

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

| | | |
|---|--|--|
| 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>05/21/2021</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

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 | 05/21/2021 | | C | | 82,839 | A | \$0.00 | 82,839 | I | See footnote ⁽¹⁾⁽²⁾ |
| Class B Common Stock | 05/21/2021 | | J ⁽³⁾ | | 82,839 | D | \$0.00 | 2,724,594 | I | See footnote ⁽²⁾⁽⁴⁾ |
| Class C Common Stock | 05/21/2021 | | C | | 96,078 | D | \$0.00 | 3,160,058 | I | See footnote ⁽²⁾⁽⁵⁾ |
| Class A Common Stock | 05/21/2021 | | C | | 96,078 | A | \$0.00 | 178,917 | I | See footnote ⁽²⁾⁽⁶⁾ |
| Class A Common Stock | 05/21/2021 | | S | | 58,507 | D | \$89.2905 ⁽⁷⁾ | 120,410 | I | See footnote ⁽²⁾ |
| Class A Common Stock | 05/21/2021 | | S | | 55,500 | D | \$90.1579 ⁽⁸⁾ | 64,910 | I | See footnote ⁽²⁾ |
| Class A Common Stock | 05/21/2021 | | S | | 36,745 | D | \$91.3038 ⁽⁹⁾ | 28,165 | I | See footnote ⁽²⁾ |
| Class A Common Stock | 05/21/2021 | | S | | 12,725 | D | \$92.5819 ⁽¹⁰⁾ | 15,440 | I | See footnote ⁽²⁾ |
| Class A Common Stock | 05/21/2021 | | S | | 15,040 | D | \$93.3246 ⁽¹¹⁾ | 400 | I | See footnote ⁽²⁾ |
| Class A Common Stock | 05/21/2021 | | S | | 400 | D | \$94.085 | 0 | I | See footnote ⁽²⁾ |
| Class A Common Stock | 05/24/2021 | | C | | 20,646 | A | \$0.00 | 20,646 | I | See footnote ⁽¹⁾⁽²⁾ |
| Class B Common Stock | 05/24/2021 | | J ⁽³⁾ | | 20,646 | D | \$0.00 | 2,703,948 | I | See footnote ⁽²⁾⁽⁴⁾ |
| Class C Common Stock | 05/24/2021 | | C | | 23,946 | D | \$0.00 | 3,136,112 | I | See footnote ⁽²⁾⁽⁵⁾ |
| Class A Common Stock | 05/24/2021 | | C | | 23,946 | A | \$0.00 | 44,592 | I | See footnote ⁽²⁾⁽¹²⁾ |
| Class A Common Stock | 05/24/2021 | | S | | 8,585 | D | \$89.5726 ⁽¹³⁾ | 36,007 | I | See footnote ⁽²⁾ |
| Class A Common Stock | 05/24/2021 | | S | | 15,766 | D | \$90.6958 ⁽¹⁴⁾ | 20,241 | I | See footnote ⁽²⁾ |
| Class A Common Stock | 05/24/2021 | | S | | 6,249 | D | \$91.7186 ⁽¹⁵⁾ | 13,992 | I | See footnote ⁽²⁾ |
| Class A Common Stock | 05/24/2021 | | S | | 13,992 | D | \$92.658 ⁽¹⁶⁾ | 0 | I | See footnote ⁽²⁾ |

**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 | Title | Amount or Number of Shares | | | | |
| LLC Interests | (17) | 05/21/2021 | | C | | | 82,839 | (17) | (17) | Class A Common Stock | 82,839 | \$0.00 | 2,724,594 | I | See footnotes ⁽¹⁾⁽²⁾ |
| LLC Interests | (17) | 05/24/2021 | | C | | | 20,646 | (17) | (17) | Class A Common Stock | 20,646 | \$0.00 | 2,703,948 | I | See footnotes ⁽¹⁾⁽²⁾ |

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 *

[Searchlight Capital Partners II GP, L.P.](#)

(Last) (First) (Middle)

745 FIFTH AVENUE, 27TH FLOOR

(Street)

NEW YORK NY 10151

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Searchlight Capital II PV, L.P.](#)

