduction in cash available to us, and the effect of foreign currency exchange gains or losses, which is included in other income and expense.

Other companies, including companies in our industry, may calculate the non-GAAP financial measures differently or not at all, which reduces their usefulness as comparative measures.

Because of these limitations, you should consider the non-GAAP financial measures alongside other financial performance measures, including net loss and our other financial results presented in accordance with GAAP.

The following table presents a reconciliation of net loss to Adjusted EBITDA for each of the periods indicated (in thousands):

| | Year Ended December 31, | | | | |
|---|--------------------------------|-------------------|-------------------|------------------|--------------------|
| | 2019 | 2018 | 2017 | 2016 | 2015 |
| Net income (loss) | \$ 375,446 | \$ (38,453) | \$ (62,813) | \$ (171,590) | \$ (179,817) |
| Starbucks transaction-based revenue | — | — | — | (78,903) | (142,283) |
| Starbucks transaction-based costs | — | — | — | 69,761 | 165,438 |
| Share-based compensation expense | 297,863 | 216,881 | 155,836 | 138,786 | 82,292 |
| Depreciation and amortization | 75,598 | 60,961 | 37,279 | 37,745 | 27,626 |
| Litigation settlement expense | — | — | — | 48,000 | — |
| Interest expense (income), net | 21,516 | 17,982 | 10,053 | (533) | 1,163 |
| Other (income) expense, net | 273 | (18,469) | (1,595) | (247) | 450 |
| Provision for income taxes | 2,767 | 2,326 | 149 | 1,917 | 3,746 |
| Loss (gain) on disposal of property and equipment | 1,008 | (224) | 100 | (49) | 270 |
| Gain on sale of asset group | (373,445) | — | — | — | — |
| Acquisition related and other costs | 9,739 | 4,708 | — | — | — |
| Acquired deferred revenue adjustment | 7,457 | 12,853 | — | — | — |
| Acquired deferred costs adjustment | (1,369) | (2,042) | — | — | — |
| Adjusted EBITDA | <u>\$ 416,853</u> | <u>\$ 256,523</u> | <u>\$ 139,009</u> | <u>\$ 44,887</u> | <u>\$ (41,115)</u> |

The following table presents a reconciliation of net loss to Adjusted Net Income (Loss) Per Share for each of the periods indicated (in thousands, except per share data):

| | Year Ended December 31, | | | | |
|--|--------------------------------|-------------------|-------------------|------------------|--------------------|
| | 2019 | 2018 | 2017 | 2016 | 2015 |
| Net income (loss) | \$ 375,446 | \$ (38,453) | \$ (62,813) | \$ (171,590) | \$ (179,817) |
| Starbucks transaction-based revenue | — | — | — | (78,903) | (142,283) |
| Starbucks transaction-based costs | — | — | — | 69,761 | 165,438 |
| Share-based compensation expense | 297,863 | 216,881 | 155,836 | 138,786 | 82,292 |
| Amortization of intangible assets | 15,000 | 13,103 | 7,615 | 9,013 | 7,503 |
| Litigation settlement expense | — | — | — | 48,000 | — |
| Amortization of debt discount and issuance costs | 39,139 | 32,855 | 14,223 | — | — |
| Loss (gain) on revaluation of equity investment | 12,326 | (20,342) | — | — | — |
| Loss on extinguishment of long-term debt | — | 5,028 | — | — | — |
| Loss (gain) on disposal of property and equipment | 1,008 | (224) | 100 | (49) | 270 |
| Gain on sale of asset group | (373,445) | — | — | — | — |
| Acquisition related and other costs | 9,739 | 4,708 | — | — | — |
| Acquired deferred revenue adjustment | 7,457 | 12,853 | — | — | — |
| Acquired deferred cost adjustment | (1,369) | (2,042) | — | — | — |
| Adjusted Net Income (Loss) - basic | <u>\$ 383,164</u> | <u>\$ 224,367</u> | <u>\$ 114,961</u> | <u>\$ 15,018</u> | <u>\$ (66,597)</u> |
| Cash interest expense on convertible senior notes | 5,108 | 1,292 | — | — | — |
| Adjusted Net Income (Loss) - diluted | <u>\$ 388,272</u> | <u>\$ 225,659</u> | <u>\$ 114,961</u> | <u>\$ 15,018</u> | <u>\$ (66,597)</u> |
| Adjusted Net Income (Loss) Per Share: | | | | | |
| Basic | <u>\$ 0.90</u> | <u>\$ 0.55</u> | <u>\$ 0.30</u> | <u>\$ 0.04</u> | <u>\$ (0.39)</u> |
| Diluted | <u>\$ 0.80</u> | <u>\$ 0.47</u> | <u>\$ 0.27</u> | <u>\$ 0.04</u> | <u>\$ (0.39)</u> |
| Weighted-average shares used to compute Adjusted Net Income (Loss) Per Share: | | | | | |
| Basic | <u>424,999</u> | <u>405,731</u> | <u>379,344</u> | <u>341,555</u> | <u>170,498</u> |
| Diluted | <u>486,381</u> | <u>478,895</u> | <u>426,519</u> | <u>370,258</u> | <u>170,498</u> |

To calculate the diluted Adjusted EPS we adjust the weighted-average number of shares of common stock outstanding for the dilutive effect of all potential shares of common stock.

In periods when we recorded an Adjusted Net Loss, the diluted Adjusted EPS is the same as basic Adjusted EPS because the effects of potentially dilutive items were anti-dilutive given the Adjusted Net Loss position.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis in conjunction with the information set forth under "Selected Financial Data" and our consolidated financial statements and the notes thereto included elsewhere in this Annual Report on Form 10-K. The statements in this discussion regarding our expectations of our future performance, liquidity, and capital resources; our plans, estimates, beliefs, and expectations that involve risks and uncertainties; and other non-historical statements in this discussion are forward-looking statements. These forward-looking statements are subject to numerous risks and uncertainties, including, but not limited to, the risks and uncertainties described under "Risk Factors" and elsewhere in this Annual Report on Form 10-K. Our actual results may differ materially from those contained in or implied by any forward-looking statements.

Overview

We started Square in February 2009 to enable businesses (sellers) to accept card payments, an important capability that was previously inaccessible to many businesses. However, sellers need many innovative solutions to thrive, and we have expanded to provide them additional products and services and to give them access to a cohesive ecosystem of tools to help them manage and grow their businesses. Similarly, with Cash App, we have built a parallel ecosystem of financial services to help individuals manage their money.

Our seller ecosystem is a cohesive commerce ecosystem that helps sellers start, run and grow their businesses, and consists of over 30 distinct software, hardware, and financial services products. We monetize these products through a combination of transaction, subscription, and service fees. Our suite of cloud-based software solutions are integrated to create a seamless experience and enable a holistic view of sales, customers, employees, and locations. With our offering, a seller can accept payments in person via magnetic stripe (a swipe), EMV (Europay, MasterCard, and Visa) (a dip), or NFC (Near Field Communication) (a tap); or online via Square Invoices, Square Virtual Terminal, or the seller's website. We also provide hardware to facilitate commerce for sellers, which includes magstripe readers, contactless and chip readers, Square Stand, Square Register, Square Terminal, and third-party peripherals. During the first quarter of 2019, we launched Square Card, a business prepaid card that enables sellers to spend the balance they have stored with Square. Sellers can also deposit funds into their Square stored balance so they can manage all of their business expenses in one place. Sellers also gain access to business loans through Square Capital based on the seller's payment processing history. We recognize revenue upon the sale of the loans to third-party investors or over time as the sellers pay down the outstanding amounts for the loans that we hold as available for sale. We have grown rapidly to serve millions of sellers that represent a diverse set of industries (including services, food-related business, and retail businesses) and sizes, ranging from a single vendor at a farmers' market to multi-location businesses. Square sellers also span geographies, including the United States, Canada, Japan, Australia, and the United Kingdom.

Our Cash App ecosystem provides financial tools for individuals to store, send, receive, spend and invest money. With Cash App, customers can fund their account with a bank account or debit card, send and receive P2P (peer-to-peer) payments, and receive direct deposit payments. Customers can make purchases with their Cash Card, a Visa prepaid card that is linked to the balance stored in Cash App. With Cash Boost, customers receive instant discounts when they make Cash Card purchases at designated merchants. Customers can also use their stored funds to buy and sell bitcoin and equity investments within Cash App.

On October 31, 2019, we completed the sale of Caviar to DoorDash, Inc. for \$410 million in gross proceeds comprised of a combination of \$310 million in cash and \$100 million in DoorDash, Inc.'s preferred stock. Caviar offered a food ordering, delivery, and catering services to customers.

Components of Results of Operations

Revenue

Transaction-based revenue. We charge our sellers a transaction fee that is generally calculated based on a percentage of the total transaction amount processed. We also selectively offer custom pricing for certain larger sellers.

Subscription and services-based revenue. Revenue from Cash App, Square Capital, and Instant Transfers for sellers currently comprise the majority of our subscription and services-based revenue. Cash App subscription and services-based revenue is primarily comprised of transaction fees from Cash App Instant Deposit and Cash Card. Our other subscription and services-based products include website hosting and domain name registration services, Gift Cards, Square Appointments, Customer Engagement, Employee Management, Payroll, Square Card, and other product offerings. Subscriptions and services-based revenue also included revenue generated from Caviar, a food ordering and delivery platform that we sold in the fourth quarter of 2019.

Instant Deposit is a functionality within the Cash App and our managed payment solutions that enables customer to instantly deposit funds into their bank accounts, while Cash Card offers Cash App customers the ability use their stored funds via a Visa prepaid card that is linked to the balance the customer stores in Cash App. We charge a per transaction fee which we recognize as revenue when customers instantly deposit funds to their bank account, use their Cash Card to make a purchase, or withdraw funds.

Square Capital facilitates loans to sellers that are offered through a partnership bank and are generally repaid through withholding a percentage of the collections of the seller's receivables processed by us. We also facilitate loans to the customers of certain sellers as well as to the sellers of its partners who do not process payments with us. The loans are generally originated by a bank partner, from whom we purchase the loans obtaining all rights, title, and interest. Our intention is to sell the rights, title, and interest in these loans to third-party investors for an upfront fee when the loans are sold. We are retained by the third-party investors to service the loans and earn a servicing fee for facilitating the repayment of these receivables through our payments solutions.

Hardware revenue. Hardware revenue includes revenue from sales of contactless and chip readers, Square Stand, Square Register, Square Terminal, and third-party peripherals. Third-party peripherals include cash drawers, receipt printers, and barcode scanners, all of which can be integrated with Square Stand, Square Register, or Square Terminal to provide a comprehensive point-of-sale solution.

Bitcoin revenue. Cash App customers have the ability to purchase bitcoin, a cryptocurrency denominated asset, from the Company. We recognize revenue when customers purchase bitcoin and it is transferred to the customer's account.

Cost of Revenue and Gross Margin

Transaction-based costs. Transaction-based costs consist primarily of interchange and assessment fees, processing fees, and bank settlement fees paid to third-party payment processors and financial institutions.

Subscription and services-based costs. Subscription and services-based costs consist primarily of costs related to Cash App including Instant Deposit and Cash Card as well as Instant Transfer for sellers. Caviar costs were also a significant component of the subscription and services-based costs, prior to the sale of Caviar.

Hardware costs. Hardware costs consist primarily of product costs associated with contactless and chip readers, Square Terminal, Square Stand, Square Register, and third-party peripherals. Product costs include manufacturing-related overhead and personnel costs, certain royalties, packaging, and fulfillment costs. Hardware is sold primarily as a means to grow our transaction-based revenue and, as a result, generating positive gross margins from hardware sales is not the primary goal of the hardware business.

Bitcoin costs. Bitcoin cost of revenue is comprised of the amounts we pay to purchase bitcoin, which will fluctuate in line with the price of bitcoin in the market.

Amortization of acquired technology. These costs consist of amortization related to technologies acquired through acquisitions that have the capability of producing revenue. These amounts were not material to our financial statements.

Operating Expenses

Operating expenses consist of product development, sales and marketing, general and administrative expenses, transaction and loan losses, and amortization of acquired customer assets. For product development and general and administrative expenses, the largest single component is personnel-related expenses, including salaries, commissions and bonuses, employee benefit costs, and share-based compensation. In the case of sales and marketing expenses, a significant portion is related to the Cash App peer-to-peer transactions and Cash Card issuance costs, in addition to paid advertising and personnel-related expenses. Operating expenses also include allocated overhead costs for facilities, human resources, and IT.

Product development. Product development expenses currently represent the largest component of our operating expenses and consist primarily of expenses related to our engineering, data science, and design personnel; fees and supply costs related to maintenance and capacity expansion at third-party data center facilities; hardware related development and tooling costs; and fees for software licenses, consulting, legal, and other services that are directly related to growing and maintaining our portfolio of products and services. Additionally, product development expenses include the depreciation of product-related infrastructure and tools, including data center equipment, internally developed software, and computer equipment. We continue to focus our product development efforts on adding new features and apps, and on enhancing the functionality and ease of use of our offerings. Our ability to realize returns on these investments is substantially dependent upon our ability to successfully address current and emerging requirements of sellers and buyers through the development and introduction of these new products and services.

Sales and marketing. Sales and marketing expenses consist primarily of three components. The first component includes costs associated with free Cash App peer-to-peer transactions and related transaction losses, and Cash Card issuance costs. The second component is comprised of costs incurred to acquire new sellers through various paid advertising channels, including online search, online display, direct mail, direct response television, mobile advertising, affiliates, and referrals, all of which are expensed as incurred. The third component includes expenses related to our direct sales, account management, local and product marketing, retail and ecommerce, partnerships, and communications personnel.

General and administrative. General and administrative expenses consist primarily of expenses related to our support, finance, legal, risk operations, human resources, and administrative personnel. General and administrative expenses also include costs related to fees paid for professional services, including legal, tax, and accounting services.

Transaction and loan losses. We are exposed to transaction losses due to chargebacks as a result of fraud or uncollectibility. We incur loan losses whenever the amortized cost of loans that have been retained exceeds their fair value.

Transaction losses include chargebacks for unauthorized credit card use and inability to collect on disputes between buyers and sellers over the delivery of goods or services, as well as losses on Cash App activity related to peer-to-peer payments sent from a credit card, Cash for Business, and Cash Card. We base our reserve estimates on prior chargeback history and current period data points indicative of transaction loss. We reflect additions to the reserve in current operating results, while realized losses are offset against the reserve. The establishment of appropriate reserves for transaction losses is an inherently uncertain process, and ultimate losses may vary from the current estimates. We regularly update our reserve estimates as new facts become known and events occur that may affect the settlement or recovery of losses. For the period from January 1, 2017 through December 31, 2019, our transaction losses accounted for approximately 0.1% of total aggregate GPV for the same period.

Loan losses are determined at the individual loan level, with such charges being reversed for subsequent increases in fair value but only to the extent that such reversals do not result in the amortized cost of a loan exceeding its fair value. To determine the fair value of loans, the Company utilizes industry standard modeling, such as discounted cash flow models, to arrive at an estimate of fair value.

Amortization of acquired customer assets. Amortization of acquired customer assets includes customer relationships, restaurant relationships, courier relationships, subscriber relationships, and partner relationships. These amounts were not material to our financial statements.

Gain on sale of asset group

Gain on sale of asset group represents the excess of the proceeds from the disposal of the Caviar business less the carrying values of the net assets sold.

Interest and Other Income and Expense, net

Interest and other income and expense, net consists primarily of gains or losses arising from marking to market of an equity investment, interest expense related to our long-term debt, interest income on our investment in marketable debt securities, and foreign currency-related gains and losses.

Provision for Income Taxes

The provision for income taxes consists primarily of federal, state, local, and foreign tax. Our effective tax rate fluctuates from period to period due to changes in the mix of income and losses in jurisdictions with a wide range of tax rates, the effect of acquisitions, changes resulting from the amount of recorded valuation allowance, permanent differences between U.S. generally accepted accounting principles and local tax laws, certain one-time items, and changes in tax contingencies.

Results of Operations

Revenue (in thousands, except for percentages)

| | Year Ended December 31, | | 2018 to 2019 |
|---|--------------------------------|---------------------|---------------------|
| | 2019 | 2018 | % Change |
| Transaction-based revenue | \$ 3,081,074 | \$ 2,471,451 | 25 % |
| Subscription and services-based revenue | 1,031,456 | 591,706 | 74 % |
| Hardware revenue | 84,505 | 68,503 | 23 % |
| Bitcoin revenue | 516,465 | 166,517 | 210 % |
| Total net revenue | <u>\$ 4,713,500</u> | <u>\$ 3,298,177</u> | <u>43 %</u> |

Comparison of Years Ended December 31, 2019 and 2018

Total net revenue for the year ended December 31, 2019, increased by \$1,415.3 million, or 43%, compared to the year ended December 31, 2018.

Transaction-based revenue for the year ended December 31, 2019 increased by \$609.6 million or 25%, compared to the year ended December 31, 2018. This increase was attributable to the growth in Gross Payment Volume (GPV) processed which increased by 25% for the year ended December 31, 2019, compared to the year ended December 31, 2018. We continued to benefit from the growth in payment transaction amounts processed from our existing sellers, in addition to meaningful contributions from new sellers. Additionally, GPV from larger sellers, which we define as all sellers that generate more than \$125,000 in annualized GPV, represented 54% of our GPV for the year ended December 31, 2019, an increase from 50% for the year ended December 31, 2018. We continued to see ongoing success with attracting and retaining large sellers and enabling their growth, which we believe will help us continue to drive strong GPV growth as we scale.

Subscription and services-based revenue for the year ended December 31, 2019 increased by \$439.8 million or 74%, compared to the year ended December 31, 2018. Growth was driven primarily by Cash App, Square Capital, and Instant Transfers for sellers. The acquisition of Weebly, completed in the second quarter of 2018, also contributed to the increase in revenues with a full year of revenues in 2019 compared to only a portion of 2018. Subscription and services-based revenue contributed 22% of total net revenue for the year ended December 31, 2019, compared to 18% in the year ended December 31, 2018.

Hardware revenue for the year ended December 31, 2019 increased by \$16.0 million or 23%, compared to the year ended December 31, 2018. The increase primarily reflects growth in shipments of Square Terminal following its launch in the fourth quarter of 2018 in the US and subsequent launches in certain international markets in the second half of 2019.

Bitcoin revenue for the year ended December 31, 2019 increased by \$349.9 million or 210% compared to the year ended December 31, 2018. The increase was due to an increase in customer demand in 2019. The amount of bitcoin revenue recognized will fluctuate depending on the volatility of bitcoin prices in the market and customer demand.

Cost of Revenue (in thousands, except for percentages)

| | Year Ended December 31, | | 2018 to 2019 |
|---------------------------------------|--------------------------------|---------------------|---------------------|
| | 2019 | 2018 | % Change |
| Transaction-based costs | \$ 1,937,971 | \$ 1,558,562 | 24 % |
| Subscription and services-based costs | 234,270 | 169,884 | 38 % |
| Hardware costs | 136,385 | 94,114 | 45 % |
| Bitcoin costs | 508,239 | 164,827 | 208 % |
| Amortization of acquired technology | 6,950 | 7,090 | (2)% |
| Total cost of revenue | <u>\$ 2,823,815</u> | <u>\$ 1,994,477</u> | <u>42 %</u> |

Comparison of Years Ended December 31, 2019 and 2018

Total cost of revenue for the year ended December 31, 2019, increased by \$829.3 million, or 42%, compared to the year ended December 31, 2018.

Transaction-based costs for the year ended December 31, 2019 increased by \$379.4 million or 24%, compared to the year ended December 31, 2018. This increase was primarily attributable to the growth in GPV processed of 25% for the year ended December 31, 2019, compared to the year ended December 31, 2018.

Subscription and services-based costs for the year ended December 31, 2019 increased by \$64.4 million or 38% compared to the year ended December 31, 2018, primarily reflecting the growth of Cash App including costs associated with the growth of Cash Card and Instant Deposit. Caviar contributed approximately 45% of total subscription and services-based costs in the year ended December 31, 2019. As described above, on October 31, 2019, we completed the sale of the Caviar business, and accordingly Caviar will no longer contribute to the subscription and services-based cost of revenue.

Hardware costs for the year ended December 31, 2019 increased by \$42.3 million or 45%, compared to the year ended December 31, 2018. The change in hardware costs reflects the growth in our sales of Square Terminal as described above. The increase was also due to costs incurred with hardware promotions in certain international markets, as well as a larger proportion of hardware sales recognized through retail channels, which have lower margins.

Bitcoin costs for the year ended December 31, 2019 increased by \$343.4 million or 208%, compared to the year ended December 31, 2018. Bitcoin costs of revenue comprises of the amounts we pay to purchase bitcoin, which will fluctuate in line with bitcoin revenue.

Product Development (in thousands, except for percentages)

| | Year Ended December 31, | | 2018 to 2019 |
|---------------------------------|-------------------------|------------|--------------|
| | 2019 | 2018 | % Change |
| Product development | \$ 670,606 | \$ 497,479 | 35 % |
| Percentage of total net revenue | 14 % | 15 % | |

Product development expenses for the year ended December 31, 2019, increased by \$173.1 million, or 35%, compared to the year ended December 31, 2018, due primarily to the following:

- an increase of \$138.0 million in personnel costs for the year ended December 31, 2019, related to our engineering, data science, and design teams, as we continue to improve and diversify our products. The acquisition of Weebly in the second quarter of 2018 also contributed to the increase in personnel costs in the year ended December 31, 2019 with a full year of operations in 2019 compared to only a portion of 2018. The increase in personnel related costs includes an increase in share-based compensation expense of \$66.2 million for the year ended December 31, 2019;
- an increase of \$13.5 million in depreciation and amortization expense for the year ended December 31, 2019, as a result of additions in property and equipment including capitalized software, data center equipment, and leasehold improvements to help our business scale and as a result of assets acquired through the acquisition of Weebly; and
- an increase of \$15.4 million in software and data center operating costs as a result of increased capacity needs and expansion of our cloud-based services. This increase was partially offset by reduced spend on development of new hardware products in 2019 compared to 2018. The higher hardware spend in 2018 included costs incurred in development of the Square Terminal that was launched in the fourth quarter of 2018.

Sales and Marketing (in thousands, except for percentages)

| | Year Ended December 31, | | 2018 to 2019 |
|---------------------------------|-------------------------|------------|--------------|
| | 2019 | 2018 | % Change |
| Sales and marketing | \$ 624,832 | \$ 411,151 | 52 % |
| Percentage of total net revenue | 55 | 13 % | 12 % |

Sales and marketing expenses for the year ended December 31, 2019, increased by \$213.7 million, or 52%, compared to the year ended December 31, 2018, primarily due to the following:

- an increase of \$146.4 million in Cash App marketing costs for the year ended December 31, 2019, associated with increased volume of activity with our Cash App peer-to-peer service and related transaction losses, Cash Card issuance costs in line with an increase in customers, and advertising. We offer the Cash Card and certain peer-to-peer service to our Cash App customers for free, and we consider these to be marketing tools to encourage the usage of Cash App;
- an increase of \$24.6 million in advertising costs for our Seller Ecosystem services for the year ended December 31, 2019, primarily from increased online and mobile marketing campaigns for managed payment and Square online store services; and
- an increase of \$18.2 million in sales and marketing personnel costs for the year ended December 31, 2019, to enable growth initiatives. The increase in personnel related costs includes an increase in share-based compensation expense of \$3.9 million.

General and Administrative (in thousands, except for percentages)

| | Year Ended December 31, | | 2018 to 2019 |
|---------------------------------|--------------------------------|-------------|---------------------|
| | 2019 | 2018 | % Change |
| General and administrative | \$ 436,250 | \$ 339,245 | 29 % |
| Percentage of total net revenue | 9 % | 10 % | |

General and administrative expenses for the year ended December 31, 2019, increased by \$97.0 million, or 29%, compared to the year ended December 31, 2018, primarily due to the following:

- an increase of \$43.5 million in general and administrative personnel costs for the year ended December 31, 2019, mainly as a result of additions to our customer support, finance, and legal personnel as we continued to add resources and skills to support our long-term growth as our business continues to scale. The increase in personnel related costs includes an increase in share-based compensation expense of \$10.8 million for the year ended December 31, 2019; and
- the remaining increase is primarily due to software and subscription costs, local business-related taxes, facilities expenses, third-party legal and other professional fees, and other administrative expenses.

Transaction and Loan Losses (in thousands, except for percentages)

| | Year Ended December 31, | | 2018 to 2019 |
|-----------------------------|--------------------------------|-------------|---------------------|
| | 2019 | 2018 | % Change |
| Transaction and loan losses | \$ 126,959 | \$ 88,077 | 44 % |

Transaction and loan losses for the year ended December 31, 2019, increased by \$38.9 million, or 44%, compared to the year ended December 31, 2018, primarily due to the following:

- transaction losses increased by \$28.9 million for the year ended December 31, 2019, primarily due to growth in GPV in our seller business as well as growth of our Cash App platform. Seller transaction losses remained below 0.1% of GPV, underscoring our continued discipline in risk management; and
- an increase of \$10.0 million in loan losses for the year ended December 31, 2019, as a result of the growth and aging of our Square Capital loan portfolio as well as certain new loan products for which we continue to train our risk models.

