

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Isaacman Jared</u> (Last) (First) (Middle) 2202 N. IRVING ST (Street) ALLENTOWN PA 18109 (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 09/07/2021	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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
Forward Sale Contract (obligation to sell)	(1)(2)(3)(4)(5)(6)	09/07/2021		J(1)(2)(3)(4)(5)(6)		2,178,984		(4)(5)(6)	(4)(5)(6)	Class A Common Stock	2,178,984	(1)(2)(3)(4)(5)(6)	2,178,984	I	See footnote ⁽¹⁰⁾
Forward Sale Contract (obligation to sell)	(1)(2)(3)(7)(8)(9)	09/07/2021		J(1)(2)(3)(7)(8)(9)		2,259,247		(7)(8)(9)	(7)(8)(9)	Class A Common Stock	2,259,247	(1)(2)(3)(7)(8)(9)	2,259,247	I	See footnote ⁽¹⁰⁾

Explanation of Responses:

- On September 7, 2021, Rook SPV 2, LLC ("Rook SPV") entered into two prepaid variable forward transactions with an unaffiliated third party. The transactions obligates Rook SPV to deliver to the counterparty up to 4,438,231 aggregate shares of the Issuer's Class A Common Stock (or at Rook SPV's election, an equivalent amount of cash) on specified dates in June, July, August and September of 2024.
- (continued from Footnote 1) In exchange for assuming this obligation, Rook SPV received an aggregate cash payment of \$275,000,000. Rook SPV has pledged 4,438,231 aggregate LLC interests in Shift4 Payments, LLC (the "LLC Interests") and an equal number of shares of Class B Common Stock of the Issuer (together with the LLC Interests, the "Pledged Securities") to secure its obligations under the transactions. Rook SPV received the Pledged Securities from Rook Holdings Inc. in a transaction exempt from reporting pursuant to Rule 16a-13. Rook SPV will retain voting and certain dividend rights in the Pledged Securities during the term of the transactions but may be required to make cash payments upon the occurrence of certain dividends declared prior to settlement.
- The LLC Interests generally may be redeemed by Rook SPV at any time for shares of Class A Common Stock on a 1-to-1 basis. Upon redemption of any LLC Interests, a corresponding number of shares of Class B Common Stock will be cancelled for no consideration. Prior to settlement, Rook SPV will not be permitted to exchange, transfer or otherwise dispose of the Pledged Securities (other than in connection with the settlement of the contract) and will, at all times, maintain the ability to cover its delivery obligations under the contract.
- This transaction is divided into 50 individual components (each comprising 43,580 shares (or 43,579 in the case of the first 16 valuation dates) (the "Component Shares") of Class A Common Stock) over the 50 trading days up to, and including, September 6, 2024 (the "Valuation Period"). The number of Class A Common Stock to be delivered to the counterparty with respect to each component at settlement will be based on the volume weighted average price per share of the Class A Common Stock for each trading day during the Valuation Period (the "Settlement Price") as follows:
- (continued from Footnote 4) (A) if the Settlement Price for any component is less than or equal to \$66.4240 (the "Floor Price"), Rook SPV will deliver for that component the Component Shares; (B) if the Settlement Price for any component is less than or equal to \$112.0905 (the "Cap Price"), but greater than the Floor Price, Rook SPV will deliver for that component a number of Class A Common Stock equal to (i) the Component Shares, multiplied by a fraction, the numerator of which is the Floor Price and the denominator of which is the Settlement Price; and
- (continued from Footnote 5) (C) if the Settlement Price for any component is greater than the Cap Price, Rook SPV will deliver for that component a number of shares equal to (i) the Component Shares, multiplied by (ii) a fraction, the numerator of which is the sum of (x) the Floor Price and (y) the Settlement Price minus the Cap Price, and the denominator of which is the Settlement Price, in each case rounded up to the nearest whole share.
- This transaction is divided into 50 individual components (each comprising 45,185 shares (or 45,184 in the case of the first 3 valuation dates) (the "Component Shares") of Class A Common Stock) over the 50 trading days up to, and including, September 6, 2024 (the "Valuation Period"). The number of Class A Common Stock to be delivered to the counterparty with respect to each component at settlement will be based on the volume weighted average price per share of the Class A Common Stock for each trading day during the Valuation Period (the "Settlement Price") as follows:
- (continued from Footnote 7) (A) if the Settlement Price for any component is less than or equal to \$66.4240 (the "Floor Price"), Rook SPV will deliver for that component the Component Shares; (B) if the Settlement Price for any component is less than or equal to \$120.3935 (the "Cap Price"), but greater than the Floor Price, Rook SPV will deliver for that component a number of Class A Common Stock equal to (i) the Component Shares, multiplied by a fraction, the numerator of which is the Floor Price and the denominator of which is the Settlement Price; and
- (continued from Footnote 8) (C) if the Settlement Price for any component is greater than the Cap Price, Rook SPV will deliver for that component a number of shares equal to (i) the Component Shares, multiplied by (ii) a fraction, the numerator of which is the sum of (x) the Floor Price and (y) the Settlement Price minus the Cap Price, and the denominator of which is the Settlement Price, in each case rounded up to the nearest whole share.
- Rook SPV is a wholly owned subsidiary of Rook Holdings Inc. Mr. Isaacman is the sole stockholder of Rook Holdings Inc. and therefore may be deemed to beneficially own the securities held of record by Rook SPV and Rook Holdings Inc.

Remarks:

/s/ Jordan Frankel, Attorney-in-Fact for Jared Isaacman

09/08/2021

** 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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