(Last) (First) (Middle)

745 FIFTH AVENUE, 27TH FLOOR

(Street)

NEW YORK NY 10151

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Searchlight Capital II, L.P.](#)

(Last) (First) (Middle)

745 FIFTH AVENUE, 27TH FLOOR

(Street)

NEW YORK NY 10151

(City) (State) (Zip)

| | | |
|--|---------|----------|
| 1. Name and Address of Reporting Person * | | |
| Searchlight II GWN, L.P. | | |
| (Last) | (First) | (Middle) |
| 745 FIFTH AVENUE, 27TH FLOOR | | |
| (Street) | | |
| NEW YORK | NY | 10151 |
| (City) | (State) | (Zip) |
| 1. Name and Address of Reporting Person * | | |
| Searchlight II GWN GP, LLC | | |
| (Last) | (First) | (Middle) |
| 745 FIFTH AVENUE, 27TH FLOOR | | |
| (Street) | | |
| NEW YORK | NY | 10151 |
| (City) | (State) | (Zip) |

Explanation of Responses:

- Represents securities held of record by Searchlight II GWN, L.P.
- Searchlight II GWN GP, LLC is the general partner of Searchlight II GWN, L.P. and may be deemed to share beneficial ownership over the securities held of record by Searchlight II GWN, L.P. Searchlight Capital Partners II GP, LLC is the general partner of Searchlight Capital Partners II GP, LP, which is the general partner of Searchlight Capital II PV, L.P., Searchlight Capital II, L.P. and the members of Searchlight II GWN GP, LLC. As such, each of Searchlight Capital Partners II GP, LLC and Searchlight Capital Partners II GP, LP may be deemed to share beneficial ownership over the securities held of record by each of Searchlight Capital II PV, L.P., Searchlight Capital II, L.P. and Searchlight II GWN, L.P.
- 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.
- Securities are held of record by Searchlight Capital II, L.P.
- Following the transactions reported herein, represents 254,285 Class C Common Stock held of record by Searchlight Capital II, L.P. and 2,881,827 Class C Common Stock held directly by Searchlight Capital II PV, L.P.
- Following the conversion of shares, represents 7,790 Class A Common Stock held of record by Searchlight Capital II, L.P., 88,288 Class A Common Stock held of record by Searchlight Capital II PV, L.P. and 82,839 Class A Common Stock held of record by Searchlight II GWN, L.P.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$88.91 to \$89.91. The reporting persons undertake to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$89.915 to \$90.91. The reporting persons undertake to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$90.93 to \$91.93. The reporting persons undertake to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$91.98 to \$92.915. The reporting persons undertake to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$93.04 to \$94.025. The reporting persons undertake to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- Following the conversion of shares, represents 1,942 Class A Common Stock held of record by Searchlight Capital II, L.P., 22,004 Class A Common Stock held of record by Searchlight Capital II PV, L.P. and 20,646 Class A Common Stock held of record by Searchlight II GWN, L.P.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$89.23 to \$90.22. The reporting persons undertake to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$90.235 to \$91.16. The reporting persons undertake to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$91.24 to \$92.12. The reporting persons undertake to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$92.29 to \$92.94. The reporting persons undertake to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The LLC Interests may be redeemed by Searchlight II GWN, L.P. at any time for shares of the Issuer's Class A Common Stock on a 1-to-1 basis.

Remarks:

[Searchlight Capital Partners II GP, LLC, By: /s/ Andrew Frey, 05/25/2021 authorized person](#)

[Searchlight Capital Partners II GP, LP, By: Searchlight Capital Partners II GP, LLC, its general partner, By: /s/ Andrew Frey, 05/25/2021 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, 05/25/2021 authorized person](#)

[Searchlight Capital II, 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, 05/25/2021 authorized person](#)

[Searchlight II GWN, L.P., By: Searchlight II GWN GP, LLC, its general partner, By: /s/ Andrew Frey, 05/25/2021 authorized person](#)

Searchlight II GWN GP, LLC, By:
/s/ Andrew Frey, authorized 05/25/2021
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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.