Gain on Sale of Asset Group, Interest Expense, Net, and Other Income, Net (in thousands, except for percentages)

| | Year Ended December 31, | | 2018 to 2019 |
|-----------------------------|--------------------------------|-------------|---------------------|
| | 2019 | 2018 | % Change |
| Gain on sale of asset group | \$ (373,445) | \$ — | NM |
| Interest expense, net | 21,516 | 17,982 | 20 % |
| Other expense (income), net | 273 | (18,469) | NM |

Gain on sale of asset group represents the excess of the proceeds from sale of the Caviar business of \$410 million less the carrying value of the net assets sold and selling expenses, as analyzed in Note 8, *Sale of Asset Group*, of the Notes to the Consolidated Financial Statements.

Interest expense, net, for the year ended December 31, 2019 increased by \$3.5 million compared to the year ended December 31, 2018. These changes were primarily due to interest expense related to our convertible notes offset in part by interest income earned on our investments in marketable debt securities. The interest expense related to the convertible notes is a function of the average balance of convertible notes outstanding in each of the periods. The issuance of the convertible notes in May 2018 resulted in a higher average balance in the year ended December 31, 2019 compared to the year ended December 31, 2018.

Other expense (income), net was primarily driven by the amounts of gains or losses arising from the revaluation of our equity investment in Eventbrite, Inc. ("Eventbrite") and income earned from our marketable debt securities. In the year ended December 31, 2019, we recorded a loss of \$12.3 million on the revaluation of the investment in Eventbrite, offset by the amortization of and realized gains on the sale of investments in marketable securities of \$9.7 million, foreign exchange gains of \$1.7 million, and other sources of income. In December 2019, the Company sold its entire equity investment in Eventbrite and as a result this investment will not impact the results in future periods. In the year ended December 31, 2018, we recorded a gain on revaluation of equity investment in Eventbrite of \$20.3 million and a gain of \$4.4 million in amortization of investments in marketable securities, offset in part by a \$5.0 million loss on extinguishment of long-term debt associated with the 2022 Notes due to the difference between the estimated fair value and the carrying value.

Comparison of Years Ended December 31, 2018 and 2017

For a discussion of the 2017 Results of Operations, including a discussion of the financial results for the fiscal year ended December 31, 2018 compared to the fiscal year ended December 31, 2017, refer to [Part I, Item 7 of our Form 10-K](#) filed with the SEC on February 27, 2019.

Quarterly Results of Operations

The following tables set forth selected unaudited quarterly statements of operations data for the last eight quarters. The information for each of these quarters has been prepared on the same basis as the audited annual financial statements included elsewhere in this Annual Report on Form 10-K and, in the opinion of management, includes all adjustments, which consist only of normal recurring adjustments, necessary for the fair presentation of the results of operations for these periods. This data should be read in conjunction with our audited consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K. These quarterly operating results are not necessarily indicative of the results we may achieve in future periods.

| | Three Months Ended, | | | | | | | |
|--|---------------------|------------------|-------------------|--------------------|--------------------|------------------|-------------------|--------------------|
| | Dec. 31, 2019 | Sep. 30, 2019 | Jun. 30, 2019 | Mar. 31, 2019 | Dec. 31, 2018 | Sep. 30, 2018 | Jun. 30, 2018 | Mar. 31, 2018 |
| (in thousands, except per share data) | | | | | | | | |
| (unaudited) | | | | | | | | |
| Revenue: | | | | | | | | |
| Transaction-based revenue | \$ 832,180 | \$ 816,622 | \$ 775,510 | \$ 656,762 | \$ 667,802 | \$ 655,384 | \$ 625,228 | \$ 523,037 |
| Subscription and services-based revenue | 281,415 | 279,801 | 251,383 | 218,857 | 194,117 | 166,203 | 134,332 | 97,054 |
| Hardware revenue | 22,267 | 21,766 | 22,260 | 18,212 | 18,166 | 17,558 | 18,362 | 14,417 |
| Bitcoin revenue | 177,567 | 148,285 | 125,085 | 65,528 | 52,443 | 42,963 | 37,016 | 34,095 |
| Total net revenue | <u>1,313,429</u> | <u>1,266,474</u> | <u>1,174,238</u> | <u>959,359</u> | <u>932,528</u> | <u>882,108</u> | <u>814,938</u> | <u>668,603</u> |
| Cost of revenue: | | | | | | | | |
| Transaction-based costs | 519,241 | 519,312 | 490,349 | 409,069 | 420,846 | 414,456 | 395,349 | 327,911 |
| Subscription and services-based costs | 50,276 | 63,352 | 60,119 | 60,523 | 52,654 | 47,078 | 39,784 | 30,368 |
| Hardware costs | 40,504 | 35,672 | 33,268 | 26,941 | 25,647 | 23,229 | 25,536 | 19,702 |
| Bitcoin costs | 174,438 | 146,167 | 122,938 | 64,696 | 51,951 | 42,408 | 36,596 | 33,872 |
| Amortization of acquired technology | 1,921 | 1,934 | 1,719 | 1,376 | 1,376 | 2,277 | 1,857 | 1,580 |
| Total cost of revenue | <u>786,380</u> | <u>766,437</u> | <u>708,393</u> | <u>562,605</u> | <u>552,474</u> | <u>529,448</u> | <u>499,122</u> | <u>413,433</u> |
| Gross profit | <u>527,049</u> | <u>500,037</u> | <u>465,845</u> | <u>396,754</u> | <u>380,054</u> | <u>352,660</u> | <u>315,816</u> | <u>255,170</u> |
| Operating expenses: | | | | | | | | |
| Product development | 173,284 | 168,771 | 174,201 | 154,350 | 141,811 | 135,773 | 114,800 | 105,095 |
| Sales and marketing | 185,231 | 149,467 | 156,421 | 133,713 | 119,305 | 116,337 | 98,243 | 77,266 |
| General and administrative | 118,164 | 115,980 | 100,508 | 101,598 | 95,445 | 85,527 | 82,772 | 75,501 |
| Transaction and loan losses | 32,132 | 32,722 | 34,264 | 27,841 | 24,474 | 23,596 | 21,976 | 18,031 |
| Amortization of acquired customer assets | 890 | 1,003 | 1,294 | 1,294 | 2,127 | 1,294 | 672 | 269 |
| Total operating expenses | <u>509,701</u> | <u>467,943</u> | <u>466,688</u> | <u>418,796</u> | <u>383,162</u> | <u>362,527</u> | <u>318,463</u> | <u>276,162</u> |
| Operating income (loss) | <u>17,348</u> | <u>32,094</u> | <u>(843)</u> | <u>(22,042)</u> | <u>(3,108)</u> | <u>(9,867)</u> | <u>(2,647)</u> | <u>(20,992)</u> |
| Gain on sale of asset group | (373,445) | — | — | — | — | — | — | — |
| Interest expense, net | 6,060 | 5,632 | 5,143 | 4,681 | 5,176 | 7,224 | 3,470 | 2,112 |
| Other expense (income), net | (6,715) | (5,541) | 1,230 | 11,299 | 19,439 | (37,800) | (815) | 707 |
| Income (loss) before income tax | <u>391,448</u> | <u>32,003</u> | <u>(7,216)</u> | <u>(38,022)</u> | <u>(27,723)</u> | <u>20,709</u> | <u>(5,302)</u> | <u>(23,811)</u> |
| Provision (benefit) for income taxes | 508 | 2,606 | (476) | 129 | 481 | 1,066 | 604 | 175 |
| Net income (loss) | <u>\$ 390,940</u> | <u>\$ 29,397</u> | <u>\$ (6,740)</u> | <u>\$ (38,151)</u> | <u>\$ (28,204)</u> | <u>\$ 19,643</u> | <u>\$ (5,906)</u> | <u>\$ (23,986)</u> |
| Net income (loss) per share: | | | | | | | | |
| Basic | <u>\$ 0.91</u> | <u>\$ 0.07</u> | <u>\$ (0.02)</u> | <u>\$ (0.09)</u> | <u>\$ (0.07)</u> | <u>\$ 0.05</u> | <u>\$ (0.01)</u> | <u>\$ (0.06)</u> |
| Diluted | <u>\$ 0.83</u> | <u>\$ 0.06</u> | <u>\$ (0.02)</u> | <u>\$ (0.09)</u> | <u>\$ (0.07)</u> | <u>\$ 0.04</u> | <u>\$ (0.01)</u> | <u>\$ (0.06)</u> |
| Weighted-average shares used to compute net income (loss) per share: | | | | | | | | |
| Basic | <u>430,136</u> | <u>427,124</u> | <u>423,305</u> | <u>419,289</u> | <u>413,984</u> | <u>409,690</u> | <u>403,301</u> | <u>395,948</u> |
| Diluted | <u>485,394</u> | <u>466,099</u> | <u>423,305</u> | <u>419,289</u> | <u>413,984</u> | <u>474,915</u> | <u>403,301</u> | <u>395,948</u> |

Costs and expenses include share-based compensation expense as follows:

| | Three Months Ended, | | | | | | | |
|---------------------------------|---------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|
| | Dec. 31, 2019 | Sep. 30, 2019 | Jun. 30, 2019 | Mar. 31, 2019 | Dec. 31, 2018 | Sep. 30, 2018 | Jun. 30, 2018 | Mar. 31, 2018 |
| | (in thousands) | | | | | | | |
| Share-Based Compensation | (unaudited) | | | | | | | |
| Cost of revenue | \$ 67 | \$ 38 | \$ 29 | \$ 21 | \$ 18 | \$ 18 | \$ 30 | \$ 31 |
| Product development | 55,726 | 56,321 | 56,144 | 42,649 | 40,788 | 39,525 | 33,806 | 30,482 |
| Sales and marketing | 6,416 | 6,269 | 7,833 | 6,202 | 6,094 | 6,108 | 5,634 | 4,961 |
| General and administrative | 17,674 | 14,798 | 15,460 | 12,216 | 12,125 | 13,262 | 12,649 | 11,350 |
| Total share-based compensation | <u>\$ 79,883</u> | <u>\$ 77,426</u> | <u>\$ 79,466</u> | <u>\$ 61,088</u> | <u>\$ 59,025</u> | <u>\$ 58,913</u> | <u>\$ 52,119</u> | <u>\$ 46,824</u> |

The following table sets forth the key operating metrics and non-GAAP financial measures we use to evaluate our business for each of the periods indicated:

| | Three Months Ended, | | | | | | | |
|--|---|------------------|------------------|------------------|------------------|------------------|------------------|------------------|
| | Dec. 31, 2019 | Sep. 30, 2019 | Jun. 30, 2019 | Mar. 31, 2019 | Dec. 31, 2018 | Sep. 30, 2018 | Jun. 30, 2018 | Mar. 31, 2018 |
| | (in thousands, except for GPV and per share data) | | | | | | | |
| Key Operating Metrics and non-GAAP Financial Measures | (unaudited) | | | | | | | |
| Gross Payment Volume (GPV) (in millions) | \$ 28,639 | \$ 28,228 | \$ 26,785 | \$ 22,587 | \$ 22,958 | \$ 22,498 | \$ 21,372 | \$ 17,827 |
| Adjusted EBITDA | \$ 118,529 | \$ 131,323 | \$ 105,304 | \$ 61,697 | \$ 81,310 | \$ 70,997 | \$ 68,322 | \$ 35,894 |
| Adjusted Net Income Per Share: | | | | | | | | |
| Basic | \$ 0.25 | \$ 0.28 | \$ 0.23 | \$ 0.13 | \$ 0.16 | \$ 0.16 | \$ 0.15 | \$ 0.07 |
| Diluted | \$ 0.23 | \$ 0.25 | \$ 0.21 | \$ 0.11 | \$ 0.14 | \$ 0.13 | \$ 0.13 | \$ 0.06 |

The following table presents a reconciliation of net loss to Adjusted EBITDA for each of the periods indicated:

| | Three Months Ended, | | | | | | | |
|---|---------------------|-------------------|-------------------|------------------|------------------|------------------|------------------|------------------|
| | Dec. 31, 2019 | Sep. 30, 2019 | Jun. 30, 2019 | Mar. 31, 2019 | Dec. 31, 2018 | Sep. 30, 2018 | Jun. 30, 2018 | Mar. 31, 2018 |
| | (in thousands) | | | | | | | |
| Adjusted EBITDA Reconciliation | (unaudited) | | | | | | | |
| Net income (loss) | \$ 390,940 | \$ 29,397 | \$ (6,740) | \$ (38,151) | \$ (28,204) | \$ 19,643 | \$ (5,906) | \$ (23,986) |
| Share-based compensation expense | 79,883 | 77,426 | 79,466 | 61,088 | 59,025 | 58,913 | 52,119 | 46,824 |
| Depreciation and amortization | 18,719 | 19,125 | 18,783 | 18,971 | 22,638 | 15,835 | 12,328 | 10,160 |
| Interest expense, net | 6,060 | 5,632 | 5,143 | 4,681 | 5,176 | 7,224 | 3,470 | 2,112 |
| Other expense (income), net | (6,715) | (5,541) | 1,230 | 11,299 | 19,439 | (37,800) | (815) | 707 |
| Provision (benefit) for income taxes | 508 | 2,606 | (476) | 129 | 481 | 1,066 | 604 | 175 |
| Loss (gain) on disposal of property and equipment | 580 | 128 | 281 | 19 | (1,005) | 806 | 73 | (98) |
| Gain on sale of asset group | (373,445) | — | — | — | — | — | — | — |
| Acquisition related and other costs | 1,260 | 1,564 | 6,133 | 782 | — | 345 | 4,363 | — |
| Acquired deferred revenue adjustment | 928 | 1,224 | 1,849 | 3,456 | 4,521 | 5,892 | 2,440 | — |
| Acquired deferred costs adjustment | (189) | (238) | (365) | (577) | (761) | (927) | (354) | — |
| Adjusted EBITDA | <u>\$ 118,529</u> | <u>\$ 131,323</u> | <u>\$ 105,304</u> | <u>\$ 61,697</u> | <u>\$ 81,310</u> | <u>\$ 70,997</u> | <u>\$ 68,322</u> | <u>\$ 35,894</u> |

The following table presents a reconciliation of net loss to Adjusted Net Income (Loss) Per Share for each of the periods indicated:

| | Three Months Ended, | | | | | | | |
|--|---------------------|-------------------|-------------------|------------------|------------------|------------------|------------------|------------------|
| | Dec. 31, 2019 | Sep. 30, 2019 | Jun. 30, 2019 | Mar. 31, 2019 | Dec. 31, 2018 | Sep. 30, 2018 | Jun. 30, 2018 | Mar. 31, 2018 |
| (in thousands, except per share data) | | | | | | | | |
| Adjusted Net Income Per Share: | | | | | | | | |
| (unaudited) | | | | | | | | |
| Net income (loss) | \$ 390,940 | \$ 29,397 | \$ (6,740) | \$ (38,151) | \$ (28,204) | \$ 19,643 | \$ (5,906) | \$ (23,986) |
| Share-based compensation expense | 79,883 | 77,426 | 79,466 | 61,088 | 59,025 | 58,913 | 52,119 | 46,824 |
| Amortization of intangible assets | 3,714 | 3,841 | 3,958 | 3,487 | 4,028 | 4,384 | 2,816 | 1,875 |
| Amortization of debt discount and issuance costs | 9,963 | 9,843 | 9,725 | 9,608 | 10,005 | 11,627 | 6,830 | 4,393 |
| Loss (gain) on revaluation of equity investment | (4,141) | (2,462) | 4,842 | 14,087 | 16,566 | (36,908) | — | — |
| Loss on extinguishment of long-term debt | — | — | — | — | 3,403 | 1,625 | — | — |
| Loss (gain) on disposal of property and equipment | 580 | 128 | 281 | 19 | (1,005) | 806 | 73 | (98) |
| Gain on sale of asset group | (373,445) | — | — | — | — | — | — | — |
| Acquisition related and other costs | 1,260 | 1,564 | 6,133 | 782 | — | 345 | 4,363 | — |
| Acquired deferred revenue adjustment | 928 | 1,224 | 1,849 | 3,456 | 4,521 | 5,892 | 2,440 | — |
| Acquired deferred cost adjustment | (189) | (238) | (365) | (577) | (761) | (927) | (354) | — |
| Adjusted Net Income - basic | <u>\$ 109,493</u> | <u>\$ 120,723</u> | <u>\$ 99,149</u> | <u>\$ 53,799</u> | <u>\$ 67,578</u> | <u>\$ 65,400</u> | <u>\$ 62,381</u> | <u>\$ 29,008</u> |
| Cash interest expense on convertible senior notes | 1,277 | 1,277 | 1,277 | 1,277 | 1,292 | — | — | — |
| Adjusted Net Income - diluted | <u>\$ 110,770</u> | <u>\$ 122,000</u> | <u>\$ 100,426</u> | <u>\$ 55,076</u> | <u>\$ 68,870</u> | <u>\$ 65,400</u> | <u>\$ 62,381</u> | <u>\$ 29,008</u> |
| Adjusted Net Income Per Share: | | | | | | | | |
| Basic | <u>\$ 0.25</u> | <u>\$ 0.28</u> | <u>\$ 0.23</u> | <u>\$ 0.13</u> | <u>\$ 0.16</u> | <u>\$ 0.16</u> | <u>\$ 0.15</u> | <u>\$ 0.07</u> |
| Diluted | <u>\$ 0.23</u> | <u>\$ 0.25</u> | <u>\$ 0.21</u> | <u>\$ 0.11</u> | <u>\$ 0.14</u> | <u>\$ 0.13</u> | <u>\$ 0.13</u> | <u>\$ 0.06</u> |
| Weighted-average shares used to compute Adjusted Net Income Per Share: | | | | | | | | |
| Basic | <u>430,136</u> | <u>427,124</u> | <u>423,305</u> | <u>419,289</u> | <u>413,984</u> | <u>409,690</u> | <u>403,301</u> | <u>395,948</u> |
| Diluted | <u>485,394</u> | <u>486,404</u> | <u>486,532</u> | <u>487,056</u> | <u>488,177</u> | <u>495,621</u> | <u>470,022</u> | <u>461,761</u> |

Quarterly Trends

Transaction-based revenue is highly correlated with the level of GPV generated by sellers using our managed payments services. Historically our transaction-based revenue has been strongest in our fourth quarter and weakest in our first quarter, as our sellers typically generate additional GPV during the holiday season. We believe that this seasonality has affected and will continue to affect our quarterly results; however, to date its effect has been masked by our rapid growth.

Subscription and services-based revenue generally demonstrates less seasonality than transaction-based revenue. The sequential increase was primarily driven by continued growth of Cash App, Square Capital, and Instant Deposit for sellers. On October 31, 2019, we completed the sale of the Caviar business, and accordingly we will no longer recognize any revenue from Caviar.

Hardware revenue generally demonstrates less seasonality than transaction-based revenue, with most fluctuations tied to periodic product launches, promotions, or other arrangements with our retail partners. Recent product launches include Square Register in the fourth quarter of 2017 and Square Terminal during the fourth quarter of 2018.

During the fourth quarter of 2017, we started offering our Cash App customers the ability to purchase bitcoin from us. Bitcoin revenue comprises the total sale amount we receive from bitcoin sales to customers and is recorded upon transfer of bitcoin to the customer's account. The sale amount generally includes a small margin added to the price we pay to purchase bitcoin and accordingly, the amount of bitcoin revenue will fluctuate depending on the volatility of market bitcoin prices and customer demand.

Changes in product development expenses primarily reflect the timing of additions of engineering, product, and design personnel. To a lesser extent, they also reflect the timing of fees and supply costs related to maintenance and capacity expansion at third-party data center facilities, development and tooling costs related to the design, testing, and shipping of our hardware products, and fees for software licenses, consulting, legal, and other services that are directly related to growing and maintaining our products and services.

Changes in sales and marketing expenses reflect the variable nature of the timing and magnitude of paid marketing and customer acquisition initiatives across our advertising channels. Changes in sales and marketing expenses are also affected by the timing of additions of direct sales, account management, local, product and paid marketing, retail and ecommerce, partnerships, and communications personnel. Additionally, sales and marketing expenses are affected by the timing and magnitude of costs related to our Cash App peer-to-peer transfer service and Cash Card issuance costs. We offer the Cash Card and peer-to-peer service to our Cash App customers for free and we consider these to be marketing tools intended to encourage the usage of Cash App.

Changes in general and administrative expenses primarily reflect the timing of additions of finance, legal, risk operations, human resources, and administrative personnel, as well as the timing of non income tax payments and reserves. They also reflect the timing of costs related to support personnel and systems, as well as fees paid for professional services, including legal and financial services.

Gain on sale of asset group represents the net gain we made on the sale of the Caviar business. Changes in interest expense (income), net are driven by interest expense related to our convertible notes and interest income earned on our investment in marketable debt securities. Changes in other expense (income), net was primarily due to gains or losses arising from revaluation of a publicly traded equity investment in Eventbrite and the subsequent mark to market of this investment. In December 2019, the Company sold the investment in Eventbrite and as a result will not be impacted by mark to market revaluations related to this investment in future periods. To a lesser extent this balance is also impacted by foreign exchange gains or losses.

Liquidity and Capital Resources

The following table summarizes our cash, cash equivalents, restricted cash, and investments in marketable debt securities (in thousands):

Liquidity Sources

| | <u>Year Ended December 31,</u> | |
|---|--------------------------------|---------------------|
| | <u>2019</u> | <u>2018</u> |
| Cash and cash equivalents | \$ 1,047,118 | \$ 583,173 |
| Short-term restricted cash | 38,873 | 33,838 |
| Long-term restricted cash | 12,715 | 15,836 |
| Cash, cash equivalents, and restricted cash | 1,098,706 | 632,847 |
| Investments in short-term debt securities | 492,456 | 540,991 |
| Investments in long-term debt securities | 537,303 | 464,680 |
| Cash, cash equivalents, restricted cash and investments in marketable debt securities | <u>\$ 2,128,465</u> | <u>\$ 1,638,518</u> |

Our principal sources of liquidity are our cash and cash equivalents, and investments in marketable debt securities. As of December 31, 2019, we had \$2.1 billion of cash and cash equivalents, restricted cash and investments in marketable debt securities, which were held primarily in cash deposits, money market funds, U.S. government and agency securities, commercial paper, and corporate bonds. We consider all highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents. Our investments in marketable debt securities are classified as available-for-sale.

As of December 31, 2019, we held \$1.1 billion in aggregate principal amount of convertible senior notes, comprised of \$211.7 million in aggregate principal amount of convertible senior notes that mature on March 1, 2022 (2022 Notes) and \$862.5 million in aggregate principal amount of convertible senior notes that mature on May 15, 2023 (2023 Notes). The 2022 Notes bear interest at a rate of 0.375% payable semi-annually on March 1 and September 1 of each year, while the 2023 Notes bear interest at a rate of 0.50% payable semi-annually on May 15 and November 15 of each year. These notes can be converted or repurchased prior to maturity if certain conditions are met. We currently expect to settle future conversions of the notes entirely in shares of the Company's Class A common stock and will reevaluate this policy from time to time as conversion notices are received from holders of the notes.

In addition, we have a revolving secured credit facility that matures in November 2020. To date, no funds have been drawn under the credit facility, with \$375.0 million remaining available. Historically the Company has amended and extended the maturity of this facility and plans to extend or renew prior to its maturity in November 2020. Loans under the credit facility bear interest at our option of (i) a base rate based on the highest of the prime rate, the federal funds rate plus 0.50%, and an adjusted LIBOR rate for a one-month interest period, in each case plus a margin ranging from 0.00% to 1.00%, or (ii) an adjusted LIBOR rate plus a margin ranging from 1.00% to 2.00%. This margin is determined based on our total leverage ratio for the preceding four fiscal quarters. We are obligated to pay other customary fees for a credit facility of this size and type including an annual administrative agent fee of \$0.1 million and an unused commitment fee of 0.15%.

See Note 13, *Indebtedness*, of the Notes to the Consolidated Financial Statements for more details on these transactions.

As described above, on July 31, 2019, we entered into a definitive agreement with DoorDash, Inc. for the sale of the Caviar business. The sale closed on October 31, 2019, and the Company received \$410 million in gross proceeds comprised of a combination of \$310 million in cash and \$100 million in DoorDash, Inc.'s preferred stock.

We believe that our existing cash and cash equivalents, investment in marketable debt securities, and availability under our line of credit will be sufficient to meet our working capital needs, including any expenditures related to strategic transactions and investment commitments that we may from time to time enter into, and planned capital expenditures for at least the next 12 months. From time to time, we may seek to raise additional capital through equity, equity-linked, and debt

financing arrangements. We cannot provide assurance that any additional financing will be available to us on acceptable terms or at all.

Short-term restricted cash of \$38.9 million as of December 31, 2019 reflects pledged cash deposited into savings accounts at the financial institutions that process our sellers' payments transactions and as collateral pursuant to an agreement with the originating bank for the Company's loan product. We use the restricted cash to secure letters of credit with these financial institutions to provide collateral for liabilities arising from cash flow timing differences in the processing of these payments. We have recorded this amount as a current asset on our consolidated balance sheets given the short-term nature of these cash flow timing differences and that there is no minimum time frame during which the cash must remain restricted. Additionally, this balance includes certain amounts held as collateral pursuant to multi-year lease agreements, discussed in the paragraph below, which we expect to become unrestricted within the next year.

Long-term restricted cash of \$12.7 million as of December 31, 2019 is primarily related to cash deposited into money market funds that is used as collateral pursuant to multi-year lease agreements. The Company has recorded this amount as a non-current asset on the consolidated balance sheets as the lease terms extend beyond one year.

