

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Searchlight Capital Partners II GP, LLC</u>  (Last) (First) (Middle) <u>745 FIFTH AVENUE, 27TH FLOOR</u>  (Street) <u>NEW YORK NY 10151</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Shift4 Payments, Inc. [ FOUR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/05/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	10/05/2020		C		682,031	A	\$0.00	682,031	I	See footnotes <sup>(1)(2)</sup>
Class B Common Stock	10/05/2020		J <sup>(3)</sup>		682,031	D	\$0.00	9,056,441	I	See footnotes <sup>(2)(4)</sup>
Class C Common Stock	10/05/2020		C		791,039	D	\$0.00	10,503,906	I	See footnotes <sup>(2)(5)</sup>
Class A Common Stock	10/05/2020		C		791,039	A	\$0.00	1,473,070	I	See footnotes <sup>(2)(6)</sup>
Class A Common Stock	10/06/2020		S		1,473,070	D	\$46.6813	0	I	See footnotes <sup>(2)(6)</sup>

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
LLC Interests	(7)	10/05/2020		C			682,031	(7)	(7)	Class A Common Stock	\$0.00	9,056,441	I	See footnotes <sup>(1)(2)</sup>

1. Name and Address of Reporting Person \*

Searchlight Capital Partners II GP, LLC

(Last) (First) (Middle)

745 FIFTH AVENUE, 27TH FLOOR

(Street)

NEW YORK NY 10151

(City) (State) (Zip)

1. Name and Address of Reporting Person *		
<a href="#">Searchlight Capital Partners II GP, L.P.</a>		
(Last)	(First)	(Middle)
745 FIFTH AVENUE, 27TH FLOOR		
(Street)		
NEW YORK	NY	10151
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
<a href="#">Searchlight Capital II PV, L.P.</a>		
(Last)	(First)	(Middle)
745 FIFTH AVENUE, 27TH FLOOR		
(Street)		
NEW YORK	NY	10151
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
<a href="#">Searchlight Capital II, L.P.</a>		
(Last)	(First)	(Middle)
745 FIFTH AVENUE, 27TH FLOOR		
(Street)		
NEW YORK	NY	10151
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
<a href="#">Searchlight II GWN, L.P.</a>		
(Last)	(First)	(Middle)
745 FIFTH AVENUE, 27TH FLOOR		
(Street)		
NEW YORK	NY	10151
(City) (State) (Zip)		

**Explanation of Responses:**

1. Represents securities held of record by Searchlight II GWN, L.P.
2. Searchlight Capital Partners II GP, LP, as the general partner of Searchlight Capital II PV, L.P, Searchlight Capital II, L.P. and Searchlight II GWN, L.P.(the "Record Holders"), may be deemed to share beneficial ownership over the securities held by the Record Holders. Searchlight Capital Partners II GP, LLC, as the general partner of Searchlight Capital Partners II GP, LP, may be deemed to share beneficial ownership over the securities held by the Record Holders.
3. Reflects the cancellation for no consideration of Class B Common Stock in connection with the conversion of the LLC Interests in to Class A Common Stock.
4. Securities are held of record by Searchlight Capital II, L.P.
5. Following the transactions reported herein, represents 851,680 Class C shares held of record by Searchlight Capital II, L.P. and 9,652,226 Class C shares held directly by Searchlight Capital II PV, L.P.
6. Following the transactions reported herein, represents 64,139 Class A shares held of record by Searchlight Capital II, L.P. 726,900 Class A shares held directly by Searchlight Capital II PV, L.P. and 682,031 Class A shares held of record by Searchlight II GWN, L.P.
7. The LLC Interests may be redeemed by the Reporting Person at any time on or following the closing of the Initial Public Offering for shares of Class A Common Stock on a 1-to-1 basis.

**Remarks:**

[Searchlight Capital Partners II GP, LLC, By: /s/ Andrew Frey, 10/07/2020 authorized person](#)

[Searchlight Capital Partners II GP, LP, By: Searchlight Capital Partners II GP, LLC, its general partner, By: /s/ Andrew Frey, 10/07/2020 authorized person](#)

[Searchlight Capital II PV, L.P., By: Searchlight Capital Partners II GP, LP, its general partner, By: Searchlight Capital Partners II GP, LLC, its general partner, By: /s/ Andrew Frey, 10/07/2020 authorized person](#)

Searchlight Capital II, L.P., By:  
Searchlight Capital Partners II GP,  
LP, its general partner, By: 10/07/2020  
Searchlight Capital Partners II GP,  
LLC, its general partner, By: /s/  
Andrew Frey, authorized person  
Searchlight II GWN, L.P., By:  
Searchlight Capital Partners II GP,  
LP, its general partner, By: 10/07/2020  
Searchlight Capital Partners II GP,  
LLC, its general partner, By: /s/  
Andrew Frey, authorized person

\*\* Signature of Reporting Person      Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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