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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): July 20, 2021

SHIFT4 PAYMENTS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

001-39313
(Commission
File Number)

84-3676340
(I.R.S. Employer
Identification No.)

2202 N. Irving St.
Allentown, Pennsylvania 18109
(Address of principal executive offices) (Zip Code)

(888) 276-2108
(Registrant's telephone number, include area code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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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 \$0.0001 par value per share	FOUR	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Item 8.01. Other Events.**Launch Press Release**

On July 20, 2021, the Company announced its intention to offer \$500.0 million aggregate principal amount of convertible senior notes due 2027 (the “Notes”) in a private offering to persons reasonably believed to be “qualified institutional buyers,” as defined in, and in accordance with, Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”). The full text of the press release issued in connection with the announcement is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Pricing Press Release

On July 22, 2021 the Company announced upsizing and the pricing of its offering of \$550.0 million aggregate principal amount of Notes in a private offering to persons reasonably believed to be “qualified institutional buyers,” as defined in, and in accordance with, Rule 144A under the Securities Act. The full text of the press release issued in connection with the announcement is furnished as Exhibit 99.2 to this Current Report on Form 8-K.

This Form 8-K does not constitute an offer to sell any securities or a solicitation of an offer to purchase any securities.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibit shall be deemed to be furnished, and not filed:

**Exhibit
No.****Description**

99.1	Press Release issued on July 20, 2021
99.2	Press Release issued on July 22, 2021

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 22, 2021

SHIFT4 PAYMENTS, INC.

By: /s/ Jordan Frankel
Jordan Frankel
General Counsel and Secretary

Shift4 Payments Announces Convertible Notes Offering

ALLENTOWN, PA., July 20, 2021 – Shift4 Payments, Inc. (“Shift4”) (NYSE: FOUR), a leading independent provider of integrated payment processing and technology solutions, today announced its intention to offer, subject to market and other conditions, \$500.0 million aggregate principal amount of convertible senior notes due 2027 (the “Notes”) in a private offering that is exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”), to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act. Shift4 also expects to grant the initial purchasers of the Notes an option to purchase, for settlement within a period of 13 days from, and including, the date the Notes are first issued, up to an additional \$75.0 million aggregate principal amount of the Notes.

The Notes will be senior, unsecured obligations of Shift4, will accrue interest payable semi-annually in arrears and will mature on August 1, 2027, unless earlier repurchased, redeemed or converted. Before May 1, 2027, noteholders will have the right to convert their Notes in certain circumstances and during specified periods. Shift4 will satisfy its conversion obligations by paying cash up to the aggregate principal amount of Notes to be converted and pay or deliver, as applicable, cash, shares of its Class A common stock (“Class A common stock”) or a combination of cash and shares of its Class A common stock, at Shift4’s election, in respect of the remainder. The Notes will be redeemable, in whole or in part, for cash at Shift4’s option at any time, and from time to time, on or after August 6, 2024 and on or before the 40th scheduled trading day immediately before the maturity date, but only if the last reported sale price per share of Shift4’s Class A common stock exceeds 130% of the conversion price for a specified period of time. The redemption price will be equal to the principal amount of the Notes to be redeemed, plus accrued and unpaid interest, if any, to, but excluding, the redemption date. The final terms of the Notes, including the interest rate, initial conversion rate and certain other terms of the Notes, will be determined at the pricing of the offering.

Shift4 intends to use the net proceeds of the offering for general corporate purposes, which may include acquisitions or investments.

Concurrently with the offering of Notes, Shift4 is offering approximately 1,791,818 shares of its Class A common stock, and certain entities associated with Searchlight Capital Partners, L.P. also intend to offer 5,208,182 shares of Shift4’s Class A common stock in an underwritten offering. We also intend to grant the underwriters of that offering a 30-day option to purchase up to an additional 1,050,000 shares of Shift4’s Class A common stock. Nothing contained herein shall constitute an offer to sell or the solicitation of an offer to buy the Class A common stock. The offering of Notes is not contingent upon the concurrent public offering of Class A common stock, and the concurrent public offering of Class A common stock is not contingent upon the offering of Notes.

The offer and sale of the Notes and any shares of Class A common stock issuable upon conversion of the Notes have not been, and will not, be registered under the Securities Act or any other securities laws, and the Notes and any such shares cannot be offered or sold except to persons reasonably believed to be qualified institutional buyers in reliance on the exemption from registration provided by Rule 144A under the Securities Act.