We experience significant day-to-day fluctuations in our cash and cash equivalents, due to fluctuations in settlements receivable, and customers payable, and hence working capital. These fluctuations are primarily due to:

- *Timing of period end.* For periods that end on a weekend or a bank holiday, our cash and cash equivalents, settlements receivable, and customers payable balances typically will be higher than for periods ending on a weekday, as we settle to our sellers for payment processing activity on business days; and
- *Fluctuations in daily GPV.* When daily GPV increases, our cash and cash equivalents, settlements receivable, and customers payable amounts increase. Typically our settlements receivable, and customers payable balances at period end represent one to four days of receivables and disbursements to be made in the subsequent period. Customers payable, excluding amounts attributable to Cash App stored funds, and settlements receivable balances typically move in tandem, as pay-out and pay-in largely occur on the same business day. However, customers payable balances will be greater in amount than settlements receivable balances due to the fact that a subset of funds are held due to unlinked bank accounts, risk holds, and chargebacks. Also, customer funds obligations, which are included in customers payable, may cause customers payable to trend differently than settlements receivable. Holidays and day-of-week may also cause significant volatility in daily GPV amounts.

Cash Flow Activities

The following table summarizes our cash flow activities (in thousands):

| | Year Ended December 31, | |
|---|--------------------------------|---------------------|
| | 2019 | 2018 |
| Net cash provided by operating activities | \$ 465,699 | \$ 295,080 |
| Net cash provided by (used in) investing activities: | 95,193 | (905,848) |
| Net cash provided by (used in) financing activities | (98,874) | 515,755 |
| Effect of foreign exchange rate on cash and cash equivalents | 3,841 | (7,221) |
| Net increase (decrease) in cash, cash equivalents and restricted cash | <u>\$ 465,859</u> | <u>\$ (102,234)</u> |

Cash Flows from Operating Activities

Cash provided by (used in) operating activities consisted of net loss adjusted for certain non-cash items including gain or loss on revaluation of equity investment, depreciation and amortization, non-cash interest and other expense, share-based compensation expense, transaction and loan losses, deferred income taxes, and gain (loss) on disposal of property and equipment, non-cash lease expense, gain on sale of asset group, as well as the effect of changes in operating assets and liabilities, including working capital.

For the year ended December 31, 2019, cash provided by operating activities was \$465.7 million, primarily due to a net income of \$375.4 million, adjusted for the add back of non-cash expenses of \$574.5 million consisting primarily of share-based compensation, transaction and loan losses, depreciation and amortization, and non-cash interest and other expenses largely driven by growth and expansion of our business activities, offset in part by the gain on sale of Caviar of \$373.4 million in the fourth quarter. The cash generated from operating activities was negatively affected by a net outflow from changes in other assets and liabilities of \$110.8 million.

For the year ended December 31, 2018, cash provided by operating activities was \$295.1 million primarily due to a net loss of \$38.5 million, adjusted for the add back of non-cash expenses of \$379.4 million consisting primarily of share-based compensation, transaction and loan losses, depreciation and amortization, and non-cash interest and other expenses, largely driven by growth and expansion of our business activities. The cash generated from operating activities was negatively affected by a net outflow from changes in other assets and liabilities of \$45.9 million.

Cash Flows from Investing Activities

Cash flows used in investing activities primarily relate to capital expenditures to support our growth, investments in marketable debt securities, investment in privately held entity, and business acquisitions.

For the year ended December 31, 2019, cash provided by investing activities was \$95.2 million, primarily as a result of the net cash proceeds from sale of asset group of \$309.3 million related to the sale of the Caviar business and proceeds from sale of equity investment in Eventbrite of \$33.0 million, offset in part by the net investments of marketable securities including investments from customer funds of \$149.0 million. Additional uses of cash in investing activities were a result of purchases of property and equipment of \$62.5 million, business combinations, net of cash acquired of \$20.4 million, and other investments of \$15.3 million.

For the year ended December 31, 2018, cash used in investing activities was \$905.8 million, primarily as a result of the net investments of marketable debt securities of \$630.9 million. We increased our investment portfolio using proceeds from the financing activities described below. During the year ended December 31, 2018, the Company started investing a portion of customer funds in short-term marketable debt securities. Such uses of cash include net investments of marketable debt securities from customer funds of \$99.8 million. Additional uses of cash were a result of business acquisitions, net of cash acquired of \$112.4 million and the purchase of property and equipment of \$61.2 million to help us scale.

Cash Flows from Financing Activities

For the year ended December 31, 2019, cash used in financing activities was \$98.9 million, primarily as a result of payments for employee tax withholding related to vesting of restricted stock units of \$212.3 million offset in part by proceeds from issuances of common stock from the exercise of options and purchases under the employee stock purchase plan, net of \$118.5 million.

For the year ended December 31, 2018, cash provided by financing activities was \$515.8 million, primarily as a result of \$795.2 million in net proceeds from the 2023 Notes offering and as a result of proceeds from issuances of common stock from the exercise of options and purchases under the employee stock purchase plan, net of \$133.9 million, offset in part by the cash payment of \$219.4 million for the principal amount of certain 2022 Notes upon conversion and payments for employee tax withholding related to vesting of restricted stock units of \$189.1 million.

Contractual Obligations and Commitments

Our principal commitments consist of convertible senior notes, operating leases, capital leases, and purchase commitments. The following table summarizes our commitments to settle contractual obligations in cash as of December 31, 2019.

Payments due by period

| | Total | Less than 1 year | 1 - 3 years | 3 - 5 years | More than 5 years |
|--|-----------------------|-------------------------|--------------------|--------------------|--------------------------|
| | (in thousands) | | | | |
| Convertible senior notes, including interest | \$ 1,090,506 | \$ 5,109 | \$ 221,280 | \$ 864,117 | \$ — |
| Operating leases | 534,778 | 42,173 | 133,609 | 105,905 | 253,091 |
| Finance leases | 2,446 | 2,446 | — | — | — |
| Purchase commitments | 53,311 | 53,311 | — | — | — |
| Total | \$ 1,681,041 | \$ 103,039 | \$ 354,889 | \$ 970,022 | \$ 253,091 |

Convertible Senior Notes

On May 25, 2018, we issued \$862.5 million in aggregate principal amount of 2023 Notes that mature on May 15, 2023, unless earlier converted or repurchased, and bear interest at a rate of 0.50% payable semi-annually on May 15 and November 15 of each year. See Note 13, *Indebtedness*, of the Notes to the Consolidated Financial Statements for more details on this transaction.

On March 6, 2017, we issued \$440.0 million in aggregate principal amount of Notes that mature on March 1, 2022, unless earlier converted or repurchased, and bear interest at a rate of 0.375% payable semi-annually on March 1 and September 1 of each year. See Note 13, *Indebtedness*, of the Notes to the Consolidated Financial Statements for more details on this transaction.

Lease Commitments

We have entered into various non-cancelable operating leases for certain offices with contractual lease periods expiring between 2020 and 2031. We recognized total rental expenses under operating leases of \$32.5 million, \$23.3 million, and \$12.9 million during the years ended December 31, 2019, 2018, and 2017, respectively.

Purchase commitments

We had non-cancelable purchase obligations to hardware suppliers for \$53.3 million for the year ended December 31, 2019.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements during the periods presented.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with GAAP. GAAP requires us to make certain estimates and judgments that affect the amounts reported in our financial statements. We base our estimates on historical experience, anticipated future trends, and other assumptions we believe to be reasonable under the circumstances. Because these accounting policies require significant judgment, our actual results may differ materially from our estimates.

We believe accounting policies and the assumptions and estimates associated with accrued transaction losses and revenue recognition have the greatest potential effect on our consolidated financial statements. Therefore, we consider these to be our critical accounting policies and estimates.

Transaction Losses

We are exposed to transaction losses due to chargebacks as a result of fraud or uncollectibility of transaction payments. We estimate accrued transaction losses based on available data as of the reporting date, including expectations of future chargebacks, and historical trends related to loss rates. During the year ended December 31, 2019, we recorded Seller

transaction losses of \$88.1 million, which as a percentage of GPV were less than 0.1%, and continues to show improvement relative to historical averages. We expect transaction losses to increase to a lesser extent than GPV growth due to ongoing investment in data science and improvements in our risk operations to mitigate exposure to transaction losses.

Contingencies

As disclosed in Note 18 of the Notes to the Consolidated Financial Statements, we have potential exposure related to a tax dispute with the Tax Collector. Depending on the outcome of the tax dispute, we estimate that we could incur losses associated with taxes, interest, and penalties that range from approximately \$0 to \$63 million in the aggregate for the fiscal years 2016, 2017, 2018 and 2019. Additional taxes, interest and penalties for future periods could be material as well. Estimating the amount losses that we should record in our financial statements for the potential exposure requires us to make assumptions and apply considerable judgment. The eventual outcome could differ materially from the estimates we have made in the financial statements.

Recent Accounting Pronouncements

See “Recent Accounting Pronouncements” described in Note 1 of the Notes to our consolidated financial statements.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We have operations both within the United States and globally, and we are exposed to market risks in the ordinary course of our business, including the effects of interest rate changes and foreign currency fluctuations. Information relating to quantitative and qualitative disclosures about these market risks is described below.

Interest Rate Sensitivity

Our cash and cash equivalents, and marketable debt securities as of December 31, 2019, were held primarily in cash deposits, money market funds, U.S. government and agency securities, commercial paper, and corporate bonds. The fair value of our cash, cash equivalents, and marketable debt securities would not be significantly affected by either an increase or decrease in interest rates due mainly to the short-term nature of a majority of these instruments. Additionally, we have the ability to hold these instruments until maturity if necessary to reduce our risk. Any future borrowings incurred under our credit facility would accrue interest at a floating rate based on a formula tied to certain market rates at the time of incurrence (as described above). A hypothetical 100 basis point increase or decrease in interest rates would not have a material effect on our financial results.

Foreign Currency Risk

Most of our revenue is earned in U.S. dollars, and therefore our revenue is not currently subject to significant foreign currency risk. Our foreign operations are denominated in the currencies of the countries in which our operations are located, and may be subject to fluctuations due to changes in foreign currency exchange rates, particularly changes in the Japanese Yen, Canadian Dollar, Australian Dollar, Euro, and British Pound. Fluctuations in foreign currency exchange rates may cause us to recognize transaction gains and losses in our statement of operations. A 10% increase or decrease in current exchange rates would not have a material impact on our financial results.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

SQUARE, INC.

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| <u>Consolidated Balance Sheets</u> | <u>72</u> |
| <u>Consolidated Statements of Operations</u> | <u>73</u> |
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The supplementary financial information required by this Item 8 is included in Part II, Item 7 under the caption "Quarterly Results of Operations," which is incorporated herein by reference.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of Square, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheet of Square, Inc. and subsidiaries (the “Company”) as of December 31, 2019, the related consolidated statements of operations, comprehensive income (loss), stockholders’ equity, and cash flows for the year ended December 31, 2019, and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2019, and the results of its operations and its cash flows for the year ended December 31, 2019, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2019, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission 2013 framework and our report dated February 26, 2020 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company’s financial statements based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Accrued transaction losses

Description of the Matter

As discussed in Notes 1 and 11 to the consolidated financial statements, the Company is exposed to transaction losses from chargebacks, which represent potential losses due to disputes between a seller and its customer or due to fraudulent transactions. The Company established a reserve for these estimated potential losses of \$34.8 million at December 31, 2019. The Company’s reserve is estimated based on available data as of the reporting date, including expectations of future chargebacks, and historical trends related to loss rates.

Auditing management’s estimate of the reserve for transaction losses was challenging because management’s estimate required a high degree of judgement in evaluating historical trends related to loss rates and expectations of future chargebacks.

*How We
Addressed the
Matter in Our
Audit*

We obtained an understanding, evaluated the design, and tested the operating effectiveness of the Company's controls over the process for determining the reserve for transaction losses. For example, we tested controls over management's review of the methodology to determine estimated losses, the completeness and accuracy of underlying loss rate data used in the estimation of potential losses from chargebacks, and assumptions made about future chargebacks.

To test the Company's reserve for transaction losses, our audit procedures included, among others, evaluating the Company's methodology and testing the underlying data and assumptions used by management to estimate potential losses. We compared the Company's historical estimated potential losses with actual results to assess the Company's methodology to estimate potential losses. We evaluated the completeness and accuracy of the loss rate data used in the calculation of the Company's reserve for transaction losses by agreeing such data to third-party data. In addition, we evaluated any adjustments made by management to the Company's methodology to estimate potential losses, to reflect expectations of future chargebacks, including the basis for concluding whether such adjustments were warranted. We also reviewed subsequent events, which included actual chargebacks, and considered whether they corroborated the Company's conclusion.

Accounting for loss contingencies

*Description of
the Matter*

As discussed in Note 18 to the consolidated financial statements, the Company is involved in various litigation matters, legal claims and other investigations. The Company accrues a liability for an estimated loss if the potential loss from any litigation or claim is considered probable, and the amount can be reasonably estimated. The Company also performs an assessment of the materiality of loss contingencies where a loss is either reasonably possible or it is reasonably possible that an exposure to loss exists in excess of the amount accrued. If it is reasonably possible that such a loss or an additional loss may have been incurred and the effect on the consolidated financial statements is material, the Company discloses the nature of the loss contingency and an estimate of the possible loss or range of loss or a statement that such an estimate cannot be made within the notes to the consolidated financial statements.

Auditing management's determination of whether a loss for a contingency is probable and reasonably estimable, reasonably possible or remote, and the related disclosures, was subjective and required significant judgment. In particular, these determinations were sensitive to the uncertainties related to the ultimate outcome of the loss contingency, the status and uncertainty of the litigation and/or the appeals process, the jurisdiction where the lawsuit was filed, and the status of any settlement discussions associated with the loss contingency.

*How We
Addressed the
Matter in Our
Audit*

We obtained an understanding, evaluated the design, and tested the operating effectiveness of the controls related to the Company's process for identification, recognition, measurement and disclosure of loss contingencies. For example, we tested controls over management's assessment of whether a loss is probable or reasonably possible.

To test the Company's loss contingencies and related disclosures, our audit procedures included, among others, assessing the completeness of the litigation matters, legal claims and other investigations subject to evaluation by the Company and evaluating the Company's assessment of the probability of outcome for loss contingencies and measurement and disclosure of probable and reasonably possible losses. These procedures included inquiring of management and internal and external legal counsel to confirm our understanding of the claims against the Company, evaluating responses to inquiry letters sent to internal and external legal counsel, obtaining written representations from executives of the Company related to loss contingencies, inspecting court rulings and correspondence from counterparties, and inspecting any settlement agreements.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2019.

February 26, 2020

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of Square, Inc.

Opinion on Internal Control Over Financial Reporting

We have audited Square, Inc. and subsidiaries (the “Company”) internal control over financial reporting as of December 31, 2019, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway 2013 framework (the “COSO criteria”). In our opinion, Square, Inc. and subsidiaries (the “Company”) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2019, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheet of the Company as of December 31, 2019, the related consolidated statement of operations, comprehensive income (loss), stockholders’ equity, and cash flows for the year ended December 31, 2019, and the related notes and our report dated February 26, 2020 expressed an unqualified opinion thereon.

Basis for Opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Form 10-K. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

February 26, 2020

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and Board of Directors

Square, Inc.:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheet of Square, Inc. and subsidiaries (the Company) as of December 31, 2018, the related consolidated statements of operations, comprehensive income (loss), stockholders' equity, and cash flows for each of the years in the two-year period ended December 31, 2018, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2018, in conformity with U.S. generally accepted accounting principles.

Change in Accounting Principle

As discussed in Note 2 to the consolidated financial statements, the Company adopted Accounting Standard Codification Topic 606, *Revenue from Contracts with Customers*, effective January 1, 2018.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ KPMG LLP

We served as the Company's auditor from 2011 to 2019.

San Francisco, California

February 27, 2019

SQUARE, INC.
CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share data)

| Assets | December 31, | |
|---|---------------------|---------------------|
| | 2019 | 2018 |
| Current assets: | | |
| Cash and cash equivalents | \$ 1,047,118 | \$ 583,173 |
| Investments in short-term debt securities | 492,456 | 540,991 |
| Settlements receivable | 588,692 | 364,946 |
| Customer funds | 676,292 | 334,017 |
| Loans held for sale | 164,834 | 89,974 |
| Other current assets | 250,409 | 198,804 |
| Total current assets | 3,219,801 | 2,111,905 |
| Property and equipment, net | 149,194 | 142,402 |
| Goodwill | 266,345 | 261,705 |
| Acquired intangible assets, net | 69,079 | 77,102 |
| Investments in long-term debt securities | 537,303 | 464,680 |
| Build-to-suit lease asset | — | 149,000 |
| Operating lease right-of-use assets | 113,148 | — |
| Other non-current assets | 196,388 | 74,229 |
| Total assets | \$ 4,551,258 | \$ 3,281,023 |
| Liabilities and Stockholders' Equity | | |
| Current liabilities: | | |
| Customers payable | \$ 1,273,135 | \$ 749,215 |
| Settlements payable | 95,834 | 54,137 |
| Accrued expenses and other current liabilities | 297,841 | 215,189 |
| Operating lease liabilities, current | 27,275 | — |
| Total current liabilities | 1,694,085 | 1,018,541 |
| Long-term debt | 938,832 | 899,695 |
| Build-to-suit lease liability | — | 149,000 |
| Operating lease liabilities, non-current | 108,830 | — |
| Other non-current liabilities | 94,461 | 93,286 |
| Total liabilities | 2,836,208 | 2,160,522 |
| Commitments and contingencies (Note 18) | | |
| Stockholders' equity: | | |
| Preferred stock, \$0.0000001 par value: 100,000,000 shares authorized at December 31, 2019 and December 31, 2018. None issued and outstanding at December 31, 2019 and December 31, 2018. | — | — |
| Class A common stock, \$0.0000001 par value: 1,000,000,000 shares authorized at December 31, 2019 and December 31, 2018; 352,386,562 and 323,546,864 issued and outstanding at December 31, 2019 and December 31, 2018, respectively. | — | — |
| Class B common stock, \$0.0000001 par value: 500,000,000 shares authorized at December 31, 2019 and December 31, 2018; 80,410,158 and 93,501,142 issued and outstanding at December 31, 2019 and December 31, 2018, respectively. | — | — |
| Additional paid-in capital | 2,223,749 | 2,012,328 |
| Accumulated other comprehensive income (loss) | 1,629 | (6,053) |
| Accumulated deficit | (510,328) | (885,774) |
| Total stockholders' equity | 1,715,050 | 1,120,501 |
| Total liabilities and stockholders' equity | \$ 4,551,258 | \$ 3,281,023 |

See accompanying notes to consolidated financial statements.

SQUARE, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)

| | Year Ended December 31, | | |
|---|--------------------------------|--------------------|--------------------|
| | 2019 | 2018 | 2017 |
| Revenue: | | | |
| Transaction-based revenue | \$ 3,081,074 | \$ 2,471,451 | \$ 1,920,174 |
| Subscription and services-based revenue | 1,031,456 | 591,706 | 252,664 |
| Hardware revenue | 84,505 | 68,503 | 41,415 |
| Bitcoin revenue | 516,465 | 166,517 | — |
| Total net revenue | <u>4,713,500</u> | <u>3,298,177</u> | <u>2,214,253</u> |
| Cost of revenue: | | | |
| Transaction-based costs | 1,937,971 | 1,558,562 | 1,230,290 |
| Subscription and services-based costs | 234,270 | 169,884 | 75,720 |
| Hardware costs | 136,385 | 94,114 | 62,393 |
| Bitcoin costs | 508,239 | 164,827 | — |
| Amortization of acquired technology | 6,950 | 7,090 | 6,544 |
| Total cost of revenue | <u>2,823,815</u> | <u>1,994,477</u> | <u>1,374,947</u> |
| Gross profit | <u>1,889,685</u> | <u>1,303,700</u> | <u>839,306</u> |
| Operating expenses: | | | |
| Product development | 670,606 | 497,479 | 321,888 |
| Sales and marketing | 624,832 | 411,151 | 253,170 |
| General and administrative | 436,250 | 339,245 | 250,553 |
| Transaction and loan losses | 126,959 | 88,077 | 67,018 |
| Amortization of acquired customer assets | 4,481 | 4,362 | 883 |
| Total operating expenses | <u>1,863,128</u> | <u>1,340,314</u> | <u>893,512</u> |
| Operating income (loss) | <u>26,557</u> | <u>(36,614)</u> | <u>(54,206)</u> |
| Gain on sale of asset group | (373,445) | — | — |
| Interest expense, net | 21,516 | 17,982 | 10,053 |
| Other expense (income), net | 273 | (18,469) | (1,595) |
| Income (loss) before income tax | <u>378,213</u> | <u>(36,127)</u> | <u>(62,664)</u> |
| Provision for income taxes | 2,767 | 2,326 | 149 |
| Net income (loss) | <u>\$ 375,446</u> | <u>\$ (38,453)</u> | <u>\$ (62,813)</u> |
| Net income (loss) per share: | | | |
| Basic | <u>\$ 0.88</u> | <u>\$ (0.09)</u> | <u>\$ (0.17)</u> |
| Diluted | <u>\$ 0.81</u> | <u>\$ (0.09)</u> | <u>\$ (0.17)</u> |
| Weighted-average shares used to compute net income (loss) per share: | | | |
| Basic | <u>424,999</u> | <u>405,731</u> | <u>379,344</u> |
| Diluted | <u>466,076</u> | <u>405,731</u> | <u>379,344</u> |

See accompanying notes to consolidated financial statements.

SQUARE, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In thousands)

| | Year Ended December 31, | | |
|--|--------------------------------|--------------------|--------------------|
| | 2019 | 2018 | 2017 |
| Net income (loss) | \$ 375,446 | \$ (38,453) | \$ (62,813) |
| Net foreign currency translation adjustments | 1,879 | (4,496) | 1,900 |
| Net unrealized gain on revaluation of intercompany loans | 75 | 303 | 385 |
| Net unrealized gain (loss) on marketable debt securities | 5,728 | (542) | (1,614) |
| Total comprehensive income (loss) | \$ 383,128 | \$ (43,188) | \$ (62,142) |

See accompanying notes to consolidated financial statements.

SQUARE, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands, except for number of shares)

| | Convertible preferred stock | | Class A and B common stock | | Additional paid-in capital | Accumulated other comprehensive income (loss) | Accumulated deficit | Total stockholders' equity |
|--|-----------------------------|--------|----------------------------|--------|----------------------------|---|---------------------|----------------------------|
| | Shares | Amount | Shares | Amount | | | | |
| Balance at December 31, 2016 | — | \$ — | 364,547,376 | \$ — | \$ 1,357,381 | \$ (1,989) | \$ (779,239) | \$ 576,153 |
| Net loss | — | — | — | — | — | — | (62,813) | (62,813) |
| Shares issued in connection with: | | | | | | | | |
| Exercise of stock options | — | — | 24,510,745 | — | 144,774 | — | — | 144,774 |
| Purchases under employee stock purchase plan | — | — | 1,670,045 | — | 17,859 | — | — | 17,859 |
| Vesting of restricted stock units | — | — | 5,964,153 | — | — | — | — | — |
| Vesting of early exercised stock options and other | — | — | — | — | 661 | — | — | 661 |
| Repurchase of common stock | — | — | (24,209) | — | — | — | — | — |
| Change in other comprehensive loss | — | — | — | — | — | 671 | — | 671 |
| Share-based compensation | — | — | — | — | 159,509 | — | — | 159,509 |
| Tax withholding related to vesting of restricted stock units | — | — | (1,474,035) | — | (44,682) | — | — | (44,682) |
| Conversion feature of convertible senior notes, due 2022, net of allocated debt issuance costs | — | — | — | — | 83,901 | — | — | 83,901 |
| Purchase of bond hedges in conjunction with issuance of convertible senior notes, due 2022 | — | — | — | — | (92,136) | — | — | (92,136) |
| Sale of warrants in conjunction with issuance of convertible senior notes, due 2022 | — | — | — | — | 57,244 | — | — | 57,244 |
| Payment for termination of Starbucks warrant | — | — | — | — | (54,808) | — | — | (54,808) |
| Cumulative adjustment due to adoption of new standard | — | — | — | — | 683 | — | (683) | — |
| Balance at December 31, 2017 | — | \$ — | 395,194,075 | \$ — | \$ 1,630,386 | \$ (1,318) | \$ (842,735) | \$ 786,333 |
| Net loss | — | — | — | — | — | — | (38,453) | (38,453) |
| Shares issued in connection with: | | | | | | | | |
| Exercise of stock options | — | — | 13,402,680 | — | 106,962 | — | — | 106,962 |
| Vesting of early exercised stock options and other | — | — | — | — | 177 | — | — | 177 |
| Purchases under employee stock purchase plan | — | — | 826,356 | — | 26,888 | — | — | 26,888 |
| Vesting of restricted stock units | — | — | 8,046,640 | — | — | — | — | — |
| Issuance of common stock in connection with business combination | — | — | 2,649,590 | — | 140,107 | — | — | 140,107 |
| Replacement stock awards issued in connection with acquisition | — | — | 24,613 | — | 899 | — | — | 899 |
| Repurchase of common stock | — | — | — | — | — | — | — | — |
| Change in other comprehensive loss | — | — | — | — | — | (4,735) | — | (4,735) |
| Share-based compensation | — | — | — | — | 226,182 | — | — | 226,182 |
| Tax withholding related to vesting of restricted stock units | — | — | (3,013,394) | — | (189,124) | — | — | (189,124) |
| Conversion feature of convertible senior notes, due 2023, net of allocated costs | — | — | — | — | 154,019 | — | — | 154,019 |

| | Convertible preferred stock | | Class A and B common stock | | Additional paid-in capital | Accumulated other comprehensive income (loss) | Accumulated deficit | Total stockholders' equity |
|--|-----------------------------|--------|----------------------------|--------|----------------------------|---|---------------------|----------------------------|
| | Shares | Amount | Shares | Amount | | | | |
| Purchase of bond hedges in conjunction with issuance of convertible senior notes, due 2023 | — | — | — | — | (172,586) | — | — | (172,586) |
| Sale of warrants in conjunction with issuance of convertible senior notes, due 2023 | — | — | — | — | 112,125 | — | — | 112,125 |
| Issuance of common stock in conjunction with the conversion of senior notes, due 2022 | — | — | 7,288,907 | — | (20,962) | — | — | (20,962) |
| Exercise of bond hedges in conjunction with the conversion of senior notes, due 2022 | — | — | (6,901,567) | — | — | — | — | — |
| Cumulative adjustment due to adoption of ASC 606 | — | — | — | — | — | — | (4,586) | (4,586) |
| Recovery of common stock in connection with indemnification settlement agreement | — | — | (469,894) | — | (2,745) | — | — | (2,745) |
| Balance at December 31, 2018 | — | \$ — | 417,048,006 | \$ — | \$ 2,012,328 | \$ (6,053) | \$ (885,774) | \$ 1,120,501 |
| Net income | — | — | — | — | — | — | 375,446 | 375,446 |
| Shares issued in connection with: | | | | | | | | |
| Exercise of stock options | — | — | 10,176,170 | — | 82,340 | — | — | 82,340 |
| Vesting of early exercised stock options and other | — | — | 426 | — | 36 | — | — | 36 |
| Purchases under employee stock purchase plan | — | — | 673,661 | — | 36,174 | — | — | 36,174 |
| Vesting of restricted stock units | — | — | 8,338,035 | — | — | — | — | — |
| Cancellation of restricted stock awards | — | — | (90,342) | — | — | — | — | — |
| Change in other comprehensive loss | — | — | — | — | — | 7,682 | — | 7,682 |
| Share-based compensation | — | — | — | — | 306,201 | — | — | 306,201 |
| Tax withholding related to vesting of restricted stock units | — | — | (3,077,807) | — | (212,264) | — | — | (212,264) |
| Issuance of common stock in conjunction with the conversion of senior notes, due 2022 | — | — | 127 | — | 3 | — | — | 3 |
| Exercise of bond hedges in conjunction with the conversion of senior notes, due 2022 | — | — | (250,763) | — | — | — | — | — |
| Recovery of common stock in connection with indemnification settlement agreement | — | — | (20,793) | — | (1,069) | — | — | (1,069) |
| Balance at December 31, 2019 | — | \$ — | 432,796,720 | \$ — | \$ 2,223,749 | \$ 1,629 | \$ (510,328) | \$ 1,715,050 |

See accompanying notes to consolidated financial statements.

