

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SHIFT4 PAYMENTS, INC.

(Exact name of registrant as specified in its charter)

Delaware
 (State or other jurisdiction of
 incorporation or organization)

2202 N. Irving St., Allentown, PA
 (Address of Principal Executive Offices)

84-3676340
 (IRS Employer
 Identification No.)

18109
 (ZIP Code)

Shift4 Payments, Inc. 2020 Incentive Award Plan
 (Full title of the plan)

Jordan Frankel
 Secretary and General Counsel
 Shift4 Payments, Inc.
 2202 N. Irving Street
 Allentown, PA 18109
 (Name and address of agent for service)

(888) 276-2108
 (Telephone number, including area code, of agent for service)

Copy to:

Marc D. Jaffe
Ian D. Schuman
Adam J. Gelardi
 Latham & Watkins LLP
 885 Third Avenue

New York, NY 10022-4834
 (212) 906-1200

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Class A common Stock	1,409,924 (2)	\$72.77 (3)	\$102,600,169.48	\$11,193.68

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Class A common Stock, par value \$0.0001 per share (“Class A Common Stock”), of Shift4 Payments, Inc. (the “Registrant”) that become issuable under the Registrant’s 2020 Incentive Award Plan (the “2020 Plan”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Class A Common Stock.
 - (2) Represents additional shares of Class A Common Stock authorized for issuance under the 2020 Plan that became available for issuance on January 1, 2021, pursuant to the provisions of the 2020 Plan that provide for an automatic annual increase in the number of shares authorized for issuance under the 2020 Plan.
 - (3) Pursuant to Rule 457(c) and Rule 457(h) of the Securities Act of 1933, and solely for the purposes of calculating the amount of the registration fee, and based upon the average of the high and low prices of the Registrant’s Class A Common Stock as reported on The New York Stock Exchange on March 3, 2021.
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EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 1,409,924 shares of the Registrant's Class A Common Stock to be issued pursuant to the 2020 Plan, as a result of the operation of an automatic annual increase provision therein, and for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective.

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENTS ON FORMS-8

The contents of the Registration Statement on [Form S-8](#) (File No. 333-239042), filed with the Securities and Exchange Commission (the "SEC") on June 9, 2020, relating to the 2020 Plan, are incorporated herein by reference, except as set forth below.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Index</u>
4.1	Amended and Restated Certificate of Incorporation of Shift4 Payments, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on August 12, 2020).
4.2	Amended and Restated Bylaws of Shift4 Payments, Inc., effective as of June 4, 2020 (incorporated by reference to Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on August 12, 2020).
5.1*	Opinion of Latham & Watkins LLP
23.1*	Consent of PricewaterhouseCoopers LLP as to Shift4 Payments, Inc.
23.3*	Consent of Latham & Watkins LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (included on the signature page hereto)
99.1	Shift4 Payments, Inc. 2020 Incentive Award Plan (incorporated by reference to Exhibit 10.10 to the Registrant's Registration Statement on Form S-1/A (File No. 333-238307), filed on June 3, 2020 with the SEC).

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Allentown, State of Pennsylvania, on March 8, 2021.

SHIFT4 PAYMENTS, INC.

By /s/ Jared Isaacman
Jared Isaacman
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN AND WOMEN BY THESE PRESENTS, that each person whose signature appears below hereby severally constitutes and appoints each of Registrant's Chief Executive Officer and Chief Financial Officer (currently Jared Isaacman and Bradley Herring, respectively) as such person's true and lawful attorney-in-fact and agent, each acting alone, with full power of substitution and resubstitution, for and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and all documents relating thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto such attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing necessary or advisable to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents, each acting alone, or such person's substitute or substitutes, lawfully may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Jared Isaacman</u> Jared Isaacman	President, Chief Executive Officer and Director (Principal Executive Officer)	March 8, 2021
<u>/s/ Bradley Herring</u> Bradley Herring	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 8, 2021
<u>/s/ Donald Isaacman</u> Donald Isaacman	Director	March 8, 2021
<u>/s/ Christopher Cruz</u> Christopher Cruz	Director	March 8, 2021
<u>/s/ Andrew Frey</u> Andrew Frey	Director	March 8, 2021

<u>/s/ Nancy Disman</u> Nancy Disman	Director	March 8, 2021
<u>/s/ Sarah Goldsmith-Grover</u> Sarah Goldsmith-Grover	Director	March 8, 2021
<u>/s/ Jonathan Halkyard</u> Jonathan Halkyard	Director	March 8, 2021

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LATHAM & WATKINS LLP

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March 8, 2021

Shift4 Payments, Inc.
 2202 N. Irving Street
 Allentown, PA 18109

Re: Registration Statement on Form S-8: 1,409,924 shares of Class A Common Stock, par value \$0.0001 per share, of Shift4 Payments, Inc.

Ladies and Gentlemen:

We have acted as special counsel to Shift4 Payments, Inc., a Delaware corporation (the "Company"), in connection with the registration by the Company of an aggregate of 1,409,924 shares of its Class A common stock, \$0.0001 par value per share (the "Shares"), issuable under the Shift4 Payments, Inc. 2020 Incentive Award Plan (the "2020 Plan"). The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the "Act"), filed with the Securities and Exchange Commission (the "Commission") on March 8, 2021 (the "Registration Statement"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the prospectus forming a part thereof, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon the foregoing and upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein only as to the General Corporation Law of the State of Delaware, as amended (the "DCGL"), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipients thereof, and have been issued by the Company for legal consideration in excess of par value in the circumstances contemplated by the 2020 Plan, assuming in each case that the individual grants or awards under the 2020 Plan are duly authorized by all necessary corporate action and duly granted or awarded

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and exercised in accordance with the requirements of law and the 2020 Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Securities Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Shift4 Payments, Inc. of our report dated March 8, 2021 relating to the financial statements which appears in Shift4 Payments, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2020.

/s/ PricewaterhouseCoopers LLP
Philadelphia, Pennsylvania
March 8, 2021