This press release shall not constitute an offer to sell, or the solicitation of an offer to buy, the Notes or any shares of Class A common stock issuable upon conversion of the Notes, nor shall there be any sale of the Notes or any such shares, in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. Any offers of the Notes will be made only by means of a private offering memorandum.

There can be no assurances that the offering of the Notes will be completed as described herein or at all.

About Shift4 Payments:

Shift4 Payments (NYSE: FOUR) is a leading independent provider of integrated payment processing and technology solutions, delivering a complete ecosystem of solutions that extend beyond payments to include a wide range of value-added services. The company's technologies help power over 350 software providers in numerous industries, including hospitality, retail, F&B, e-commerce, lodging, gaming, and many more. With over 7,000 sales partners, the company securely processed more than 3.5 billion transactions annually for over 200,000 businesses in 2019.

Investor Relations:

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Shift4 Payments Announces Upsizing and Pricing of Offering of \$550.0 Million of Convertible Notes Offering

ALLENTOWN, PA., July 22, 2021 – Shift4 Payments, Inc. (“Shift4”) (NYSE: FOUR), a leading independent provider of integrated payment processing and technology solutions, today announced that it has upsized and priced an offering of \$550.0 million aggregate principal amount of 0.50% convertible senior notes due 2027 (the “Notes”). The offering size was increased from the previously announced offering size of \$500.0 million aggregate principal amount of Notes. The issuance and sale of the Notes are scheduled to settle on July 26, 2021, subject to customary closing conditions. Shift4 also granted the initial purchasers of the Notes an option to purchase, for settlement within a period of 13 days from, and including, the date the Notes are first issued, up to an additional \$82.5 million aggregate principal amount of the Notes. The Notes are being offered in a private offering that is exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”), to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act.

The Notes will be senior, unsecured obligations of Shift4. The Notes will bear interest at a rate of 0.50% per year, payable semi-annually in arrears on February 1 and August 1 of each year, beginning on February 1, 2022. The Notes will mature on August 1, 2027, unless earlier repurchased, redeemed or converted. Before May 1, 2027, noteholders will have the right to convert their Notes only upon the occurrence of certain events. From and after May 1, 2027, noteholders may convert their Notes at any time at their election until the close of business on the second scheduled trading day immediately before the maturity date. Shift4 will satisfy its conversion obligations by paying cash up to the aggregate principal amount of Notes to be converted and pay or deliver, as applicable, cash, shares of its Class A common stock (“Class A common stock”) or a combination of cash and shares of its Class A common stock, at Shift4’s election, in respect of the remainder. The initial conversion rate is 8.1524 shares of Class A common stock per \$1,000 principal amount of Notes, which represents an initial conversion price of approximately \$122.66 per share of Class A common stock. The initial conversion price represents a premium of approximately 42.5% over the public offering price in the concurrent public offering of Class A common stock described below. The conversion rate and conversion price will be subject to adjustment upon the occurrence of certain events.

The Notes will be redeemable, in whole or in part, for cash at Shift4’s option at any time, and from time to time, on or after August 6, 2024 and on or before the 40th scheduled trading day immediately before the maturity date, but only if the last reported sale price per share of Shift4’s Class A common stock exceeds 130% of the conversion price for a specified period of time. The redemption price will be equal to the principal amount of the Notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date.

If certain events that constitute a “fundamental change” occur, then, subject to a limited exception, noteholders may require Shift4 to repurchase their Notes at a cash repurchase price equal to the principal amount of the Notes to be repurchased, plus accrued and unpaid interest to, but excluding, the applicable repurchase date.

Shift4 intends to use the net proceeds of the offering for general corporate purposes, which may include acquisitions or investments.

Shift4 also announced that it and certain selling stockholders have determined to not pursue the previously announced proposed public offering of Class A common stock.

The offer and sale of the Notes and any shares of Class A common stock issuable upon conversion of the Notes have not been, and will not, be registered under the Securities Act or any other securities laws, and the Notes and any such shares cannot be offered or sold except to persons reasonably believed to be qualified institutional buyers in reliance on the exemption from registration provided by Rule 144A under the Securities Act.

This press release shall not constitute an offer to sell, or the solicitation of an offer to buy, the Notes or any shares of Class A common stock issuable upon conversion of the Notes, nor shall there be any sale of the Notes or any such shares, in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. Any offers of the Notes will be made only by means of a private offering memorandum.

There can be no assurances that the offering of the Notes will be completed as described herein or at all.

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