SQUARE, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

| | Year Ended December 31, | | |
|--|--------------------------------|-------------------|-------------------|
| | 2019 | 2018 | 2017 |
| Cash flows from operating activities: | | | |
| Net income (loss) | \$ 375,446 | \$ (38,453) | \$ (62,813) |
| Adjustments to reconcile net loss to net cash provided by operating activities: | | | |
| Depreciation and amortization | 75,598 | 60,961 | 37,279 |
| Non-cash interest and other expense | 34,547 | 31,257 | 14,421 |
| Loss on extinguishment of long-term debt | — | 5,047 | — |
| Non-cash lease expense | 29,696 | — | — |
| Share-based compensation | 297,863 | 216,881 | 155,836 |
| Replacement stock awards issued in connection with acquisition | — | 899 | — |
| Gain on sale of asset group | (373,445) | — | — |
| Loss (gain) on revaluation of equity investment | 12,326 | (20,342) | — |
| Recovery of common stock in connection with indemnification settlement agreement | (1,069) | (2,745) | — |
| Transaction and loan losses | 126,959 | 88,077 | 67,018 |
| Change in deferred income taxes | (1,376) | (646) | (1,385) |
| Changes in operating assets and liabilities: | | | |
| Settlements receivable | (248,271) | 245,795 | (305,831) |
| Customer funds | (204,208) | (131,004) | (59,468) |
| Purchase of loans held for sale | (2,266,738) | (1,609,611) | (1,184,630) |
| Sales and principal payments of loans held for sale | 2,168,682 | 1,579,834 | 1,145,314 |
| Customers payable | 523,795 | 15,597 | 301,778 |
| Settlements payable | 41,697 | (60,651) | 63,637 |
| Charge-offs to accrued transaction losses | (78,325) | (58,192) | (46,148) |
| Other assets and liabilities | (47,478) | (27,624) | 2,703 |
| Net cash provided by operating activities | <u>465,699</u> | <u>295,080</u> | <u>127,711</u> |
| Cash flows from investing activities: | | | |
| Purchase of marketable debt securities | (992,583) | (1,000,346) | (544,910) |
| Proceeds from maturities of marketable debt securities | 430,888 | 197,454 | 168,224 |
| Proceeds from sale of marketable debt securities | 548,619 | 171,992 | 89,087 |
| Purchase of marketable debt securities from customer funds | (311,499) | (148,096) | — |
| Proceeds from maturities of marketable debt securities from customer funds | 158,055 | — | — |
| Proceeds from sale of marketable debt securities from customer funds | 17,493 | 48,334 | — |
| Purchase of property and equipment | (62,498) | (61,203) | (26,097) |
| Purchase of other investments | (15,250) | — | (25,000) |
| Proceeds from sale of equity investment | 33,016 | — | — |
| Purchase of intangible assets | — | (1,584) | — |
| Proceeds from sale of asset group | 309,324 | — | — |
| Business combinations, net of cash acquired | (20,372) | (112,399) | (1,915) |
| Net cash provided by (used in) investing activities: | <u>95,193</u> | <u>(905,848)</u> | <u>(340,611)</u> |
| Cash flows from financing activities: | | | |
| Proceeds from issuance of convertible senior notes, net | — | 855,663 | 428,250 |
| Purchase of convertible senior note hedges | — | (172,586) | (92,136) |
| Proceeds from issuance of warrants | — | 112,125 | 57,244 |
| Principal payment on conversion of senior notes | — | (219,384) | — |
| Payment for termination of Starbucks warrant | — | — | (54,808) |
| Proceeds from the exercise of stock options and purchases under the employee stock | 118,514 | 133,850 | 162,504 |
| Payments for tax withholding related to vesting of restricted stock units | (212,264) | (189,124) | (44,682) |
| Other financing activities | (5,124) | (4,789) | (1,439) |
| Net cash provided by (used in) financing activities | <u>(98,874)</u> | <u>515,755</u> | <u>454,933</u> |
| Effect of foreign exchange rate on cash and cash equivalents | 3,841 | (7,221) | 4,303 |
| Net increase (decrease) in cash, cash equivalents and restricted cash | 465,859 | (102,234) | 246,336 |
| Cash, cash equivalents and restricted cash, beginning of the year | <u>632,847</u> | <u>735,081</u> | <u>488,745</u> |
| Cash, cash equivalents and restricted cash, end of the year | <u>\$ 1,098,706</u> | <u>\$ 632,847</u> | <u>\$ 735,081</u> |

See accompanying notes to consolidated financial statements.

SQUARE, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business

Square, Inc. (together with its subsidiaries, Square or the Company) creates tools that empower businesses, sellers and individuals to participate in the economy. Square enables sellers to accept card payments and also provides reporting and analytics, and next-day settlement. Square's point-of-sale software and other business services help sellers manage inventory, locations, and employees; access financing; engage buyers; build a website or online store; and grow sales. Cash App is an easy way to send, spend, and store money. On October 31, 2019, the Company completed the sale of the Caviar business, a food ordering service. Square was founded in 2009 and is headquartered in San Francisco, with offices in the United States, Canada, Japan, Australia, Ireland, and the UK.

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America (U.S. GAAP) and include the accounts of the Company and its subsidiaries. All intercompany transactions and balances have been eliminated in consolidation.

Use of Estimates

The preparation of the Company's consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, as well as related disclosure of contingent assets and liabilities. Actual results could differ from the Company's estimates. To the extent that there are material differences between these estimates and actual results, the Company's financial condition or operating results will be materially affected. The Company bases its estimates on past experience and other assumptions that the Company believes are reasonable under the circumstances, and the Company evaluates these estimates on an ongoing basis.

Estimates, judgments, and assumptions in these consolidated financial statements include, but are not limited to, those related to revenue recognition, accrued transaction losses, contingencies, valuation of the debt component of convertible senior notes, valuation of loans held for sale, goodwill, acquired intangible assets and deferred revenue, income and other taxes, operating and financing lease right-of-use assets and related liabilities, assessing the likelihood of adverse outcomes from claims and disputes, and share-based compensation.

Revenue Recognition

On January 1, 2018, the Company adopted Accounting Standards Codification (ASC) 606, *Revenue from Contracts with Customers*, using the modified retrospective method applied to those contracts which were not completed as of January 1, 2018. Results for reporting periods beginning after January 1, 2018 are presented under ASC 606, while prior period amounts are not adjusted and continue to be reported in accordance with the Company's historic revenue recognition methodology under ASC 605, *Revenue Recognition*. Refer to Note 2 for the impact of this adoption.

Revenue is recognized when control of the promised goods or services is transferred to customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services.

Transaction-based revenue

The Company charges its sellers a transaction fee for managed payments solutions that is generally calculated as a percentage of the total transaction amount processed. The Company selectively offers custom pricing for certain sellers. The Company collects the transaction amount from the seller's customer's bank, net of acquiring interchange and assessment fees, processing fees, and bank settlement fees paid to third-party payment processors and financial institutions. The Company retains its fees and remits the net amount to the sellers.

The Company acts as the merchant of record for its sellers and works directly with payment card networks and banks so that its sellers do not need to manage the complex systems, rules, and requirements of the payments industry. The Company satisfies its performance obligations and therefore recognizes the transaction fees as revenue upon authorization of a transaction by the seller's customer's bank. The Company applies the optional exemption allowed under ASC 606 not to disclose consideration attributable to performance obligations for future transaction processing since the term of the contract with a seller is not defined and any future consideration on the contract would be dependent on the value and volume of transactions processed in the future, which are not determinable.

Revenue is recognized net of refunds, which arise from reversals of transactions initiated by sellers.

The transaction fees collected from sellers are recognized as revenue on a gross basis as the Company is the principal in the delivery of the managed payments solutions to the sellers. The Company has concluded it is the principal because as the merchant of record, it controls the services before delivery to the seller, it is primarily responsible for the delivery of the services to its sellers, and it has discretion in setting prices charged to sellers. The Company also has the unilateral ability to accept or reject a transaction based on criteria established by the Company. As the merchant of record, Square is liable for the costs of processing the transactions for its sellers, and records such costs within cost of revenue.

Subscription and services-based revenue

Subscription and services-based revenue is primarily comprised of revenue the Company generates from Instant Deposit and Cash Card, Square Capital, website hosting and domain name registration services, and various other software as a service (SaaS) products.

Instant Deposit is a functionality within the Cash App and the Company's managed payments solution that enables customers, including individuals and sellers, to instantly deposit funds into their bank accounts. The Company charges a per transaction fee which is recognized as revenue when customers instantly deposit funds to their bank account. The Company also offers Cash App customers the ability to use funds stored in the Cash App via a Visa prepaid card (Cash Card), for which the Company charges a per transaction fee that is recorded as revenue.

Square Capital facilitates a loan that is offered through a partnership with an industrial bank that is either repaid through withholding a percentage of the collections of the seller's receivables processed by the Company or a specified monthly amount. The Company generally facilitates loans to its sellers through a pre-qualification process that includes an analysis of the aggregated data of the seller's business which includes, but is not limited to, the seller's historical processing volumes, transaction count, chargebacks, growth, and length of time as a Square customer. The Company also facilitates loans to the customers of certain sellers as well as to the sellers of its partners who do not process payments through the Company. The loans are generally originated by a bank partner, from whom the Company purchases the loans obtaining all rights, title, and interest. The loans have no stated coupon rate but the seller is charged a one-time origination fee by the bank partner based upon their risk rating, which is derived primarily from processing activity. It is the Company's intent to sell all of its rights, title, and interest of these loans to third-party investors for an upfront fee when the loans are sold. The Company records the net amounts paid to the bank as the cost of the loans purchased and subsequently records a gain on sale of the loans to the third-party investors as revenue upon transfer of title. The Company is retained by the third-party investors to service the loans and earns a servicing fee for facilitating the repayment of these receivables through its managed payments solutions. The Company records servicing revenue as servicing is delivered. For the loans which are not immediately sold to third-party investors, the Company recognizes a portion of the expected seller repayments over the cost of the loans as revenue in proportion to the loan principal reduction.

Following the acquisition of Weebly in May 2018, the Company offers customers website hosting services for a fee that is generally billed at inception. The Company also acts as a reseller of domain names registration services for a registrar for a fee, which is also generally billed at inception. The Company considers that it satisfies its performance obligations over time and as such recognizes revenue ratably over the term of the relevant arrangements, which vary from one month to twenty four months for website hosting, and one year to ten years for domain name registration.

SaaS represents software products and solutions that provide customers with access to various technologies for a fee which is recognized as revenue ratably as the service is provided. The Company's contracts with customers are generally for a term of one month and renew automatically each month. The Company invoices its customers monthly. The Company considers that it satisfies its performance obligations over time each month as it provides the SaaS services to customers and hence recognizes revenue ratably over the month.

Subscription and services revenue also included revenue generated from Caviar, a food ordering platform that facilitated food delivery services that was sold by the Company on October 31, 2019. The performance obligations were the delivery of food orders from restaurants to customers and the provision of catered meals to corporate customers. For delivery of food orders, the Company charged fees to restaurants, as sellers, and also charged delivery and service fees to individuals. For provision of catered meals the Company charged corporate customers a fee. All fees were billed upon delivery of food orders or catered meals, when the Company considers that it has satisfied its performance obligations. Revenue was recognized upon delivery of the food orders or catered meals, net of refunds. Refunds were estimated based on historical experience.

Hardware revenue

The Company generates revenue through the sale of hardware through e-commerce and through its retail distribution channels. The Company satisfies its performance obligation upon delivery of hardware to its customers who include end user customers, distributors, and retailers. The Company allows for customer returns which are accounted for as variable consideration. The Company estimates these amounts based on historical experience and reduces revenue recognized. The Company invoices end user customers upon delivery of the products to customers, and payments from such customers are due upon invoicing. Distributors and retailers have payment terms that range from 30 to 90 days after delivery.

The Company offers hardware installment sales to customers with terms ranging from three to twenty four months. The Company allocates a portion of the consideration received from these arrangements to a financing component when it determines that a significant financing component exists. The financing component is subsequently recognized as financing revenue separate from hardware revenue, within subscription and services-based revenue, over the terms of the arrangement with the customer. Pursuant to practical expedients afforded under ASC 606, the Company does not recognize a financing component for hardware installment sales that have a term of one year or less.

Bitcoin revenue

During the fourth quarter of 2017, the Company started offering its Cash App customers the ability to purchase bitcoin, a cryptocurrency denominated asset, from the Company. The Company satisfies its performance obligation and records revenue when bitcoin is transferred to the customer's account.

Arrangements with Multiple Performance Obligations

The Company's contracts with customers generally do not include multiple performance obligations with differing patterns of revenue recognition, except for domain name registration offered with website hosting services sold after May 31, 2018 following the acquisition of Weebly (Note 7). The Company offers its customers the option to buy website hosting bundled with domain name registration, and infrequently the Company has offered its hardware customers free managed payments solutions with the purchase of its hardware as part of a marketing promotion. For such arrangements, the Company allocates revenue to each performance obligation based on its relative standalone selling price. The Company determines standalone selling prices based on the prices charged to customers since the Company's products and services are normally sold on a stand alone basis.

Cost of Revenue

Transaction-based costs

Transaction-based costs consist primarily of interchange and assessment fees, processing fees and bank settlement fees paid to third-party payment processors and financial institutions.

Subscription and services-based costs

Subscription and services-based costs consist primarily of Caviar-related costs, which included processing fees, payments to third-party couriers for deliveries and the cost of equipment provided to sellers. Caviar-related costs for catered meals also included food costs and personnel costs. Subscriptions and services-based costs also include costs associated with Cash Card and Instant Deposit.

Hardware costs

Hardware costs consist of all product costs associated with contactless and chip readers, chip card readers, Square Stand, Square Register, Square Terminal and third-party peripherals. Product costs consist of third-party manufacturing costs.

Bitcoin costs

Bitcoin cost of revenue comprises of the amounts the Company pays to purchase bitcoin, which will fluctuate in line with the price of bitcoin in the market.

Other Costs

Other costs such as employee costs including share based compensation, rent, and occupancy charges are generally not allocated to cost of revenues and are reflected in operating expenses.

Sales and Marketing Expenses

Advertising costs are expensed as incurred and included in sales and marketing expense in the consolidated statements of operations. Total advertising costs for the years ended December 31, 2019, 2018, and 2017 were \$142.7 million, \$101.9 million, and \$81.9 million, respectively. Costs associated with the Cash Card and certain peer-to-peer service offered to the Cash App customers for free are included in sales and marketing expenses as the Company consider these to be marketing tools to encourage the usage of Cash App.

Share-based Compensation

Share-based compensation expense relates to stock options, restricted stock awards (RSAs), restricted stock units (RSUs), and purchases under the Company's 2015 Employee Stock Purchase Plan (ESPP) which is measured based on the grant-date fair value. The fair value of RSAs and RSUs is determined by the closing price of the Company's common stock on each grant date. The fair value of stock options and ESPP shares granted to employees is estimated on the date of grant using the Black-Scholes-Merton option valuation model. This share-based compensation expense valuation model requires the Company to make assumptions and judgments regarding the variables used in the calculation. These variables include the expected term (weighted average period of time that the options granted are expected to be outstanding), the expected volatility of the Company's stock, expected risk-free interest rate and expected dividends. The Company uses the simplified calculation of expected term, as the Company does not have sufficient historical data to use any other method to estimate expected term. Expected volatility is based on a weighted average of the historical volatilities of the Company's common stock along with several entities with characteristics similar to those of the Company. The Company will continue to weight its own volatility more heavily as more of its own historical stock price information becomes available. Once its own historical data is equal to that of the expected term of option grants a peer group is no longer considered necessary. The expected risk-free rate is based on the U.S. Treasury yield curve in effect at the time of grant for periods corresponding with the expected life of the option. Share-based compensation expense is recorded on a straight-line basis over the requisite service period. The Company accounts for forfeitures as they occur.

Income and Other Taxes

The Company reports income taxes under the asset and liability approach. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, as well as net operating loss and tax credit carryforwards. Deferred tax amounts are determined by using the enacted tax rates expected to be in effect when the temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

A valuation allowance reduces the deferred tax assets to the amount that is more likely than not to be realized. The Company considers historical information, tax planning strategies, the expected timing of the reversal of existing temporary differences, and may rely on financial projections to support its position on the recoverability of deferred tax assets. The Company's judgment regarding future profitability contains significant assumptions and estimates of future operations. If such assumptions were to differ significantly from actual future results of operations, it may have a material impact on the Company's ability to realize its deferred tax assets. At the end of each period, the Company assesses the ability to realize the

deferred tax assets. If it is more likely than not that the Company would not realize the deferred tax assets, then the Company would establish a valuation allowance for all or a portion of the deferred tax assets.

The Company recognizes the effect of uncertain income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that has a greater than 50% likelihood of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. The Company records interest and penalties related to uncertain tax positions in the provision for income tax expense on the consolidated statements of operations.

Cash and Cash Equivalents and Restricted Cash

The Company considers all highly liquid investments, including money market funds, with an original maturity of three months or less when purchased to be cash equivalents.

As of December 31, 2019 and 2018, restricted cash of \$38.9 million and \$33.8 million, respectively, is related to pledged cash deposited into savings accounts at the financial institutions that process the Company's sellers' payment transactions and as collateral pursuant to an agreement with the originating bank for the Company's loan product. The Company uses the restricted cash to secure letters of credit with the financial institution to provide collateral for cash flow timing differences in the processing of these payments. The Company has recorded this amount as a current asset on the consolidated balance sheets due to the short-term nature of these cash flow timing differences and that there is no minimum time frame during which the cash must remain restricted. Additionally, this balance includes certain amounts held as collateral pursuant to multi-year lease agreements, discussed in the paragraph below that we expect to become unrestricted within the next year.

As of December 31, 2019 and 2018, the remaining restricted cash of \$12.7 million and \$15.8 million, respectively, is primarily related to cash held as collateral pursuant to multi-year lease agreements (Note 18). The Company has recorded this amount as a non-current asset on the consolidated balance sheets as the terms of the related leases extend beyond one year.

Concentration of Credit Risk

For the years ended December 31, 2019, 2018 and 2017, the Company had no customer that accounted for greater than 10% of total net revenue.

The Company had three third-party payment processors that represented approximately 48%, 29%, and 9% of settlements receivable as of December 31, 2019. The same three parties represented approximately 45%, 33%, and 9% of settlements receivable as of December 31, 2018. All other third-party processors were insignificant.

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents, restricted cash, marketable debt securities, settlements receivables, customer funds, and loans held for sale. The associated risk of concentration for cash and cash equivalents and restricted cash is mitigated by banking with creditworthy institutions. At certain times, amounts on deposit exceed federal deposit insurance limits. The associated risk of concentration for marketable debt securities is mitigated by holding a diversified portfolio of highly rated investments. Settlements receivable are amounts due from well-established payment processing companies and normally take one or two business days to settle which mitigates the associated risk of concentration. The associated risk of concentration for loans held for sale is partially mitigated by credit evaluations that are performed prior to facilitating the offering of loans and ongoing performance monitoring of the Company's loan customers.

Investments in marketable debt securities

The Company's short-term and long-term investments include marketable debt securities such as government and agency securities, corporate bonds, commercial paper and municipal securities. The Company determines the appropriate classification of its investments in marketable debt securities at the time of purchase and reevaluates such designation at each balance sheet date. The Company has classified and accounted for its marketable debt securities as available-for-sale. Investments are reviewed periodically to identify possible other-than-temporary impairments. If any impairment is considered other-than-temporary, the Company writes down the investment to its fair value and records the corresponding charge through other income (expense), net on its consolidated statements of operations. The Company carries these investments at fair value, and report the unrealized gains and losses, net of taxes, as a component of stockholders' equity, except for unrealized losses determined to be other-than-temporary, which we record within other expense (income), net. We determine any realized gains or losses on the sale of marketable debt securities on a specific identification method, and we record such gains and losses as a component of other expense (income), net.

Investments in equity securities

The Company holds marketable and non-marketable equity investments, over which the Company does not have a controlling interest or significant influence. Marketable equity investments are measured using quoted prices in active markets with changes recorded in Other income (expense), net on the consolidated statements of operations. Non-marketable equity investments have no readily determinable fair values and are measured using the measurement alternative, which is defined as cost, less impairment, adjusted for observable price changes from orderly transactions for identical or similar investments of the same issuer. Adjustments are recorded in Other income (expense), net on the consolidated statements of operations.

Non-marketable equity investments are valued using significant unobservable inputs or data in an inactive market and the valuation requires our judgment due to the absence of market prices and inherent lack of liquidity. The carrying value for these investments is not adjusted if there are no observable transactions for identical or similar investments of the same issuer or if there are no identified events or changes in circumstances that may indicate impairment. Valuations of non-marketable equity investments are inherently complex due to the lack of readily available market data. In addition, the determination of whether an orderly transaction is for an identical or similar investment requires significant management judgment, including understanding the differences in the rights and obligations of the investments and the extent to which those differences would affect the fair values of those investments.

The Company assesses the impairment of its non-marketable equity investments on a quarterly basis. The impairment analysis encompasses an assessment of the severity and duration of the impairment and a qualitative and quantitative analysis of other key factors including the investee's financial metrics, market acceptance of the investee's product or technology, other competitive products or technology in the market, general market conditions, and the rate at which the investee is using its cash. If the investment is considered to be impaired, the Company will record an impairment in Other income (expense), net on the consolidated statements of operations and establish a new carrying value for the investment.

Customer funds

Customer funds held in deposit represent Cash App customers' stored balances that customers would later use to send money or make payments, or customers cash in transit. During the year ended December 31, 2018, the Company started investing a portion of these stored balances in short-term marketable debt securities (Note 4). The Company determines the appropriate classification of the investments in marketable debt securities within customer funds at the time of purchase and reevaluates such designation at each balance sheet date. The Company has classified and accounted for its marketable debt securities within customer funds as available-for-sale.

Fair Value of Financial Instruments

The Company applies fair value accounting for all financial assets and liabilities and non-financial assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring basis. Fair value accounting establishes a three-level hierarchy priority for disclosure of assets and liabilities recorded at fair value. The ordering of priority reflects the degree to which objective prices in external active markets are available to measure fair value. The classification of assets and liabilities within the hierarchy is based on whether the inputs to the valuation methodology used for measurement are observable or unobservable.

The Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible. The Company determines fair value based on assumptions that market participants would use in pricing an asset or liability in the principal or most advantageous market. When considering market participant assumptions in fair value measurements, the following fair value hierarchy distinguishes between observable and unobservable inputs, which are categorized in one of the following levels:

- Level 1 Inputs: Unadjusted quoted prices in active markets for identical assets or liabilities accessible to the reporting entity at the measurement date.
- Level 2 Inputs: Other than quoted prices included in Level 1 Inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.
- Level 3 Inputs: Unobservable inputs for the asset or liability used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at measurement date.

Loans Held for Sale

The Company classifies customer loans as held for sale upon purchase from an industrial bank partner, as there is an available market for such loans and it is the Company's intent to sell all of its rights, title, and interest in these loans to third-party investors. Loans held for sale are recorded at the lower of amortized cost or fair value determined on an individual loan basis. To determine the fair value the Company utilizes industry-standard valuation modeling, such as discounted cash flow models, taking into account the estimated timing and amounts of periodic repayments. The Company recognizes a charge within transaction and loan losses on the consolidated statement of operations whenever the amortized cost of a loan exceeds its fair value, with such charges being reversed for subsequent increases in fair value, but only to the extent that such reversals do not result in the amortized cost of a loan exceeding its fair value. A loan that is initially designated as held for sale may be reclassified to held for investment if and when the Company's intent for that loan changes. There have been no reclassifications made to date.

Settlements Receivable

Settlements receivable represents amounts due from third-party payment processors for customer transactions. Settlements receivable are typically received within one or two business days of the transaction date. No valuation allowances have been established, as funds are due from large, well-established financial institutions with no historical collections issue.

Inventory

Inventory is comprised of contactless and chip readers, chip card readers, Square Stand, Square Register, Square Terminal and third-party peripherals, as well as component parts that are used to manufacture these products. Inventory is stated at the lower of cost (generally on a first-in, first-out basis) or net realizable value. Inventory that is obsolete or in excess of forecasted usage is written down to its net realizable value based on the estimated selling prices in the ordinary course of business. The Company's inventory is held at third party warehouses and contract manufacturer premises.

Deferred Revenue

Deferred revenue is primarily comprised of payments for website hosting and domain name registration received from customers at inception of the arrangements prior to the services being rendered. Deferred revenue also includes unearned revenue related to managed payments services offered in conjunction with hardware sales for which the cash payments from customers are received and due upon the sale of the hardware.

Cryptocurrency transactions

During the fourth quarter of 2017, the Company started offering its Cash App customers the ability to purchase bitcoin, a cryptocurrency denominated asset, from the Company. The Company purchases bitcoin from private broker dealers or from Cash App customers. Upon purchase, the Company records the cost of bitcoin within other current assets in its consolidated balance sheets. Upon sale, the Company records the total sale amount received from customers as bitcoin revenue and the associated cost as cost of revenue. The Company does not hold bitcoin for speculation purposes. The carrying value of bitcoin held by the Company was \$1.0 million and \$0.2 million as of December 31, 2019 and 2018, respectively. The Company assesses the carrying value of bitcoin held by the Company at each reporting date and records an impairment charge if the carrying value exceeds the fair value. Losses on bitcoin for the years ended December 31, 2019, 2018, and 2017 were insignificant.

Property and Equipment

Property and equipment are recorded at historical cost less accumulated depreciation, which is computed on a straight-line basis over the asset's estimated useful life. The estimated useful lives of property and equipment are described below:

| Property and Equipment | Useful Life |
|------------------------------------|---|
| Capitalized software | 18 months |
| Computer and data center equipment | Two to three years |
| Furniture and fixtures | Seven years |
| Leasehold improvements | Lesser of ten years or remaining lease term |

When assets are retired or otherwise disposed of, the cost and related accumulated depreciation are removed from their respective accounts, and any gain or loss on such sale or disposal is reflected in operating expenses.

Capitalized Software

The Company capitalizes certain costs incurred in developing internal-use software when capitalization requirements have been met. Costs prior to meeting the capitalization requirements are expensed as incurred. Capitalized costs are included in property and equipment, net, and amortized on a straight-lined basis over the estimated useful life of the software and included in product development costs on the consolidated statements of operations. The Company capitalized \$22.5 million, \$24.0 million and \$9.8 million of internally developed software during the years ended December 31, 2019, 2018 and 2017, respectively, and recognized \$18.9 million, \$10.6 million and \$6.6 million of amortization expense during the years ended December 31, 2019, 2018 and 2017, respectively.

Leases

The Company leases office space and equipment under non-cancellable finance and operating leases with various expiration dates.

The Company adopted Accounting Standards Codification (ASC) 842, *Leases* (ASC 842) on January 1, 2019, and elected the optional transition method to apply the transition provisions from the effective date of adoption, which requires the Company to report the cumulative effect of the adoption of the standard on the date of adoption with no changes to the prior period balances. Pursuant to the practical expedients, the Company elected not to reassess: (i) whether expired or existing contracts are or contain leases, (ii) the lease classification for any expired or existing leases, or, (iii) initial direct costs for any existing leases. The Company elected to apply the short-term lease measurement and recognition exemption to its leases where applicable. Operating lease right-of-use assets and operating lease liabilities are recognized at the present value of the future lease payments, generally for the base noncancellable lease term, at the lease commencement date for each lease. The interest rate used to determine the present value of the future lease payments is the Company's incremental borrowing rate because the interest rate implicit in most of the Company's leases is not readily determinable. The Company's incremental borrowing rate is estimated to approximate the interest rate that the Company would pay to borrow on a collateralized basis with similar terms and payments as the lease, and in economic environments where the leased asset is located. Operating lease right-of-use assets also include any prepaid lease payments and lease incentives. The Company's lease agreements generally contain lease and non-lease components. Non-lease components, which primarily include payments for maintenance and utilities, are combined with lease payments and accounted for as a single lease component. The Company includes the fixed non-lease components in the determination of the right-of-use assets and operating lease liabilities. The Company records the amortization of the right of use asset and the accretion of lease liability as a component of rent expense in the consolidated statement of operations. The accounting for finance leases remained substantially unchanged.

Upon adoption of ASC 842, the Company recognized \$112.0 million of operating right-of-use lease assets and \$135.6 million of operating lease liabilities on its consolidated balance sheet. Additionally, the Company derecognized \$149.0 million related to the build-to-suit asset and liability upon adoption of this standard because the Company was no longer deemed to be the owner of the related asset under construction under the new standard.

When lease agreements provide allowances for leasehold improvements, the Company assesses whether it is the owner of the leasehold improvements for accounting purposes. When the Company concludes that it is the owner, it capitalizes the leasehold improvement assets and recognizes the related depreciation expense on a straight-line basis over the lesser of the lease term or the estimated useful life of the asset. Additionally, the Company recognizes the amounts of allowances to be received from the lessor as a reduction of the lease liability and the associated right of use asset. When the Company concludes that it is not the owner, the payments that the Company makes towards the leasehold improvements are accounted as a component of the lease payments.

The Company records a liability for the estimated fair value for any asset retirement obligation (ARO) associated with its leases, with an offsetting asset. In the determination of the fair value of AROs, the Company uses various assumptions and judgments, including such factors as the existence of a legal obligation, estimated amounts and timing of settlements, and discount and inflation rates. The liability is subsequently accreted while the asset is depreciated. As of December 31, 2019, the Company had a liability for AROs, gross of accretion, of \$3.6 million and an associated asset, net of depreciation, of \$1.6 million.

Business Combinations

The purchase price of an acquisition is allocated to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values at the acquisition dates. The excess of total consideration over the fair values of the assets acquired and the liabilities assumed is recorded as goodwill. During the measurement period, which may be up to one year from the acquisition date, the Company may record adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. Upon the conclusion of the measurement period or final determination of the values of

assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments would be recorded on the consolidated statements of operations.

Long-Lived Assets, including Goodwill and Acquired Intangibles

The Company evaluates the recoverability of property and equipment and finite lived intangible assets for impairment whenever events or circumstances indicate that the carrying amounts of such assets may not be recoverable. Recoverability is measured by comparing the carrying amount of an asset or an asset group to estimated undiscounted future net cash flows expected to be generated. If the carrying amount of the long-lived asset or asset group is not recoverable on an undiscounted cash flow basis, an impairment is recognized to the extent that the carrying amount exceeds its fair value. Fair value is determined through various valuation techniques including discounted cash flow models, quoted market values, and third-party independent appraisals, as considered necessary. For the periods presented, the Company had recorded no impairment charges.

The Company performs a goodwill impairment test annually on December 31 and more frequently if events and circumstances indicate that the asset might be impaired. An impairment loss is recognized to the extent that the carrying amount exceeds the reporting unit's fair value. The Company has concluded that its business operations as a whole comprise one reporting unit. The Company has the option to first assess qualitative factors to determine whether events or circumstances indicate that it is more likely than not that the fair value of a reporting unit is less than its carrying amount and determine whether further action is needed. If, after assessing the totality of events or circumstances, the Company determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. For the periods presented, the Company had recorded no impairment charges.

Acquired intangibles consist of acquired technology and customer relationships associated with various acquisitions. Acquired technology is amortized over its estimated useful life on a straight-line basis within cost of revenue. Customer relationships acquired are amortized on a straight-line basis over their estimated useful lives within operating expenses. The Company evaluates the remaining estimated useful life of its intangible assets being amortized on an ongoing basis to determine whether events and circumstances warrant a revision to the remaining period of amortization.

Assets Held for Sale

The Company classifies an asset group ('asset') as held for sale in the period that (i) it has approved and committed to a plan to sell the asset, (ii) the asset is available for immediate sale in its present condition, (iii) an active program to locate a buyer and other actions required to sell the asset have been initiated, (iv) the sale of the asset is probable and transfer of the asset is expected to qualify for recognition as a completed sale within one year (subject to certain events or circumstances), (v) the asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value, and (vi) it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn. The Company initially and subsequently measures a long-lived asset that is classified as held for sale at the lower of its carrying value or fair value less any costs to sell. Any loss resulting from this measurement is recognized in other income (expenses), net, in the consolidated statement of operations. Conversely, gains are generally not recognized on the sale of a long-lived asset until the date of sale. Upon designation as an asset held for sale, the Company stops recording depreciation or amortization expense on the asset. The Company assesses the fair value of assets held for sale less any costs to sell at each reporting period until the asset is sold or is no longer classified as held for sale. Upon sale of the asset any excess of the sale proceeds over the carrying value of the asset is recorded as a gain on sale of asset group in the consolidated statement of operations.

Customers Payable

Customers payable represents the transaction amounts, less revenue earned by the Company, owed to sellers or Cash App customers. The payable amount comprises amounts owed to customers due to timing differences as the Company typically settles within one business day, amounts held by the Company in accordance with its risk management policies, and amounts held for customers who have not yet linked a bank account. This balance also includes the Company's liability for customer funds held on deposit in the Cash App.

Accrued Transaction Losses

The Company establishes a reserve for estimated transaction losses due to chargebacks, which represent a potential loss due to disputes between a seller and their customer or due to a fraudulent transaction. This also includes estimated transaction losses on Cash App activity related to peer-to-peer payments sent from a credit card, Cash for Business and Cash Card. The reserve is estimated based on available data as of the reporting date, including expectations of future chargebacks, and historical trends related to loss rates. Additions to the reserve are reflected in current operating results, while realized losses are offset against the reserve. These amounts are classified within transaction and loan losses on the consolidated statements of operations, except for the amounts associated with the peer-to-peer service offered to Cash App customers for free that is classified within sales and marketing expenses.

Recent Accounting Pronouncements

Recently adopted accounting pronouncements

In June 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2016-13, Financial Instruments - Credit Losses, which requires the measurement and recognition of expected credit losses for financial assets held. It also eliminates the concept of other-than-temporary impairment and requires credit losses related to available for sale debt securities to be recorded through an allowance for credit losses rather than as a reduction in the amortized cost basis of the securities. This guidance is effective for financial statements issued for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years. The Company adopted this guidance effective January 1, 2020 and has applied the guidance prospectively. The Company has determined that the new guidance does not have a material impact on the balances reported in its consolidated financial statements and will include additional disclosures in the first reporting period subsequent to adoption. Beginning with the first quarter of 2020, the Company will expand disclosures in the financial statements to discuss how it develops its expected credit loss estimates, the methodology applied to estimate the allowance for credit losses, and the factors that influence the Company's estimates. For available for sale debt securities with unrealized losses where the Company concludes that an allowance for credit losses is not necessary, the Company will disclose the associated fair value of such securities as well as the basis for conclusions that an allowance for credit losses was not necessary, aggregated by major investment category and length of time that individual securities have been in a continuous unrealized loss position. For available for sale debt securities subject to credit losses, the Company will disclose the methodology and significant inputs used to measure the allowance for credit losses, the Company's policy of recognizing uncollectible available for sale debt securities, and provide a tabular roll forward of the credit losses by major security type.

In January 2017, the FASB issued ASU No. 2017-04, Simplifying the Test for Goodwill Impairment. The new guidance eliminates the requirement to calculate the implied fair value of goodwill assuming a hypothetical purchase price allocation (i.e., Step 2 of the goodwill impairment test) to measure a goodwill impairment charge. Instead, entities will record an impairment charge based on the excess of a reporting unit's carrying amount over its fair value, not to exceed the carrying amount of goodwill. This standard should be adopted when the Company performs its annual or any interim goodwill impairment tests in fiscal years beginning after December 15, 2019, with early adoption permitted for interim or annual goodwill impairment performed on testing dates after January 1, 2017. The amendments should be applied on a prospective basis. The Company adopted this guidance effective January 1, 2020 and will apply the guidance for the 2020 annual goodwill impairment test which will be performed as of December 31. The adoption of this guidance did not have a material impact on the consolidated financial statements and related disclosures.

In July 2018, the FASB issued ASU 2018-13, *Changes to the Disclosure Requirements for Fair Value Measurement*, which will remove, modify, and add disclosure requirements for fair value measurements to improve the overall usefulness of such disclosures. This guidance is effective for financial statements issued for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years, with early adoption permitted for any removed or modified disclosure requirements. Transition is on a prospective basis for the new and modified disclosures, and on a retrospective basis for disclosures that have been eliminated. The Company adopted this guidance effective January 1, 2020 and has applied the guidance prospectively, and will include additional disclosures required by the new guidance relating to significant unobservable inputs used to develop Level 3 fair value measurements in the first quarter of 2020.

Recently issued accounting pronouncements not yet adopted

In August 2018, the FASB issued ASU 2018-15, *Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract*, which is intended to align the requirements for capitalization of implementation costs incurred in a cloud computing arrangement that is a service contract with the existing guidance for internal-use software. This guidance is effective for financial statements issued for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years, with early adoption permitted. The guidance provides flexibility in adoption, allowing for either retrospective adjustment or prospective adjustment for all implementation costs incurred after the date of adoption. The Company does not expect the adoption of this guidance to have a material impact on the consolidated financial statements and related disclosures.

In April 2019, the FASB issued ASU 2019-04, *Codification Improvements to Topic 326, Financial Instruments — Credit Losses, Topic 815, Derivatives and Hedging, and Topic 825, Financial Instruments*. The amendments clarify the scope of the credit losses standard and among other things. With respect to hedge accounting, the amendments address partial-term fair value hedges and fair value hedge basis adjustments, among other things. On recognizing and measuring financial instruments, they address the scope of the guidance, the requirement for remeasurement to fair value when using the measurement alternative, and certain disclosure requirements among other things. This guidance is effective for financial statements issued for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years, with early adoption permitted as long an entity has also adopted the amendments in ASU 2016-13. The Company does not expect the adoption of this guidance to have a material impact on the consolidated financial statements and related disclosures.

In December 2019, the FASB issued ASU 2019-12, *Income Taxes: Simplifying the Accounting for Income Taxes*, as part of its overall simplification initiative to reduce costs and complexity of applying accounting standards while maintaining or improving the usefulness of the information provided to users of financial statements. Among other things, the new guidance simplifies intraperiod tax allocation and reduces the complexity in accounting for income taxes with year-to-date losses in interim periods. The guidance is effective for financial statements issued for fiscal years beginning after December 15, 2020, and interim periods within those fiscal years, with early adoption permitted. The Company does not expect the adoption of this guidance to have a material impact on the consolidated financial statements and related disclosures.

NOTE 2 - REVENUE

Adoption of ASC 606, Revenue from Contracts with Customers

The Company recorded a net reduction to retained earnings of \$4.6 million as of January 1, 2018, due to the cumulative impact of adopting ASC 606, primarily related to the effect on revenue and associated cost of revenue from hardware sold through the retail distribution channels and hardware installment sales. The impact to revenue for the year ended December 31, 2018 was an increase of \$6.4 million as a result of applying ASC 606.

Practical Expedients

The Company does not recognize a financing component for hardware installment sales that have a term of one year or less.

The following table presents the Company's revenue disaggregated by revenue source (in thousands):

| | Year Ended December 31, | | |
|---|-------------------------|--------------|--------------|
| | 2019 | 2018 | 2017 |
| Revenue from Contracts with Customers: | | | |
| Transaction-based revenue | \$ 3,081,074 | \$ 2,471,451 | \$ 1,920,174 |
| Subscription and services-based revenue | 883,922 | 499,010 | 185,485 |
| Hardware revenue | 84,505 | 68,503 | 41,415 |
| Bitcoin revenue | 516,465 | 166,517 | — |
| Revenue from other sources: | | | |
| Subscription and services-based revenue | \$ 147,534 | \$ 92,696 | \$ 67,179 |

The deferred revenue balances were as follows (in thousands):

| | Year Ended December 31, | |
|---|-------------------------|----------|
| | 2019 | 2018 |
| Deferred revenue, beginning of the period | \$ 36,451 | \$ 5,893 |
| Less: cumulative impact of the adoption of ASC 606 | — | (4,303) |
| Deferred revenue, beginning of the period, as adjusted | 36,451 | 1,590 |
| Deferred revenue, end of the period | 44,331 | 36,451 |
| Deferred revenue arising from business combination | — | 22,800 |
| Revenue recognized in the period from amounts included in deferred revenue at the beginning of the period | \$ 31,510 | \$ 1,590 |

NOTE 3 - INVESTMENTS IN DEBT SECURITIES

The Company's short-term and long-term investments as of December 31, 2019 are as follows (in thousands):

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|------------------------------------|-------------------|------------------------------|-------------------------------|-------------------|
| Short-term debt securities: | | | | |
| U.S. agency securities | \$ 131,124 | \$ 409 | \$ (11) | \$ 131,522 |
| Corporate bonds | 67,169 | 580 | (28) | 67,721 |
| Municipal securities | 6,667 | 109 | — | 6,776 |
| U.S. government securities | 264,069 | 1,083 | (17) | 265,135 |
| Foreign securities | 21,270 | 48 | (16) | 21,302 |
| Total | \$ 490,299 | \$ 2,229 | \$ (72) | \$ 492,456 |
| Long-term debt securities: | | | | |
| U.S. agency securities | \$ 63,645 | \$ 612 | \$ (189) | \$ 64,068 |
| Corporate bonds | 141,307 | 1,832 | (61) | 143,078 |
| Municipal securities | 9,594 | 151 | (39) | 9,706 |
| U.S. government securities | 294,682 | 1,287 | (190) | 295,779 |
| Foreign securities | 24,625 | 86 | (39) | 24,672 |
| Total | \$ 533,853 | \$ 3,968 | \$ (518) | \$ 537,303 |

The Company's short-term and long-term investments as of December 31, 2018 are as follows (in thousands):

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|------------------------------------|-------------------|------------------------------|-------------------------------|-------------------|
| Short-term debt securities: | | | | |
| U.S. agency securities | \$ 80,160 | \$ 32 | \$ (70) | \$ 80,122 |
| Corporate bonds | 109,807 | 80 | (368) | 109,519 |
| Municipal securities | 27,839 | 52 | (59) | 27,832 |
| U.S. government securities | 292,615 | 161 | (509) | 292,267 |
| Foreign securities | 31,263 | 4 | (16) | 31,251 |
| Total | \$ 541,684 | \$ 329 | \$ (1,022) | \$ 540,991 |
| Long-term debt securities: | | | | |
| U.S. agency securities | \$ 114,444 | \$ 194 | \$ (78) | \$ 114,560 |
| Corporate bonds | 159,783 | 419 | (950) | 159,252 |
| Municipal securities | 28,453 | 167 | (26) | 28,594 |
| U.S. government securities | 153,743 | 553 | (172) | 154,124 |
| Foreign securities | 8,122 | 28 | — | 8,150 |
| Total | \$ 464,545 | \$ 1,361 | \$ (1,226) | \$ 464,680 |

The amortized cost of investments classified as cash equivalents approximated the fair value due to the short-term nature of the investments.

For the years ended December 31, 2019, 2018 and 2017, gains or losses realized on the sale of investments were not material. Investments are reviewed periodically to identify possible other-than-temporary impairments. As the Company has

the ability and intent to hold these investments with unrealized losses for a reasonable period of time sufficient for the recovery of fair value, which may be maturity, the Company does not consider these investments to be other-than-temporarily impaired for any of the periods presented.

The Company's gross unrealized losses and fair values for those investments that were in an unrealized loss position as of December 31, 2019 and 2018, aggregated by investment category and the length of time that individual securities have been in a continuous loss position are as follows (in thousands):

| | December 31, 2019 | | | | | |
|------------------------------------|---------------------|-------------------------|------------------------|-------------------------|------------------|-------------------------|
| | Less than 12 months | | Greater than 12 months | | Total | |
| | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |
| Short-term debt securities: | | | | | | |
| U.S. agency securities | \$ 23,896 | \$ (9) | \$ 4,996 | \$ (2) | \$ 28,892 | \$ (11) |
| Corporate bonds | 5,507 | (27) | 2,502 | (1) | 8,009 | (28) |
| Municipal securities | 1,004 | — | — | — | 1,004 | — |
| U.S. government securities | 21,481 | (8) | 14,984 | (9) | 36,465 | (17) |
| Foreign securities | 13,499 | (16) | — | — | 13,499 | (16) |
| Total | <u>\$ 65,387</u> | <u>\$ (60)</u> | <u>\$ 22,482</u> | <u>\$ (12)</u> | <u>\$ 87,869</u> | <u>\$ (72)</u> |
| Long-term debt securities: | | | | | | |
| U.S. agency securities | \$ 16,740 | \$ (189) | \$ — | \$ — | \$ 16,740 | \$ (189) |
| Corporate bonds | 16,708 | (61) | — | — | 16,708 | (61) |
| Municipal securities | 1,005 | (39) | — | — | 1,005 | (39) |
| U.S. government securities | 42,210 | (162) | — | (28) | 42,210 | (190) |
| Foreign securities | 16,383 | (39) | — | — | 16,383 | (39) |
| Total | <u>\$ 93,046</u> | <u>\$ (490)</u> | <u>\$ —</u> | <u>\$ (28)</u> | <u>\$ 93,046</u> | <u>\$ (518)</u> |

| | December 31, 2018 | | | | | |
|------------------------------------|-------------------|-------------------------|-------------------|-------------------------|-------------------|-------------------------|
| | Less than | | Greater | | Total | |
| | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |
| Short-term debt securities: | | | | | | |
| U.S. agency securities | \$ 78,134 | \$ (70) | \$ — | \$ — | \$ 78,134 | \$ (70) |
| Corporate bonds | 38,052 | (61) | 62,479 | (307) | 100,531 | (368) |
| Municipal securities | 2,251 | (1) | 22,915 | (58) | 25,166 | (59) |
| U.S. government securities | 240,979 | (148) | 41,131 | (361) | 282,110 | (509) |
| Foreign securities | 27,280 | (16) | — | — | 27,280 | (16) |
| Total | <u>\$ 386,696</u> | <u>\$ (296)</u> | <u>\$ 126,525</u> | <u>\$ (726)</u> | <u>\$ 513,221</u> | <u>\$ (1,022)</u> |
| Long-term debt securities: | | | | | | |
| U.S. agency securities | \$ 20,504 | \$ (29) | \$ 10,133 | \$ (49) | \$ 30,637 | \$ (78) |
| Corporate bonds | 119,333 | (824) | 20,306 | (126) | 139,639 | (950) |
| Municipal securities | 9,701 | (14) | 3,260 | (12) | 12,961 | (26) |
| U.S. government securities | 25,850 | (32) | 24,576 | (140) | 50,426 | (172) |
| Foreign securities | 1,000 | — | — | — | 1,000 | — |
| Total | <u>\$ 176,388</u> | <u>\$ (899)</u> | <u>\$ 58,275</u> | <u>\$ (327)</u> | <u>\$ 234,663</u> | <u>\$ (1,226)</u> |

The contractual maturities of the Company's short-term and long-term investments as of December 31, 2019 are as follows (in thousands):

| | Amortized Cost | Fair Value |
|--------------------------|---------------------------|---------------------|
| Due in one year or less | \$ 490,299 | \$ 492,456 |
| Due in one to five years | 533,853 | 537,303 |
| Total | <u>\$ 1,024,152</u> | <u>\$ 1,029,759</u> |

NOTE 4 - CUSTOMER FUNDS

The following table presents the assets underlying customer funds (in thousands):

| | December 31, 2019 | December 31, 2018 |
|------------------------------------|----------------------|----------------------|
| Cash | \$ 422,459 | \$ 158,697 |
| Cash Equivalents: | | |
| Money market funds | 233 | 18 |
| U.S. agency securities | 8,585 | 39,991 |
| U.S. government securities | 6,984 | 35,349 |
| Short-term debt securities: | | |
| U.S. agency securities | — | 27,291 |
| U.S. government securities | 238,031 | 72,671 |
| Total | <u>\$ 676,292</u> | <u>\$ 334,017</u> |

The Company's investments within customer funds as of December 31, 2019 are as follows (in thousands):

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|------------------------------------|-------------------|------------------------------|-------------------------------|-------------------|
| Short-term debt securities: | | | | |
| U.S. government securities | \$ 237,909 | \$ 144 | \$ (22) | \$ 238,031 |
| Total | <u>\$ 237,909</u> | <u>\$ 144</u> | <u>\$ (22)</u> | <u>\$ 238,031</u> |

The Company's investments within customer funds as of December 31, 2018 are as follows (in thousands):

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|------------------------------------|-------------------|------------------------------|-------------------------------|------------------|
| Short-term debt securities: | | | | |
| U.S. agency securities | \$ 27,293 | \$ 2 | \$ (4) | \$ 27,291 |
| U.S. government securities | 72,662 | 12 | (3) | 72,671 |
| Total | <u>\$ 99,955</u> | <u>\$ 14</u> | <u>\$ (7)</u> | <u>\$ 99,962</u> |

The amortized cost of investments classified as cash equivalents approximated the fair value due to the short-term nature of the investments.

For the periods presented, gains or losses realized on the sale of investments were not material. Investments are reviewed periodically to identify possible other-than-temporary impairments. As the Company has the ability and intent to hold these investments with unrealized losses for a reasonable period of time sufficient for the recovery of fair value, which may be maturity, the Company does not consider these investments to be other-than-temporarily impaired for any of the periods presented.

The gross unrealized losses and fair values for those investments that were in an unrealized loss position as of December 31, 2019 and 2018, aggregated by investment category and the length of time that individual securities have been in a continuous loss position are as follows (in thousands):

| | December 31, 2019 | | | | | |
|------------------------------------|---------------------|-------------------------|------------------------|-------------------------|------------|-------------------------|
| | Less than 12 months | | Greater than 12 months | | Total | |
| | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |
| Short-term debt securities: | | | | | | |
| U.S. government securities | \$ 56,984 | \$ (22) | \$ — | \$ — | \$ 56,984 | \$ (22) |
| Total | \$ 56,984 | \$ (22) | \$ — | \$ — | \$ 56,984 | \$ (22) |

| | December 31, 2018 | | | | | |
|------------------------------------|---------------------|-------------------------|------------------------|-------------------------|------------|-------------------------|
| | Less than 12 months | | Greater than 12 months | | Total | |
| | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |
| Short-term debt securities: | | | | | | |
| U.S. agency securities | \$ 11,843 | \$ (4) | \$ — | \$ — | \$ 11,843 | \$ (4) |
| U.S. government securities | 34,818 | (3) | — | — | 34,818 | (3) |
| Total | \$ 46,661 | \$ (7) | \$ — | \$ — | \$ 46,661 | \$ (7) |

The contractual maturities of the Company's investments within customer funds as of December 31, 2019 are as follows (in thousands):

| | Amortized Cost | Fair Value |
|--------------------------|----------------|------------|
| Due in one year or less | \$ 237,909 | \$ 238,031 |
| Due in one to five years | — | — |
| Total | \$ 237,909 | \$ 238,031 |

NOTE 5 - FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company measures its cash equivalents, customer funds, short-term and long-term marketable debt securities, and marketable equity investments at fair value. The Company classifies these investments within Level 1 or Level 2 of the fair value hierarchy because the Company values these investments using quoted market prices or alternative pricing sources and models utilizing market observable inputs.

The Company's financial assets and liabilities that are measured at fair value on a recurring basis are classified as follows (in thousands):

| | December 31, 2019 | | | December 31, 2018 | | |
|------------------------------------|--------------------|-------------------|-------------|-------------------|-------------------|-------------|
| | Level 1 | Level 2 | Level 3 | Level 1 | Level 2 | Level 3 |
| Cash Equivalents: | | | | | | |
| Money market funds | \$ 213,576 | \$ — | \$ — | \$ 218,109 | \$ — | \$ — |
| U.S. agency securities | — | 19,976 | — | — | 46,423 | — |
| Commercial paper | — | — | — | — | — | — |
| U.S. government securities | 46,914 | — | — | 86,239 | — | — |
| Foreign securities | — | — | — | — | 23,981 | — |
| Customer Funds: | | | | | | |
| Money market funds | 233 | — | — | 18 | — | — |
| U.S. agency securities | — | 8,585 | — | — | 67,282 | — |
| U.S. government securities | 245,015 | — | — | 108,020 | — | — |
| Short-term debt securities: | | | | | | |
| U.S. agency securities | — | 131,522 | — | — | 80,122 | — |
| Corporate bonds | — | 67,721 | — | — | 109,519 | — |
| Commercial paper | — | — | — | — | — | — |
| Municipal securities | — | 6,776 | — | — | 27,832 | — |
| U.S. government securities | 265,135 | — | — | 292,267 | — | — |
| Foreign securities | — | 21,302 | — | — | 31,251 | — |
| Long-term debt securities: | | | | | | |
| U.S. agency securities | — | 64,068 | — | — | 114,560 | — |
| Corporate bonds | — | 143,078 | — | — | 159,252 | — |
| Municipal securities | — | 9,706 | — | — | 28,594 | — |
| U.S. government securities | 295,779 | — | — | 154,124 | — | — |
| Foreign securities | — | 24,672 | — | — | 8,150 | — |
| Other: | | | | | | |
| Marketable equity investment | — | — | — | 45,342 | — | — |
| Total | <u>\$1,066,652</u> | <u>\$ 497,406</u> | <u>\$ —</u> | <u>\$ 904,119</u> | <u>\$ 696,966</u> | <u>\$ —</u> |

The carrying amounts of certain financial instruments, including settlements receivable, accounts payable, customers payable, accrued expenses and settlements payable, approximate their fair values due to their short-term nature.

The Company estimates the fair value of its convertible senior notes based on their last actively traded prices (Level 1) or market observable inputs (Level 2). The estimated fair value and carrying value of the convertible senior notes were as follows (in thousands):

| | December 31, 2019 | | December 31, 2018 | |
|------------|-------------------|----------------------|-------------------|----------------------|
| | Carrying Value | Fair Value (Level 2) | Carrying Value | Fair Value (Level 2) |
| 2023 Notes | \$ 748,564 | \$ 962,516 | \$ 718,522 | \$ 901,468 |
| 2022 Notes | 190,268 | 578,817 | 181,173 | 515,693 |
| Total | <u>\$ 938,832</u> | <u>\$ 1,541,333</u> | <u>\$ 899,695</u> | <u>\$ 1,417,161</u> |

The estimated fair value and carrying value of loans held for sale is as follows (in thousands):

| | December 31, 2019 | | December 31, 2018 | |
|---------------------|-------------------|----------------------|-------------------|----------------------|
| | Carrying Value | Fair Value (Level 3) | Carrying Value | Fair Value (Level 3) |
| Loans held for sale | \$ 164,834 | \$ 173,360 | \$ 89,974 | \$ 93,064 |
| Total | <u>\$ 164,834</u> | <u>\$ 173,360</u> | <u>\$ 89,974</u> | <u>\$ 93,064</u> |

For the years ended December 31, 2019, 2018, and 2017, the Company recorded a charge for the excess of amortized cost over the fair value of the loans of \$23.2 million, \$13.2 million, and \$8.0 million, respectively.

If applicable, the Company will recognize transfers into and out of levels within the fair value hierarchy at the end of the reporting period in which the actual event or change in circumstance occurs. During the years ended December 31, 2019, 2018 and 2017, the Company did not have any transfers in or out of Level 1, Level 2, or Level 3 assets or liabilities.

NOTE 6 - PROPERTY AND EQUIPMENT, NET

The following is a summary of property and equipment, less accumulated depreciation and amortization (in thousands):

| | December 31, 2019 | December 31, 2018 |
|---|-------------------|-------------------|
| Leasehold improvements | \$ 111,942 | \$ 107,611 |
| Computer equipment | 106,469 | 80,093 |
| Capitalized software | 81,984 | 58,908 |
| Office furniture and equipment | 27,328 | 20,699 |
| Total | <u>327,723</u> | <u>267,311</u> |
| Less: Accumulated depreciation and amortization | <u>(178,529)</u> | <u>(124,909)</u> |
| Property and equipment, net | <u>\$ 149,194</u> | <u>\$ 142,402</u> |

Depreciation and amortization expense on property and equipment was \$60.6 million, \$46.8 million, and \$29.7 million, for the years ended December 31, 2019, 2018, and 2017, respectively.

NOTE 7 - ACQUISITIONS

Weebly, Inc.

On May 31, 2018, the Company acquired 100% of the outstanding shares of Weebly, a technology company that offers customers website hosting and domain name registration solutions. The acquisition of Weebly enabled the Company to combine Weebly's web presence tools with the Company's in-person and online offerings to create a cohesive solution for sellers to start or grow an omnichannel business. The acquisition expanded the Company's customer base globally and added a new recurring revenue stream.

The purchase consideration was comprised of \$132.4 million in cash and 2,418,271 shares of the Company's Class A common stock with an aggregate fair value of \$140.1 million based on the closing price of the Company's Class A common stock on the acquisition date. As part of the acquisition, the Company paid an aggregate of \$17.7 million in cash and shares to settle outstanding vested and unvested employee options, of which \$2.6 million was accounted for as post-combination compensation expense and is excluded from the purchase consideration. Third-party acquisition-related costs were insignificant. The results of Weebly's operations have been included in the consolidated financial statements since the closing date.

The acquisition was accounted for as a business combination. This method requires, among other things, that assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date and that the difference between the fair value of the consideration paid for the acquired entity and the fair value of the net assets acquired be recorded as goodwill, which is not amortized but is tested at least annually for impairment.

The table below summarizes the consideration paid for Weebly and the fair value of the assets acquired and liabilities assumed at the closing date (in thousands, except share data).

| | |
|---|--------------------------|
| Consideration: | |
| Cash | \$ 132,432 |
| Stock (2,418,271 shares of Class A common stock) | 140,107 |
| | <u>\$ 272,539</u> |
| Recognized amounts of identifiable assets acquired and liabilities assumed: | |
| Current assets (inclusive of cash acquired of \$25,758) | \$ 46,978 |
| Intangible customer assets | 42,700 |
| Intangible technology assets | 14,900 |
| Intangible trade name | 11,300 |
| Intangible other assets | 961 |
| Total liabilities assumed (including deferred revenue of \$22,800) | <u>(37,509)</u> |
| Total identifiable net assets acquired | 79,330 |
| Goodwill | 193,209 |
| Total | <u><u>\$ 272,539</u></u> |

The Company prepared an initial determination of the fair value of the assets acquired and liabilities assumed as of the acquisition date using preliminary information. Subsequently, the Company recognized measurement period adjustments to the purchase consideration and the fair value of certain liabilities assumed as a result of further refinements in the Company's estimates. These adjustments were prospectively applied. The effect of these adjustments on the purchase price allocation was an increase in goodwill, current assets and tax liabilities assumed of \$3.7 million, \$2.3 million and \$4.7 million, respectively. There was no impact to the consolidated statements of operations as result of these adjustments.

As of December 31, 2019, \$0.5 million of cash and 8,873 shares of the total consideration were withheld as security for indemnification obligations related to general representations and warranties, in addition to certain potential tax exposures.

Goodwill from the Weebly acquisition was primarily attributable to the value of expected synergies created by incorporating Weebly solutions into the Company's technology platform and the value of the assembled workforce. None of the goodwill generated from the Weebly acquisition or the acquired intangible assets are expected to be deductible for tax purposes. Additionally the acquisition would have resulted in recognition of deferred tax assets arising mainly from the net of deferred tax assets from acquired net operating losses (NOLs) and research and development credits, and deferred tax liabilities associated with intangible assets and deferred revenue. However, the realization of such deferred tax assets depends primarily on the Company's post-acquisition ability to generate taxable income in future periods. Accordingly, a valuation allowance was recorded against the net acquired deferred tax asset in accounting for the acquisition.

The acquisition of Weebly did not have a material impact on the Company's reported revenue or net loss amounts for any period presented. Accordingly, pro forma financial information has not been presented.

Other acquisitions

The Company spent an aggregate of \$20.4 million, \$9.9 million, and \$1.9 million, net of cash acquired, in connection with other immaterial acquisitions during the year ended December 31, 2019, 2018 and 2017, respectively, which resulted in the recognition of additional intangible assets and goodwill. Pro forma financial information has not been presented for any of these acquisitions as the impact to our consolidated financial statements was not material.

NOTE 8 - SALE OF ASSET GROUP

On October 31, 2019, the Company completed the sale of certain assets that comprised its Caviar business to DoorDash, Inc. (DoorDash) for \$410 million in gross proceeds comprised of \$310 million in cash and \$100 million of DoorDash, Inc.'s preferred stock. The Company agreed to indemnify DoorDash for potential losses and costs that may arise from certain legal and other matters. The Caviar business, which offered food ordering and delivery services to customers, was a small component of the Company's overall business comprising less than 5% of the Company's consolidated total assets and revenues. The sale was in line with the Company's strategy of focusing investment on its larger and growing seller and Cash App businesses. Accordingly the sale of the Caviar business did not represent a strategic shift that will have a major effect on the Company's operations and financial results, and did not therefore qualify for reporting as a discontinued operation.

The following table summarizes the calculation of the gain on the sale of Caviar business (in thousands):

| | |
|--------------------------------------|-------------------|
| Consideration received: | |
| Cash | \$ 310,000 |
| Preferred Stock | 100,000 |
| | <u>\$ 410,000</u> |
| Net assets sold: | |
| Intangible and other assets, net | \$ 8,659 |
| Goodwill | 4,221 |
| Disposal costs and other adjustments | 23,675 |
| | <u>\$ 36,555</u> |
| Gain on sale of asset group | <u>\$ 373,445</u> |

NOTE 9 - GOODWILL

Goodwill is recorded when the consideration paid for an acquisition of a business exceeds the fair value of identifiable net tangible and intangible assets acquired.

The change in carrying value of goodwill in the period was as follows (in thousands):

| | |
|--|-------------------|
| Balance at December 31, 2017 | \$ 58,327 |
| Acquisitions completed during the year ended December 31, 2018 | 203,378 |
| Balance at December 31, 2018 | 261,705 |
| Acquisitions completed during the year ended December 31, 2019 | 10,832 |
| Sale of asset group (Note 8) | (4,221) |
| Other adjustments | (1,971) |
| Balance at December 31, 2019 | <u>\$ 266,345</u> |

The Company performed its annual goodwill impairment test as of December 31, 2019. The Company determined that the business operations as a whole is represented by a single reporting unit and through qualitative analysis concluded that it was more likely than not that the fair value of the reporting unit was greater than its carrying amount. As a result, the two-step goodwill impairment test was not required, and no impairments of goodwill were recognized during the year ended December 31, 2019.

NOTE 10 - ACQUIRED INTANGIBLE ASSETS

The Company entered into various transactions accounted for as business combinations during the years ended December 31, 2019 and December 31, 2018, that involved the acquisition of intangible assets. Refer to Note 7 for further details.

The following table presents the detail of acquired intangible assets as of the periods presented (in thousands):

| | Balance at December 31, 2019 | | |
|-------------------|-------------------------------------|-------------------------------------|------------------|
| | Cost | Accumulated Amortization | Net |
| Technology assets | \$ 53,900 | \$ (31,873) | \$ 22,027 |
| Customer assets | 44,000 | (6,934) | 37,066 |
| Trade name | 11,300 | (4,473) | 6,827 |
| Other | 5,299 | (2,140) | 3,159 |
| Total | \$ 114,499 | \$ (45,420) | \$ 69,079 |

| | Balance at December 31, 2018 | | |
|-------------------|-------------------------------------|-------------------------------------|------------------|
| | Cost | Accumulated Amortization | Net |
| Technology assets | \$ 45,978 | \$ (28,420) | \$ 17,558 |
| Customer assets | 57,109 | (8,068) | 49,041 |
| Trade name | 11,300 | (1,648) | 9,652 |
| Other | 2,246 | (1,395) | 851 |
| Total | \$ 116,633 | \$ (39,531) | \$ 77,102 |

All intangible assets are amortized over their estimated useful lives. The weighted average amortization periods for acquired technology, customer intangible assets, and acquired trade name are approximately 5 years, 12 years, and 4 years, respectively.

The changes to the carrying value of intangible assets were as follows (in thousands):

| | Year Ended December 31, | | |
|--|--------------------------------|------------------|------------------|
| | 2019 | 2018 | 2017 |
| Acquired intangible assets, net, beginning of the period | \$ 77,102 | \$ 14,334 | \$ 19,292 |
| Acquisitions | 14,559 | 75,871 | 2,657 |
| Amortization expense | (15,000) | (13,103) | (7,615) |
| Sale of asset group (Note 8) | (7,582) | — | — |
| Acquired intangible assets, net, end of the period | \$ 69,079 | \$ 77,102 | \$ 14,334 |

The total estimated future amortization expense of these intangible assets as of December 31, 2019 is as follows (in thousands):

| | |
|--------------|------------------|
| 2020 | \$ 12,800 |
| 2021 | 11,829 |
| 2022 | 10,134 |
| 2023 | 8,917 |
| 2024 | 5,940 |
| Thereafter | 19,459 |
| Total | \$ 69,079 |

NOTE 11 - OTHER CONSOLIDATED BALANCE SHEET COMPONENTS (CURRENT)

Other Current Assets

The following table presents the detail of other current assets (in thousands):

| | December 31, 2019 | December 31, 2018 |
|-----------------------------|------------------------------|------------------------------|
| Inventory, net | \$ 47,683 | \$ 28,627 |
| Restricted cash | 38,873 | 33,838 |
| Processing costs receivable | 67,281 | 46,102 |
| Prepaid expenses | 22,758 | 21,782 |
| Accounts receivable, net | 33,863 | 22,393 |
| Other | 39,951 | 46,062 |
| Total | \$ 250,409 | \$ 198,804 |

Accrued Expenses and Other Current Liabilities

The following table presents the detail of accrued expenses (in thousands):

| | December 31, 2019 | December 31, 2018 |
|--------------------------------|------------------------------|------------------------------|
| Accrued expenses | \$ 128,387 | \$ 82,354 |
| Accrued transaction losses (i) | 34,771 | 33,682 |
| Accounts payable | 42,116 | 36,416 |
| Deferred revenue, current | 38,104 | 31,474 |
| Square Payroll payable (ii) | 27,969 | 7,534 |
| Other | 26,494 | 23,729 |
| Total | \$ 297,841 | \$ 215,189 |

(i) The Company is exposed to transaction losses that arise due to chargebacks as a result of fraud or uncollectibility. The following table summarizes the activities of the Company's reserve for transaction losses (in thousands):

| | Year Ended December 31, | |
|---|--------------------------------|------------------|
| | 2019 | 2018 |
| Accrued transaction losses, beginning of the year | \$ 33,682 | \$ 26,893 |
| Provision for transaction losses | 79,414 | 64,981 |
| Charge-offs to accrued transaction losses | (78,325) | (58,192) |
| Accrued transaction losses, end of the year | <u>\$ 34,771</u> | <u>\$ 33,682</u> |

(ii) Square Payroll payable represents amounts received from Square Payroll product customers that will be utilized to settle the customers' employee payroll and related obligations.

NOTE 12 - OTHER CONSOLIDATED BALANCE SHEET COMPONENTS (NON-CURRENT)

Other Non-Current Assets

The following table presents the detail of other non-current assets (in thousands):

| | December 31, 2019 | December 31, 2018 |
|--|------------------------------|------------------------------|
| Investment in non-marketable equity securities | \$ 110,000 | \$ — |
| Investment in marketable equity securities | — | 45,342 |
| Non-current lease prepayments | 45,738 | — |
| Restricted cash | 12,715 | 15,836 |
| Other | 27,935 | 13,051 |
| Total | <u>\$ 196,388</u> | <u>\$ 74,229</u> |

Other Non-Current Liabilities

The following table presents the detail of other non-current liabilities (in thousands):

| | December 31, 2019 | December 31, 2018 |
|---------------------------------|------------------------------|------------------------------|
| Statutory liabilities (i) | \$ 54,762 | \$ 54,748 |
| Deferred rent, non-current (ii) | — | 23,003 |
| Deferred revenue, non-current | 6,227 | 4,977 |
| Other | 33,472 | 10,558 |
| Total | <u>\$ 94,461</u> | <u>\$ 93,286</u> |

(i) Statutory liabilities represent loss contingencies that may arise from the Company's interpretation and application of certain guidelines and rules issued by various federal, state, local, and foreign regulatory authorities.

(ii) The adoption of ASC 842 on January 1, 2019 resulted in the reclassification of deferred rent as an offset to right-of-use lease assets.

NOTE 13 - INDEBTEDNESS

Revolving Credit Facility

In November 2015, the Company entered into a revolving credit agreement with certain lenders, which extinguished the prior revolving credit agreement and provided for a \$375.0 million revolving secured credit facility maturing in November 2020. This revolving credit agreement is secured by certain tangible and intangible assets.

Loans under the credit facility bear interest, at the Company's option of (i) a base rate based on the highest of the prime rate, the federal funds rate plus 0.50% and an adjusted LIBOR rate for a one-month interest period in each case plus a margin ranging from 0.00% to 1.00%, or (ii) an adjusted LIBOR rate plus a margin ranging from 1.00% to 2.00%. This margin is determined based on the Company's total leverage ratio for the preceding four fiscal quarters. The Company is obligated to pay other customary fees for a credit facility of this size and type including an annual administrative agent fee of \$0.1 million and an unused commitment fee of 0.15%. To date no funds have been drawn under the credit facility, with \$375.0 million remaining available. The Company paid \$0.6 million in unused commitment fees for both the years ended December 31, 2019 and 2018. As of December 31, 2019, the Company was in compliance with all financial covenants associated with this credit facility.

Convertible Senior Notes due in 2023

On May 25, 2018, the Company issued an aggregate principal amount of \$862.5 million of convertible senior notes (2023 Notes). The 2023 Notes mature on May 15, 2023, unless earlier converted or repurchased, and bear interest at a rate of 0.50% payable semi-annually on May 15 and November 15 of each year. The 2023 Notes are convertible at an initial conversion rate of 12.8456 shares of the Company's Class A common stock per \$1,000 principal amount of 2023 Notes, which is equivalent to an initial conversion price of approximately \$77.85 per share of Class A common stock. Holders may convert their 2023 Notes at any time prior to the close of business on the business day immediately preceding February 15, 2023 only under the following circumstances: (1) during any calendar quarter (and only during such calendar quarter), if the last reported sale price of the Company's Class A common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day; (2) during the five business day period after any five consecutive trading day period (the measurement period) in which the trading price (as defined in the indenture governing the 2023 Notes) per \$1,000 principal amount of 2023 Notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of the Company's Class A common stock and the conversion rate on each such trading day; or (3) upon the occurrence of specified corporate events, including certain distributions, the occurrence of a fundamental change (as defined in the indenture governing the 2023 Notes) or a transaction resulting in the Company's Class A common stock converting into other securities or property or assets. On or after February 15, 2023, up until the close of business on the second scheduled trading day immediately preceding the maturity date, a holder may convert all or any portion of its 2023 Notes regardless of the foregoing circumstances. Upon conversion, the Company will pay or deliver, as the case may be, cash, shares of its Class A common stock, or a combination of cash and shares of its Class A common stock, at the Company's election. The Company's current policy is to settle conversions entirely in shares of the Company's Class A common stock. The Company will reevaluate this policy from time to time as conversion notices are received from holders of the 2023 Notes. The circumstances required to allow the holders to convert their 2023 Notes were not met during the year ended December 31, 2019.

In accounting for the issuance of the 2023 Notes, the Company separated the 2023 Notes into liability and equity components. The carrying amount of the liability component was calculated by measuring the fair value of a similar debt instrument that does not have an associated convertible feature. The carrying amount of the equity component representing the conversion option was \$155.3 million and was determined by deducting the fair value of the liability component from the par value of the 2023 Notes. The equity component is not remeasured as long as it continues to meet the conditions for equity classification. The excess of the principal amount of the liability component over its carrying amount ("debt discount") is amortized to interest expense over the term of the 2023 Notes at an effective interest rate of 4.69% over the contractual terms of the 2023 Notes.

Debt issuance costs related to the 2023 Notes comprised of discounts and commissions payable to the initial purchasers of \$6.0 million and third party offering costs of \$0.8 million. The Company allocated the total amount incurred to the liability and equity components of the 2023 Notes based on their relative values. Issuance costs attributable to the liability component were \$5.6 million and will be amortized to interest expense using the effective interest method over the contractual term. Issuance costs attributable to the equity component were netted with the equity component in stockholders' equity.

Convertible Senior Notes due in 2022

On March 6, 2017, the Company issued an aggregate principal amount of \$440.0 million of convertible senior notes (2022 Notes). The 2022 Notes mature on March 1, 2022, unless earlier converted or repurchased, and bear interest at a rate of 0.375% payable semi-annually on March 1 and September 1 of each year. The 2022 Notes are convertible at an initial conversion rate of 43.5749 shares of the Company's Class A common stock per \$1,000 principal amount of 2022 Notes, which is equivalent to an initial conversion price of approximately \$22.95 per share of Class A common stock. Holders may convert their 2022 Notes at any time prior to the close of business on the business day immediately preceding December 1, 2021 only under the following circumstances: (1) during any calendar quarter (and only during such calendar quarter), if the last reported sale price of the Company's Class A common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day; (2) during the five business day period after any five consecutive trading day period (the measurement period) in which the trading price (as defined in the indenture governing the 2022 Notes) per \$1,000 principal amount of 2022 Notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of the Company's Class A common stock and the conversion rate on each such trading day; or (3) upon the occurrence of specified corporate events, including certain distributions, the occurrence of a fundamental change (as defined in the indenture governing the 2022 Notes) or a transaction resulting in the Company's Class A common stock converting into other securities or property or assets. On or after December 1, 2021, up until the close of business on the second scheduled trading day immediately preceding the maturity date, a holder may convert all or any portion of its 2022 Notes regardless of the foregoing circumstances. Upon conversion, the Company will pay or deliver, as the case may be, cash, shares of its Class A common stock, or a combination of cash and shares of its Class A common stock, at the Company's election. The circumstances required to allow the holders to convert their 2022 Notes were met starting January 1, 2018 and continued to be met through December 31, 2019. In 2018, certain holders of the 2022 Notes converted an aggregate principal amount of \$228.3 million of their Notes. The Company settled the conversions through a combination of \$219.4 million in cash and issuance of 7.3 million shares of the Company's Class A common stock. Conversions in the year ended December 31, 2019 were not material. The Company currently expects to settle future conversions entirely in shares of the Company's Class A common stock. The Company will reevaluate this policy from time to time as conversion notices are received from holders of the 2022 Notes.

In accounting for the issuance of the 2022 Notes, the Company separated the 2022 Notes into liability and equity components. The carrying amount of the liability component was calculated by measuring the fair value of a similar debt instrument that does not have an associated convertible feature. The carrying amount of the equity component representing the conversion option was \$86.2 million and was determined by deducting the fair value of the liability component from the par value of the 2022 Notes. The equity component is not remeasured as long as it continues to meet the conditions for equity classification. The debt discount is amortized to interest expense over the term of the 2022 Notes at an effective interest rate of 5.34% over the contractual terms of the 2022 Notes.

Debt issuance costs related to the 2022 Notes comprised of discounts and commissions payable to the initial purchasers of \$11.0 million and third party offering costs of \$0.8 million. The Company allocated the total amount incurred to the liability and equity components of the 2022 Notes based on their relative values. Issuance costs attributable to the liability component were \$9.4 million and will be amortized to interest expense using the effective interest method over the contractual term. Issuance costs attributable to the equity component were netted with the equity component in stockholders' equity.

The debt component associated with the 2022 Notes that were converted was accounted for as an extinguishment of debt, with the Company recording loss on extinguishment of \$5.0 million, as the difference between the estimated fair value and the carrying value of such 2022 Notes. The equity component associated with the 2022 Notes that were converted was accounted for as a reacquisition of equity upon the conversion of such 2022 Notes. Accordingly, the excess of the fair value of the consideration issued to settle the conversion over the fair value of the debt component of \$21.0 million was accounted for as a reduction to the additional paid in capital.

The net carrying amount of the Notes were as follows (in thousands):

| | Principal outstanding | Unamortized debt discount | Unamortized debt issuance costs | Net carrying value |
|--------------------------|--------------------------|------------------------------|---------------------------------------|-----------------------|
| December 31, 2019 | | | | |
| 2023 Notes | \$ 862,500 | \$ (110,518) | \$ (3,418) | \$ 748,564 |
| 2022 Notes | 211,726 | (19,312) | (2,146) | 190,268 |
| Total | <u>\$ 1,074,226</u> | <u>\$ (129,830)</u> | <u>\$ (5,564)</u> | <u>\$ 938,832</u> |
| December 31, 2018 | | | | |
| 2023 Notes | \$ 862,500 | \$ (138,924) | \$ (5,054) | \$ 718,522 |
| 2022 Notes | 211,728 | (27,569) | (2,986) | 181,173 |
| Total | <u>\$ 1,074,228</u> | <u>\$ (166,493)</u> | <u>\$ (8,040)</u> | <u>\$ 899,695</u> |

The net carrying amount of the equity component of the Notes were as follows (in thousands):

| | Amount allocated to conversion option | Less: allocated issuance costs | Equity component, net |
|--|--|-----------------------------------|-----------------------------|
| December 31, 2019 and December 31, 2018 | | | |
| 2023 Notes | \$ 155,250 | \$ (1,231) | \$ 154,019 |
| 2022 Notes | 41,481 | (1,108) | 40,373 |
| Total | <u>\$ 196,731</u> | <u>\$ (2,339)</u> | <u>\$ 194,392</u> |

The Company recognized interest expense on the Notes as follows (in thousands, except for percentages):

| | Year Ended December 31, | | |
|--|-------------------------|------------------|------------------|
| | 2019 | 2018 | 2017 |
| Contractual interest expense | \$ 5,108 | \$ 4,023 | \$ 1,351 |
| Amortization of debt discount and issuance costs | 39,139 | 32,855 | 14,223 |
| Total | <u>\$ 44,247</u> | <u>\$ 36,878</u> | <u>\$ 15,574</u> |

The effective interest rate of the liability component is 4.69% and 5.34% for the 2023 Notes and 2022 Notes, respectively.

Convertible Note Hedge and Warrant Transactions

In connection with the offering of the 2023 Notes, the Company entered into convertible note hedge transactions (2023 convertible note hedges) with certain financial institution counterparties (2018 Counterparties) whereby the Company has the option to purchase a total of approximately 11.1 million shares of its Class A common stock at a price of approximately \$77.85 per share. The total cost of the 2023 convertible note hedge transactions was \$172.6 million. In addition, the Company sold warrants (2023 warrants) to the 2018 Counterparties whereby the 2018 Counterparties have the option to purchase a total of 11.1 million shares of the Company's Class A common stock at a price of approximately \$109.26 per share. The Company received \$112.1 million in cash proceeds from the sale of the 2023 warrants. Taken together, the purchase of the 2023 convertible note hedges and sale of the 2023 warrants are intended to reduce dilution from the conversion of the 2023 Notes and/or offset any cash payments the Company is required to make in excess of the principal amount of the converted 2023 Notes, as the case may be, and to effectively increase the overall conversion price from

approximately \$77.85 per share to approximately \$109.26 per share. As these instruments are considered indexed to the Company's own stock and are considered equity classified, the 2023 convertible note hedges and 2023 warrants are recorded in stockholders' equity, are not accounted for as derivatives and are not remeasured each reporting period. The net costs incurred in connection with the 2023 convertible note hedge and 2023 warrant transactions were recorded as a reduction to additional paid-in capital on the consolidated balance sheets.

In connection with the offering of the 2022 Notes, the Company entered into convertible note hedge transactions (2022 convertible note hedges) with certain financial institution counterparties (2017 Counterparties) whereby the Company has the option to purchase a total of approximately 19.2 million shares of its Class A common stock at a price of approximately \$22.95 per share. The total cost of the 2022 convertible note hedge transactions was \$92.1 million. In addition, the Company sold warrants (2022 warrants) to the 2017 Counterparties whereby the 2017 Counterparties have the option to purchase a total of 19.2 million shares of the Company's Class A common stock at a price of approximately \$31.18 per share. The Company received \$57.2 million in cash proceeds from the sale of the 2022 warrants. Taken together, the purchase of the 2022 convertible note hedges and sale of the 2022 warrants are intended to reduce dilution from the conversion of the 2022 Notes and/or offset any cash payments the Company is required to make in excess of the principal amount of the converted 2022 Notes, as the case may be, and to effectively increase the overall conversion price from approximately \$22.95 per share to approximately \$31.18 per share. As these instruments are considered indexed to the Company's own stock and are considered equity classified, the 2022 convertible note hedges and 2022 warrants are recorded in stockholders' equity, are not accounted for as derivatives and are not remeasured each reporting period. The net costs incurred in connection with the 2022 convertible note hedge and 2022 warrant transactions were recorded as a reduction to additional paid-in capital on the consolidated balance sheets. During the year ended December 31, 2018, the Company exercised a pro-rata portion of the 2022 convertible note hedges to offset the shares of the Company's Class A common stock issued to settle the conversion of the 2022 Notes discussed above. The 2022 convertible note hedges were net share settled, and the Company received 6.9 million shares of the Company's Class A common stock from the 2017 Counterparties in 2018. During the year ended December 31, 2019, the Company received an additional 0.3 million shares of the Company's Class A common stock.

NOTE 14 - INCOME TAXES

The domestic and foreign components of income (loss) before income taxes are as follows (in thousands):

| | Year Ended December 31, | | |
|-----------------------------------|--------------------------------|--------------------|--------------------|
| | 2019 | 2018 | 2017 |
| Domestic | \$ 456,335 | \$ 44,538 | \$ (10,900) |
| Foreign | (78,122) | (80,665) | (51,764) |
| Income (loss) before income taxes | <u>\$ 378,213</u> | <u>\$ (36,127)</u> | <u>\$ (62,664)</u> |

The components of the provision for income taxes are as follows (in thousands):

| | Year Ended December 31, | | |
|---|--------------------------------|-----------------|----------------|
| | 2019 | 2018 | 2017 |
| Current: | | | |
| Federal | \$ 114 | \$ (4) | \$ (1,192) |
| State | 930 | 752 | 739 |
| Foreign | 3,099 | 2,224 | 1,987 |
| Total current provision for income taxes | <u>4,143</u> | <u>2,972</u> | <u>1,534</u> |
| Deferred: | | | |
| Federal | (777) | (404) | (1,169) |
| State | (399) | 35 | 57 |
| Foreign | (200) | (277) | (273) |
| Total deferred provision for income taxes | <u>(1,376)</u> | <u>(646)</u> | <u>(1,385)</u> |
| Total provision for income taxes | <u>\$ 2,767</u> | <u>\$ 2,326</u> | <u>\$ 149</u> |

The following is a reconciliation of the statutory federal income tax rate to the Company's effective tax rate:

| | Balance at December 31, | | |
|-------------------------------------|--------------------------------|---------------|---------------|
| | 2019 | 2018 | 2017 |
| Tax at federal statutory rate | 21.0 % | 21.0 % | 34.0 % |
| State taxes, net of federal benefit | 0.1 | (1.1) | (0.4) |
| Foreign rate differential | 1.4 | (14.7) | (14.9) |
| Non-deductible meals | 0.3 | (3.4) | (0.3) |
| Other non-deductible expenses | 1.5 | (1.7) | (0.7) |
| Credits | (13.9) | 164.8 | 41.5 |
| Other items | (0.5) | 2.3 | (1.2) |
| Change in valuation allowance | 34.9 | (718.5) | (119.5) |
| Impact of U.S. tax reform | — | — | (209.1) |
| Share-based compensation | (45.8) | 549.0 | 243.5 |
| Change in uncertain tax positions | 0.5 | (4.1) | (2.4) |
| Termination of warrant | — | — | 29.3 |
| Sale of Caviar business line | 1.2 | — | — |
| Total | <u>0.7 %</u> | <u>(6.4)%</u> | <u>(0.2)%</u> |

The tax effects of temporary differences and related deferred tax assets and liabilities are as follows (in thousands):

| | Balance at December 31, | | |
|--|--------------------------------|----------------|-----------------|
| | 2019 | 2018 | 2017 |
| Deferred tax assets: | | | |
| Capitalized costs | \$ 23,708 | \$ 30,131 | \$ 35,608 |
| Accrued expenses | 33,044 | 31,494 | 23,553 |
| Net operating loss carryforwards | 575,245 | 485,562 | 244,197 |
| Tax credit carryforwards | 183,977 | 133,275 | 60,567 |
| Property, equipment and intangible assets | — | — | 7,390 |
| Share-based compensation | 38,427 | 38,265 | 35,728 |
| Deferred Interest | 4,072 | 8,290 | — |
| Other | 3,424 | 105 | 2,519 |
| Operating Lease, net | 5,761 | — | — |
| Total deferred tax assets | 867,658 | 727,122 | 409,562 |
| Valuation allowance | (859,564) | (719,040) | (409,043) |
| Total deferred tax assets, net of valuation allowance | 8,094 | 8,082 | 519 |
| Deferred tax liabilities: | | | |
| Property, equipment and intangible assets | (6,862) | (7,361) | — |
| Indefinite-lived intangibles | (253) | (275) | (644) |
| Total deferred tax liabilities | (7,115) | (7,636) | (644) |
| Net deferred tax assets (liabilities) | \$ 979 | \$ 446 | \$ (125) |

Realization of deferred tax assets is dependent upon the generation of future taxable income, the timing and amount of which are uncertain. Due to the history of losses generated in the U.S. and certain foreign jurisdictions, the Company believes that it is more likely than not that its deferred tax assets in these jurisdictions will not be realized as of December 31, 2019. Accordingly, the Company retained a full valuation allowance on its deferred tax assets in these jurisdictions. The amount of deferred tax assets considered realizable in future periods may change as management continues to reassess the underlying factors it uses in estimating future taxable income.

The valuation allowance increased by approximately \$140.5 million, \$310.0 million, and \$154.1 million during the years ended December 31, 2019, 2018, and 2017, respectively.

As of December 31, 2019, the Company had \$2,012.8 million of federal, \$2,311.3 million of state, and \$300.1 million of foreign net operating loss carryforwards, which will begin to expire in 2031 for federal and 2021 for state tax purposes. The foreign net operating loss carryforwards do not expire.

As of December 31, 2019, the Company had \$141.7 million of federal, \$88.2 million of state, and \$4.1 million of Canadian research credit carryforwards. The federal credit carryforward will begin to expire in 2029, the state credit carryforward has no expiration date, and the Canadian credit carryforward will begin to expire in 2037.

The Company has federal AMT credit carryforwards of \$1.4 million that will be refunded over the 2018-2021 tax years under the 2017 Tax Act. The Company has California Enterprise Zone credit carryforwards of \$3.4 million, which will begin to expire in 2023.

Utilization of the net operating loss carryforwards and credits may be subject to annual limitations due to the ownership change limitations provided by the Internal Revenue Code of 1986, as amended, and similar state provisions. The annual limitations may result in the expiration of net operating losses and credits before they are able to be utilized. The Company does not expect any previous ownership changes, as defined under Section 382 and 383 of the Internal Revenue Code, to result in a limitation that will reduce the total amount of net operating loss carryforwards and credits that can be utilized.

As of December 31, 2019, the unrecognized tax benefit was \$217.6 million, of which \$7.6 million would impact the annual effective tax rate if recognized and the remainder of which would result in a corresponding adjustment to the valuation allowance.

A reconciliation of the beginning and ending amount of unrecognized tax benefit is presented below (in thousands):

| | Year Ended December 31, | | |
|---|--------------------------------|-------------------|------------------|
| | 2019 | 2018 | 2017 |
| Balance at the beginning of the year | \$ 198,540 | \$ 70,799 | \$ 92,134 |
| Gross increases and decreases related to prior period tax positions | (11,571) | 513 | — |
| Gross increases and decreases related to current period tax positions | 30,676 | 119,261 | 4,193 |
| Reductions related to lapse of statute of limitations | (149) | (142) | (91) |
| Gross increases and decreases related to U.S. tax reform | — | — | (25,437) |
| Gross increases and decreases related to acquisition | 78 | 8,109 | — |
| Balance at the end of the year | <u>\$ 217,574</u> | <u>\$ 198,540</u> | <u>\$ 70,799</u> |

The Company recognizes interest and penalties related to income tax matters as a component of income tax expense. As of December 31, 2019, there were no significant accrued interest and penalties related to uncertain tax positions. It is reasonably possible that over the next 12-month period the Company may experience a decrease in its unrecognized tax benefits as a result of tax examinations or lapses of statute of limitations. The estimated decrease in unrecognized tax benefits may range up to \$5.7 million.

The Company is subject to taxation in the United States and various state and foreign jurisdictions. The Company is currently under examination in California for tax years 2013 and 2014 and in Texas for tax years 2015-2017. The Company's various tax years starting with 2009 to 2018 remain open in various taxing jurisdictions.

As of December 31, 2019, the Company has not provided deferred U.S. income taxes or foreign withholding taxes on temporary differences resulting from earnings for certain non-U.S. subsidiaries, which are permanently reinvested outside the U.S. Cumulative undistributed earnings for these non-U.S. subsidiaries as of December 31, 2019 are \$5.8 million.

NOTE 15 - STOCKHOLDERS' EQUITY

Convertible Preferred Stock

As of December 31, 2019, the Company is authorized to issue 100,000,000 shares of preferred stock, with a \$0.0000001 par value. No shares of preferred stock are outstanding as of December 31, 2019.

Common Stock

The Company has authorized the issuance of Class A common stock and Class B common stock. Holders of the Company's Class A common stock and Class B common stock are entitled to dividends when, as and if, declared by the Company's board of directors, subject to the rights of the holders of all classes of stock outstanding having priority rights to dividends. As of December 31, 2019, the Company did not declare any dividends. Holders of shares of Class A common stock are entitled to one vote per share, while holders of shares of Class B common stock are entitled to ten votes per share. Shares of the Company's Class B common stock are convertible into an equivalent number of shares of its Class A common stock and generally convert into shares of its Class A common stock upon transfer. The holders of Class A common stock and Class B common stock have no preemptive or other subscription rights and there are no redemption or sinking fund provisions with respect to such shares.

Class A common stock and Class B common stock are referred to as "common stock" throughout these Notes to the Consolidated Financial Statements, unless otherwise noted. As of December 31, 2019, the Company was authorized to issue 1,000,000,000 shares of Class A common stock and 500,000,000 shares of Class B common stock, each with a par value of

\$0.0000001 per share. As of December 31, 2019, there were 352,386,562 shares of Class A common stock and 80,410,158 shares of Class B common stock outstanding. Options and awards granted following the Company's November 2015 initial public offering are related to underlying Class A common stock. Additionally, holders of Class B common stock are able to convert such shares into Class A common stock.

Warrants

On February 24, 2017, the Company and Starbucks entered into a Warrant Cancellation and Payment Agreement pursuant to which the Company paid Starbucks cash consideration of approximately \$54.8 million in return for the termination of the Warrant to Purchase Stock dated August 7, 2012, as amended, that provided Starbucks with the right to purchase an aggregate of approximately 9.5 million shares of the Company's common stock.

In conjunction with the 2022 Notes offering, the Company sold warrants whereby the Counterparties have the option to purchase a total of approximately 19.2 million shares of the Company's Class A common stock at a price of \$31.18 per share. None of the warrants were exercised as of December 31, 2019.

In conjunction with the 2023 Notes offering, the Company sold the 2023 warrants whereby the counterparties have the option to purchase a total of approximately 11.1 million shares of the Company's Class A common stock at a price of \$109.26 per share. None of the warrants were exercised as of December 31, 2019.

Indemnification Arrangements

During the years ended December 31, 2019 and 2018, the Company received 20,793 and 469,894 shares of common stock, respectively, that were forfeited back to the Company as indemnification against liabilities related to certain acquired businesses preacquisition matters. The receipt of the forfeited shares was accounted for as equity repurchases.

Conversion of 2022 Notes and Exercise of the 2022 Convertible Note Hedges

In connection with the conversion of certain of the 2022 Notes in 2018, the Company issued 7.3 million shares of Class A common stock. The Company also exercised a pro-rata portion of the 2022 convertible note hedges and received 7.2 million shares of Class A common stock from the counterparties to offset the shares issued.

Stock Plans

The Company maintains two share-based employee compensation plans: the 2009 Stock Plan (2009 Plan) and the 2015 Equity Incentive Plan (2015 Plan). The 2015 Plan serves as the successor to the 2009 Plan. The 2015 Plan became effective as of November 17, 2015. Outstanding awards under the 2009 Plan continue to be subject to the terms and conditions of the 2009 Plan. Since November 17, 2015, no additional awards have been nor will be granted in the future under the 2009 Plan.

Under the 2015 Plan, shares of the Company's Class A common stock are reserved for the issuance of incentive and nonstatutory stock options (ISOs and NSOs, respectively), restricted stock awards (RSAs), restricted stock units (RSUs), performance shares, and stock bonuses to qualified employees, directors, and consultants. The awards must be granted at a price per share not less than the fair market value at the date of grant. Initially, 30,000,000 shares were reserved under the 2015 Plan and any shares subject to options or other similar awards granted under the 2009 Plan that expire, are forfeited, are repurchased by the Company or otherwise terminate unexercised will become available under the 2015 Plan. The number of shares available for issuance under the 2015 Plan will be increased on the first day of each fiscal year, in an amount equal to the least of (i) 40,000,000 shares, (ii) 5% of the outstanding shares on the last day of the immediately preceding fiscal year, or (iii) such number of shares determined by the administrator. As of December 31, 2019, the total number of shares subject to stock options, RSAs and RSUs outstanding under the 2015 Plan was 19,340,627 shares, and 84,133,011 shares were available for future issuance.

Under the 2009 Plan, shares of common stock are reserved for the issuance of ISOs or NSOs to eligible participants. The options may be granted at a price per share not less than the fair market value at the date of grant. Options granted generally vest over a 4 year term from the date of grant, at a rate of 25% after one year, then monthly on a straight-line basis thereafter. Generally, options granted are exercisable for up to 10 years from the date of grant. The Plan allows for early exercise of employee stock options whereby the option holder is allowed to exercise prior to vesting. Any unvested shares

are subject to repurchase by the Company at their original exercise prices. As of December 31, 2019, the total number of options and RSUs outstanding under the 2009 Plan was 18,196,638 shares.

A summary of stock option activity for the year ended December 31, 2019 is as follows (in thousands, except share and per share data):

| | Number of Stock Options Outstanding | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term (in years) | Aggregate Intrinsic Value |
|---|---|--|---|---------------------------------|
| Balance at December 31, 2018 | 33,152,881 | \$ 9.52 | 5.45 | \$ 1,543,793 |
| Granted | 1,184,657 | 72.15 | | |
| Exercised | (10,176,170) | 8.09 | | |
| Forfeited | (541,564) | 39.88 | | |
| Balance at December 31, 2019 | <u>23,619,804</u> | \$ 12.66 | 4.89 | \$ 1,191,746 |
| Options exercisable as of December 31, 2019 | <u>22,107,017</u> | \$ 9.77 | 4.63 | \$ 1,168,770 |

Aggregate intrinsic value represents the difference between the Company's estimated fair value of its common stock and the exercise price of outstanding, "in-the-money" options. Aggregate intrinsic value for stock options exercised through December 31, 2019, 2018, and 2017 was \$616.3 million, \$720.1 million, and \$464.1 million, respectively.

The total weighted average grant-date fair value of options granted was \$30.58, \$16.25 and \$5.97 per share for the years ended December 31, 2019, 2018 and 2017, respectively.

Restricted Stock Activity

The Company issues RSAs and RSUs under the 2015 Plan, which typically vest over a term of four years.

Activity related to RSAs and RSUs during the year ended December 31, 2019 is set forth below:

| | Number of shares | Weighted Average Grant Date Fair Value |
|----------------------------------|---------------------|---|
| Unvested as of December 31, 2018 | 17,934,728 | \$ 31.34 |
| Granted | 7,028,055 | 70.61 |
| Vested | (8,023,399) | 30.19 |
| Forfeited | (3,021,923) | 40.25 |
| Unvested as of December 31, 2019 | <u>13,917,461</u> | \$ 49.90 |

Employee Stock Purchase Plan

On November 17, 2015, the Company's 2015 Employee Stock Purchase Plan (ESPP) became effective. The ESPP allows eligible employees to purchase shares of the Company's common stock at a discount through payroll deductions of up to 15% of their eligible compensation, (or 25% for offering periods that commence after November 1, 2019), subject to any plan limitations. The ESPP provides for 12-month offering periods. The offering periods are scheduled to start on the first trading day on or after May 15 and November 15 of each year. Each offering period includes two purchase periods, which begin on the first trading day on or after November 15 and May 15, and ending on the last trading day on or before May 15 and November 15, respectively. Employees are able to purchase shares at 85% of the lower of the fair market value of the Company's common stock on the first trading day of the offering period or the last trading day of the purchase period. The number of shares available for sale under the ESPP will be increased annually on the first day of each fiscal year, equal to the least of (i) 8,400,000 shares, (ii) 1% of the outstanding shares of the Company's common stock as of the last day of the immediately preceding fiscal year, or (iii) such other amount as determined by the administrator.

As of December 31, 2019, 5,022,962 shares had been purchased under the ESPP and 14,294,425 shares were available for future issuance under the ESPP. The Company recorded \$18.9 million, \$9.0 million, and \$6.0 million of share-based compensation expense related to the ESPP during the year ended December 31, 2019, 2018, and 2017, respectively.

Share-Based Compensation

The fair value of stock options granted was estimated using the following weighted-average assumptions:

| | Year Ended December 31, | | |
|-------------------------|-------------------------|---------|---------|
| | 2019 | 2018 | 2017 |
| Dividend yield | — % | — % | — % |
| Risk-free interest rate | 2.37 % | 2.92 % | 1.88 % |
| Expected volatility | 40.48 % | 30.87 % | 32.22 % |
| Expected term (years) | 6.02 | 6.19 | 6.02 |

The following table summarizes the effects of share-based compensation on the Company's consolidated statements of operations (in thousands):

| | Year Ended December 31, | | |
|----------------------------|-------------------------|-------------------|-------------------|
| | 2019 | 2018 | 2017 |
| Cost of revenue | \$ 155 | \$ 97 | \$ 77 |
| Product development | 210,840 | 144,601 | 98,310 |
| Sales and marketing | 26,720 | 22,797 | 17,568 |
| General and administrative | 60,148 | 49,386 | 39,881 |
| Total | <u>\$ 297,863</u> | <u>\$ 216,881</u> | <u>\$ 155,836</u> |

The Company recorded \$18.9 million, \$9.0 million, and \$6.0 million of share-based compensation expense related to the Company's 2015 Employee Stock Purchase Plan during the year ended December 31, 2019, 2018 and 2017, respectively.

The Company capitalized \$8.2 million, \$9.3 million, and \$3.7 million of share-based compensation expense related to capitalized software during the year ended December 31, 2019, 2018 and 2017, respectively.

As of December 31, 2019, there was \$687.3 million of total unrecognized compensation cost related to outstanding stock options and restricted stock awards that are expected to be recognized over a weighted average period of 2.73 years.

NOTE 16 - NET INCOME (LOSS) PER SHARE

Basic net income (loss) per share is computed by dividing the net income (loss) by the weighted-average number of shares of common stock outstanding during the period. Diluted net income (loss) per share is computed by dividing net income by the weighted-average number of shares of common stock outstanding adjusted for the dilutive effect of all potential shares of common stock. In the years when the Company reported a net loss, diluted loss per share is the same as basic loss per share because the effects of potentially dilutive items were anti-dilutive.

The following table presents the calculation of basic and diluted net income (loss) per share (in thousands, except per share data):

| | Year Ended December 31, | | |
|---|--------------------------------|-------------------|-------------------|
| | 2019 | 2018 | 2017 |
| Net income (loss) | \$ 375,446 | \$ (38,453) | \$ (62,813) |
| Basic shares: | | | |
| Weighted-average common shares outstanding | 425,728 | 406,313 | 380,921 |
| Weighted-average unvested shares | (729) | (582) | (1,577) |
| Weighted-average shares used to compute basic net income (loss) per share | <u>424,999</u> | <u>405,731</u> | <u>379,344</u> |
| Diluted shares: | | | |
| Stock options and restricted stock units | 30,602 | — | — |
| Convertible senior notes | — | — | — |
| Common stock warrants | 10,432 | — | — |
| Employee stock purchase plan | 43 | — | — |
| Weighted-average shares used to compute diluted net income (loss) | <u>\$ 466,076</u> | <u>\$ 405,731</u> | <u>\$ 379,344</u> |
| Net income (loss) per share: | | | |
| Basic | \$ 0.88 | \$ (0.09) | \$ (0.17) |
| Diluted | \$ 0.81 | \$ (0.09) | \$ (0.17) |

The following potential common shares were excluded from the calculation of diluted net income (loss) per share because their effect would have been anti-dilutive for the periods presented (in thousands):

| | Year Ended December 31, | | |
|--|--------------------------------|----------------|---------------|
| | 2019 | 2018 | 2017 |
| Stock options and restricted stock units | 13,867 | 60,589 | 68,588 |
| Common stock warrants | 19,820 | 25,798 | 19,173 |
| Convertible senior notes | 20,305 | 23,820 | — |
| Unvested shares | 728 | 582 | 1,300 |
| Employee stock purchase plan | 165 | 140 | 157 |
| Total anti-dilutive securities | <u>54,885</u> | <u>110,929</u> | <u>89,218</u> |

NOTE 17 - RELATED PARTY TRANSACTIONS

In July 2019, the Company entered into a lease agreement to lease certain office space located in St. Louis, Missouri, from an affiliate of one of the Company's co-founders and current member of its board and directors, Mr. Jim McKelvey, under an operating lease agreement as discussed in Note 18, *Commitments and Contingencies*. The lease commencement date is expected to be in July 2020. The term of the agreement is 15.5 years with total future minimum lease payments over the term of approximately \$42.7 million. The Company has not yet recognized a right of use asset and lease obligation under this agreement as of December 31, 2019.

NOTE 18 - COMMITMENTS AND CONTINGENCIES

Operating and Finance Leases

The Company's operating leases are primarily comprised of office facilities, with the most significant leases relating to corporate headquarters in San Francisco and an office in New York. The Company's leases have remaining lease terms of 1 year to 12 years, some of which include options to extend for 5 year terms, or include options to terminate the leases within 1 year. None of the options to extend the leases have been included in the measurement of the right of use asset or the associated lease liability.

In December 2018, the Company entered into a lease arrangement for 355,762 square feet of office space in Oakland, California for a term of 12 years with options to extend the lease term for two 5 year terms. The lease commencement date is January 15, 2020 with total lease payments over the term of approximately \$276 million. Under the terms of this lease, the Company is required to make certain payments during the construction stage of the office space, which the Company will record as a prepaid lease asset. In July 2019, the Company entered into a lease arrangement for 226,258 square feet of office space in St Louis, Missouri, with an affiliate of one of the Company's co-founders, Mr. Jim McKelvey, who is also a Company stockholder and a member of its board of directors, for a term of 15.5 years with options to extend the lease term for two 5 year terms. The Company also has an option to terminate the lease for up to 50% of the leased space any time between January 1, 2024 and December 31, 2026, as well as an option to terminate the lease for the entire property on January 1, 2034. Termination penalties specified in the lease agreement will apply if the Company exercises any of the options to terminate the lease. The lease commencement date is expected to be in July 2020 with total future minimum lease payments over the term of approximately \$42.7 million.

Additionally, the Company has finance leases for data center equipment, with remaining lease terms of approximately 2 years.

The components of lease expense for the year ended December 31, 2019 were as follows (in thousands):

| | Year Ended December 31, 2019 |
|---|---|
| Fixed operating lease costs | \$ 29,422 |
| Variable operating lease costs | 5,737 |
| Short term lease costs | 2,512 |
| Sublease income | (3,381) |
| Finance lease costs | |
| Amortization of finance right-of-use assets | 5,029 |
| Interest on finance lease liabilities | — |
| Total lease costs | <u>\$ 39,319</u> |

Other information related to leases was as follows:

| | December 31, 2019 |
|---|------------------------------|
| Weighted Average Remaining Lease Term: | |
| Operating leases | 4.5 years |
| Finance leases | 0.7 years |
| Weighted Average Discount Rate: | |
| Operating leases | 4 % |
| Finance leases | — % |

Cash flows related to leases were as follows (in thousands):

| | Year Ended December 31, 2019 |
|--|---|
| Cash flows from operating activities: | |
| Payments for operating lease liabilities | \$ 33,340 |
| Cash flows from financing activities: | |
| Principal payments on finance lease obligation | \$ 5,029 |
| Supplemental Cash Flow Data: | |
| Right-of-use assets obtained in exchange for operating lease obligations | \$ 40,555 |

Future minimum lease payments under non-cancelable operating leases (with initial lease terms in excess of one year) and future minimum finance lease payments as of December 31, 2019 are as follows (in thousands):

| | Finance | Operating |
|--|-----------------|-------------------|
| Year: | | |
| 2020 | \$ 2,446 | \$ 42,173 |
| 2021 | — | 65,503 |
| 2022 | — | 68,106 |
| 2023 | — | 62,847 |
| 2024 | — | 43,058 |
| Thereafter | — | 253,091 |
| Total | \$ 2,446 | \$ 534,778 |
| Less: amount representing interest | — | 13,494 |
| Less: leases executed but not yet commenced | — | 383,669 |
| Less: lease incentives and transfer to held for sale | — | 1,510 |
| Total | <u>\$ 2,446</u> | <u>\$ 136,105</u> |

The current portion of the finance lease liability is included within other current liabilities while the non-current portion is included within other non-current liabilities on the consolidated balance sheets. The associated finance lease assets are included in property and equipment, net on the consolidated balance sheets.

The Company recognized total rental expenses for operating leases of \$32.5 million, \$23.3 million, and \$12.9 million during the years ended December 31, 2019, 2018, and 2017, respectively.

Litigation

The Company is currently a party to, and may in the future be involved in, various litigation matters, legal claims, and government investigations.

The Treasurer & Tax Collector of the City and County of San Francisco (Tax Collector) has issued decisions for fiscal years 2014, 2015, 2016, and 2017 that the Tax Collector believes the Company's primary business activity is financial services rather than information, and accordingly, the Company would be liable for the Gross Receipts Tax and Payroll Expense Tax under the rules for financial services business activities. We are required to pay tax assessments prior to contesting any such assessments. This requirement is commonly referred to as "pay-to-play." In connection with the tax audits, the Company paid an additional \$1.3 million for fiscal years 2014 and 2015 in the first quarter of 2018, and an additional \$8.4 million for fiscal years 2016 and 2017 in the fourth quarter of 2019, as assessed by the Tax Collector, even though the

Company strongly disagrees with the Tax Collector's assessment of the Company's primary business activity. The Company believes its position has merit and intends to vigorously pursue all available remedies. On September 6, 2019, the Company filed a lawsuit against the Tax Collector and the City and County of San Francisco in San Francisco County Superior Court for a refund of the additional amount of \$1.3 million paid for the fiscal years of 2014 and 2015. The Company has filed a petition for redetermination with respect to the fiscal years 2016 and 2017. While the Company believes it has strong arguments, there is no assurance that courts will rule in the Company's favor. Should the Company not reach a settlement or prevail in its legal challenge against the application of San Francisco's Gross Receipts Tax to its business, the Company estimates that it could incur losses associated with taxes, interest, and penalties that range from approximately \$0 to \$63 million in the aggregate for the fiscal years 2016, 2017, 2018 and 2019, over and above the taxes the Company has already paid under the information classification. Additional taxes, interest, and penalties for future periods could be material as well. The Company regularly assesses the likelihood of adverse outcomes resulting from tax disputes such as this and examinations for all open years to determine the necessity and adequacy of any tax reserves. Given the uncertainty of the possible outcome, the Company has not recorded reserves for the exposure related to the dispute with the Tax Collector on San Francisco's Gross Receipts Tax.

In addition, from time to time, the Company is involved in various other litigation matters and disputes arising in the ordinary course of business. The Company cannot at this time fairly estimate a reasonable range of exposure, if any, of the potential liability with respect to these other matters. While the Company does not believe, at this time, that any ultimate liability resulting from any of these other matters will have a material adverse effect on the Company's results of operations, financial position, or liquidity, the Company cannot give any assurance regarding the ultimate outcome of these other matters, and their resolution could be material to the Company's operating results for any particular period.

NOTE 19 - SEGMENT AND GEOGRAPHICAL INFORMATION

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker (CODM) for purposes of allocating resources and evaluating financial performance. The Company's CODM is the chief executive officer who reviews financial information presented on a consolidated basis for purposes of allocating resources and evaluating financial performance. As such, the Company's operations constitute a single operating segment and one reportable segment.

Revenue

Revenue by geography is based on the billing addresses of the sellers or customers. The following table sets forth revenue by geographic area (in thousands):

| | Year Ended December 31, | | |
|-------------------|-------------------------|---------------------|---------------------|
| | 2019 | 2018 | 2017 |
| Revenue | | | |
| United States | \$ 4,472,473 | \$ 3,138,859 | \$ 2,120,088 |
| International | 241,027 | 159,318 | 94,165 |
| Total net revenue | <u>\$ 4,713,500</u> | <u>\$ 3,298,177</u> | <u>\$ 2,214,253</u> |

No individual country from the international markets contributed in excess of 10% of total revenue for the years ended December 31, 2019, 2018, and 2017.

Long-Lived Assets

The following table sets forth long-lived assets by geographic area (in thousands):

| | December 31, | |
|--------------------------|-------------------|-------------------|
| | 2019 | 2018 |
| Long-lived assets | | |
| United States | \$ 586,702 | \$ 471,970 |
| International | 11,064 | 9,239 |
| Total long-lived assets | <u>\$ 597,766</u> | <u>\$ 481,209</u> |

NOTE 20 - SUPPLEMENTAL CASH FLOW INFORMATION

The supplemental disclosures of cash flow information consist of the following (in thousands):

| | Year Ended December 31, | | |
|--|-------------------------|-----------|----------|
| | 2019 | 2018 | 2017 |
| Supplemental Cash Flow Data: | | | |
| Cash paid for interest | \$ 5,677 | \$ 4,125 | \$ 1,374 |
| Cash paid for income taxes | 2,744 | 1,622 | 1,254 |
| Supplemental disclosures of non-cash investing and financing activities: | | | |
| Right-of-use assets obtained in exchange for operating lease obligations | 40,555 | — | — |
| Change in purchases of property and equipment in accounts payable and accrued expenses | (419) | 15,067 | 143 |
| Unpaid business combination purchase price | 8,411 | 3,995 | 2,115 |
| Non-cash proceeds from sale of asset group | 100,000 | — | — |
| Fair value of common stock issued related to business combination | — | (140,107) | — |
| Recovery of common stock in connection with indemnification settlement agreement | 789 | 2,745 | — |
| Fair value of common stock issued to settle the conversion of senior notes, due 2022 | — | (571,408) | — |
| Fair value of shares received to settle senior note hedges, due 2022 | — | 544,276 | — |

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

Item 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Annual Report on Form 10-K. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of December 31, 2019, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the quarter ended December 31, 2019 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Our management conducted an assessment of the effectiveness of our internal control over financial reporting based on the criteria established in “Internal Control - Integrated Framework” (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on that assessment, our management has concluded that our internal control over financial reporting was effective as of December 31, 2019. The effectiveness of our internal control over financial reporting as of December 31, 2019 has been audited by Ernst & Young, LLP, an independent registered public accounting firm, as stated in their report which appears herein.

Item 9B. OTHER INFORMATION

None.

PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this item will be included under the captions "Board of Directors and Corporate Governance" and "Executive Officers" in our Proxy Statement for the 2020 Annual Meeting of Stockholders to be filed with the SEC within 120 days of the fiscal year ended December 31, 2019 (Proxy Statement) and is incorporated herein by reference. The information required by this item regarding delinquent filers pursuant to Item 405 of Regulation S-K will be included under the caption "—Delinquent Section 16(a) Reports" in the Proxy Statement and is incorporated herein by reference.

Item 11. EXECUTIVE COMPENSATION

The information required by this item will be included under the captions "Board of Directors and Corporate Governance—Director Compensation," "Executive Compensation," and "Board of Directors and Corporate Governance—Compensation Committee Interlocks and Insider Participation" in the Proxy Statement and is incorporated herein by reference.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this item will be included under the captions "Security Ownership of Certain Beneficial Owners and Management" and "Equity Compensation Plan Information" in the Proxy Statement and is incorporated herein by reference.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this item will be included under the captions "Certain Relationships, Related Party and Other Transactions" and "Board of Directors and Corporate Governance—Director Independence" in the Proxy Statement and is incorporated herein by reference.

Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this item will be included under the caption "Ratification Of Appointment Of Independent Registered Public Accounting Firm" in the Proxy Statement and is incorporated herein by reference.

PART IV

Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as a part of this Annual Report on Form 10-K:

(1) Consolidated Financial Statements:

Our Consolidated Financial Statements are listed in the “Index to Consolidated Financial Statements” under Part II, Item 8 of this Annual Report on Form 10-K.

(2) Financial Statement Schedules:

Schedules not listed above have been omitted because the information required to be set forth therein is not applicable or is shown in the financial statements or notes herein.

(3) Exhibits

The documents listed in the following Exhibit Index of this Annual Report on Form 10-K are incorporated by reference or are filed with this Annual Report on Form 10-K, in each case as indicated therein (numbered in accordance with Item 601 of Regulation S-K):

EXHIBIT INDEX

| Exhibit Number | Description | Incorporated by Reference | | | |
|-----------------------|--|---------------------------|------------|---------|-------------------|
| | | Form | File No. | Exhibit | Filing Date |
| 2.1 | Agreement and Plan of Reorganization, dated as of April 26, 2018, by and among the Registrant, Weebly, Inc., Forest Merger Sub, Inc., Forest Merger LLC and Shareholder Representative Services. | 8-K | 001-37622 | 2.1 | April 26, 2018 |
| 3.1 | Amended and Restated Certificate of Incorporation of the Registrant. | 8-K | 001-37622 | 3.1 | November 24, 2015 |
| 3.2 | Amended and Restated Bylaws of the Registrant. | 8-K | 001-37622 | 3.1 | November 3, 2017 |
| 4.1 | Form of Class A common stock certificate of the Registrant. | S-1/A | 333-207411 | 4.1 | November 6, 2015 |
| 4.2 | Fifth Amended and Restated Investors’ Rights Agreement among the Registrant and certain holders of its capital stock, dated as of September 9, 2014. | S-1 | 333-207411 | 4.2 | October 14, 2015 |
| 4.3 | Indenture, dated March 6, 2017, between the Registrant and The Bank of New York Mellon Trust Company, N.A. | 8-K | 001-37622 | 4.1 | March 6, 2017 |
| 4.4 | Form of 0.375% Convertible Senior Notes due 2022 (included in Exhibit 4.3). | 8-K | 001-37622 | 4.2 | March 6, 2017 |
| 4.5 | Indenture, dated May 25, 2018, by and between the Registrant and The Bank of New York Mellon Trust Company, N.A. | 8-K | 001-37622 | 4.1 | May 25, 2018 |
| 4.6 | Form of 0.50% Convertible Senior Note due 2023 (included in Exhibit 4.5). | 8-K | 001-37622 | 4.2 | May 25, 2018 |
| 4.7 | Description of Class A Common Stock | | | | |
| 10.1+ | Form of Indemnification Agreement between the Registrant and each of its directors and executive officers. | S-1/A | 333-207411 | 10.1 | November 6, 2015 |
| 10.2+ | Square, Inc. 2015 Equity Incentive Plan, as amended and restated, and related form agreements. | 10-Q | 001-37622 | 10.1 | August 2, 2017 |
| 10.3+ | Square, Inc. 2015 Employee Stock Purchase Plan, as amended and restated. | 10-Q | 001-37622 | 10.1 | August 1, 2019 |
| 10.4+ | Square, Inc. 2009 Stock Plan and related form agreements. | S-1 | 333-207411 | 10.4 | October 14, 2015 |
| 10.5+ | Square, Inc. Executive Incentive Compensation Plan. | S-1 | 333-207411 | 10.5 | October 14, 2015 |
| 10.6+ | Square, Inc. Outside Director Compensation Policy, as amended and restated. | 10-K | 001-37622 | 10.6 | February 27, 2019 |
| 10.7+ | Form of Change of Control and Severance Agreement between the Registrant and certain of its executive officers. | S-1 | 333-207411 | 10.7 | October 14, 2015 |

| | | | | | |
|-------------------------------|---|-------|------------|--------|-------------------|
| <u>10.8+</u> | <u>Form of Change of Control and Severance Agreement between the Registrant and certain of its executive officers entered into on and after January 27, 2020.</u> | 8-K | 001-37622 | 10.1 | January 31, 2020 |
| <u>10.9+</u> | <u>Offer Letter between the Registrant and Jack Dorsey, dated as of March 7, 2016.</u> | 10-K | 001-37622 | 10.8 | March 10, 2016 |
| <u>10.10+</u> | <u>Offer Letter between the Registrant and Alyssa Henry, dated as of October 1, 2015.</u> | S-1/A | 333-207411 | 10.12 | November 6, 2015 |
| <u>10.11+</u> | <u>Offer Letter between the Registrant and Jacqueline D. Reses, dated as of October 2, 2015.</u> | 10-Q | 001-37622 | 10.6 | May 4, 2017 |
| <u>10.12+</u> | <u>Offer Letter between the Registrant and Amrita Ahuja, dated as of December 16, 2018.</u> | 8-K | 001-37622 | 10.1 | January 4, 2019 |
| <u>10.13</u> | <u>Office Lease by and between the Registrant and Hudson 1455 Market, LLC, dated as of October 17, 2012, as amended on March 22, 2013, January 22, 2014, June 6, 2014, February 1, 2015, April 27, 2015, June 18, 2015, October 5, 2016, and October 6, 2016.</u> | 10-Q | 001-37622 | 10.7 | May 4, 2017 |
| <u>10.14</u> | <u>Ninth Amendment to Office Lease by and between the Registrant and Hudson 1455 Market Street, LLC, dated as of December 19, 2017.</u> | 10-K | 001-37622 | 10.15 | February 27, 2018 |
| <u>10.15</u> | <u>Tenth Amendment to Office Lease by and between the Registrant and Hudson 1455 Market Street, LLC, dated as of May 17, 2018.</u> | 10-Q | 001-37622 | 10.5 | August 1, 2018 |
| <u>10.16</u> | <u>Eleventh Amendment to Office Lease by and between the Registrant and Hudson 1455 Market Street, LLC, dated as of June 25, 2018.</u> | 10-Q | 001-37622 | 10.6 | August 1, 2018 |
| <u>10.17</u> | <u>Revolving Credit Agreement dated as of November 2, 2015 among the Registrant, the Lenders Party Thereto, and JPMorgan Chase Bank, N.A., as Administrative Agent.</u> | S-1/A | 333-207411 | 10.14 | November 6, 2015 |
| <u>10.18</u> | <u>Commitment Letter dated October 30, 2015 by Goldman Sachs Lending Partners LLC.</u> | S-1/A | 333-207411 | 10.14A | November 16, 2015 |
| <u>10.19</u> | <u>First Amendment to Credit Agreement, dated as of February 27, 2017, among the Registrant, the Lenders Party Thereto, and JPMorgan Chase Bank, N.A., as Administrative Agent.</u> | 8-K | 001-37622 | 10.1 | February 27, 2017 |
| <u>10.20</u> | <u>Second Amendment to Credit Agreement, dated as of May 21, 2018, among the Registrant, the Lenders Party Thereto, and JP Morgan Chase Bank, N.A., as Administrative Agent.</u> | 8-K | 001-37622 | 10.1 | May 21, 2018 |
| <u>10.21#</u> | <u>Master Development and Supply Agreement by and between the Registrant and TDK Corporation, dated as of October 1, 2013.</u> | S-1 | 333-207411 | 10.15 | October 14, 2015 |
| <u>10.22#</u> | <u>Master Manufacturing Agreement by and between the Registrant and Cheng Uei Precision Industry Co., Ltd., dated as of June 27, 2012.</u> | S-1 | 333-207411 | 10.16 | October 14, 2015 |
| <u>10.23#</u> | <u>ASIC Development and Supply Agreement by and between the Registrant, Semiconductor Components Industries, LLC (d/b/a ON Semiconductor) and ON Semiconductor Trading, Ltd., dated as of March 25, 2013.</u> | S-1 | 333-207411 | 10.17 | October 14, 2015 |
| <u>10.24</u> | <u>Amendment 1 to ASIC Development and Supply Agreement, dated as of January 15, 2019.</u> | 10-K | 001-37622 | 10.23 | February 27, 2019 |
| <u>10.25</u> | <u>Form of Convertible Note Hedge Confirmation.</u> | 8-K | 001-37622 | 10.2 | March 6, 2017 |
| <u>10.26</u> | <u>Form of Warrant Confirmation.</u> | 8-K | 001-37622 | 10.3 | March 6, 2017 |
| <u>10.27</u> | <u>Form of Convertible Note Hedge Confirmation.</u> | 8-K | 001-37622 | 10.2 | May 25, 2018 |
| <u>10.28</u> | <u>Form of Warrant Confirmation.</u> | 8-K | 001-37622 | 10.3 | May 25, 2018 |
| <u>21.1</u> | <u>List of subsidiaries of the Registrant.</u> | | | | |
| <u>23.1</u> | <u>Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.</u> | | | | |
| <u>23.2</u> | <u>Consent of KPMG LLP, Independent Registered Public Accounting Firm.</u> | | | | |
| <u>31.1</u> | <u>Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u> | | | | |
| <u>31.2</u> | <u>Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u> | | | | |

[Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)

32.1†

XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document..

101.INS

101.SCH Inline XBRL Taxonomy Extension Schema Document.

101.CAL Inline XBRL Taxonomy Extension Calculation Linkbase Document.

101.DEF Inline XBRL Taxonomy Extension Definition Linkbase Document.

101.LAB Inline XBRL Taxonomy Extension Labels Linkbase Document.

101.PRE Inline XBRL Taxonomy Extension Presentation Linkbase Document.

104 Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

+ Indicates management contract or compensatory plan.

The Registrant has omitted portions of the relevant exhibit and filed such exhibit separately with the Securities and Exchange Commission pursuant to a request for confidential treatment under Rule 406 of the Securities Act of 1933, as amended.

† The certifications attached as Exhibit 32.1 that accompany this Annual Report on Form 10-K are deemed furnished and not filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of the Registrant under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Annual Report on Form 10-K, irrespective of any general incorporation language contained in such filing.

Item 16. FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: February 26, 2020

SQUARE, INC.

By: /s/ Jack Dorsey
Jack Dorsey
President, Chief Executive Officer, and Chairman

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Jack Dorsey, Amrita Ahuja and Sivan Whiteley, and each of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their, his or her substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report on Form 10-K has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

| Signature | Title | Date |
|---|---|-------------------|
| <u>/s/ Jack Dorsey</u> Jack Dorsey | President, Chief Executive Officer, and Chairman (Principal Executive Officer) | February 26, 2020 |
| <u>/s/ Amrita Ahuja</u> Amrita Ahuja | Chief Financial Officer (Principal Financial Officer) | February 26, 2020 |
| <u>/s/ Ajmere Dale</u> Ajmere Dale | Chief Accounting Officer (Principal Accounting Officer) | February 26, 2020 |
| <u>/s/ Roelof Botha</u> Roelof Botha | Director | February 26, 2020 |
| <u>/s/ Amy Brooks</u> Amy Brooks | Director | February 26, 2020 |
| <u>/s/ Paul Deighton</u> Paul Deighton | Director | February 26, 2020 |
| <u>/s/ Randy Garutti</u> Randy Garutti | Director | February 26, 2020 |
| <u>/s/ Jim McKelvey</u> Jim McKelvey | Director | February 26, 2020 |
| <u>/s/ Mary Meeker</u> Mary Meeker | Director | February 26, 2020 |
| <u>/s/ Anna Patterson</u> Anna Patterson | Director | February 26, 2020 |
| <u>/s/ Naveen Rao</u> Naveen Rao | Director | February 26, 2020 |
| <u>/s/ Lawrence Summers</u> Lawrence Summers | Director | February 26, 2020 |
| <u>/s/ David Viniar</u> David Viniar | Director | February 26, 2020 |