
**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)

84-3676340
(IRS Employer
Identification No.)

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

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
1271 Avenue of the Americas

New York, NY 10020
(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
Non-accelerated filer

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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 295,374 shares of the Registrant's Class A Common Stock, par value \$0.0001 per share (the "Shares") to be issued pursuant to the Registrant's 2020 Incentive Award Plan (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 FORM S-8

The contents of the Registration Statements on Forms S-8 (File Nos. [333-239042](#) and [333-253998](#)), including any amendments thereto, filed with the Securities and Exchange Commission (the "SEC") and 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 4.1 to the Registrant's Registration Statement on Form S-8 (File No. 333-239042), filed on June 9, 2020 with the SEC). |
| 4.2 | Amended and Restated Bylaws of Shift4 Payments, Inc., effective as of June 4, 2020 (incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-8 (File No. 333-239042), filed on June 9, 2020 with the SEC). |
| 5.1* | Opinion of Latham & Watkins LLP |
| 23.1* | Consent of PricewaterhouseCoopers LLP as to Shift4 Payments, Inc. |
| 23.2* | 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 1, 2020 with the SEC). |
| 107* | Filing Fee Table |

* 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 1, 2022.

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 1, 2022 |
| <u>/s/ Bradley Herring</u> Bradley Herring | Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | March 1, 2022 |
| <u>/s/ Donald Isaacman</u> Donald Isaacman | Director | March 1, 2022 |
| <u>/s/ Christopher Cruz</u> Christopher Cruz | Director | March 1, 2022 |
| <u>/s/ Karen Roter Davis</u> Karen Roter Davis | Director | March 1, 2022 |

| | | |
|---|----------|---------------|
| <u>/s/ Nancy Disman</u> Nancy Disman | Director | March 1, 2022 |
| <u>/s/ Sarah Goldsmith-Grover</u> Sarah Goldsmith-Grover | Director | March 1, 2022 |
| <u>/s/ Jonathan Halkyard</u> Jonathan Halkyard | Director | March 1, 2022 |

LATHAM & WATKINS LLP

1271 Avenue of the Americas
 New York, New York 10020-1401
 Tel: +1.212.906.1200 Fax: +1.212.751.4864
 www.lw.com

FIRM / AFFILIATE OFFICES

| | |
|--------------|------------------|
| Austin | Moscow |
| Beijing | Munich |
| Boston | New York |
| Brussels | Orange County |
| Century City | Paris |
| Chicago | Riyadh |
| Dubai | San Diego |
| Düsseldorf | San Francisco |
| Frankfurt | Seoul |
| Hamburg | Shanghai |
| Hong Kong | Silicon Valley |
| Houston | Singapore |
| London | Tel Aviv |
| Los Angeles | Tokyo |
| Madrid | Washington, D.C. |
| Milan | |

March 1, 2022

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

Re: Registration Statement on Form S-8: 295,374 shares of Class A Common Stock, par value \$0.0001 per share, of Shift4 Payments, Inc.

To the addressee set forth above:

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 295,374 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 1, 2022 (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 "DGCL"), 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 and exercised in accordance with the requirements of law and the 2020 Plan (and the agreements

LATHAM & WATKINS LLP

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.

Sincerely,

/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 1, 2022, relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Shift4 Payments, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ PricewaterhouseCoopers LLP
Philadelphia, PA
March 1, 2022

CALCULATION OF FILING FEE TABLE

FORM S-8

(Form Type)

SHIFT4 PAYMENTS, INC.

(Exact Name of Registrant as Specified in its Charter)

Table I: Newly Registered Securities

| Plan | Security Type | Security Class Title | Fee Calculation Rule | Amount Registered(1) | Proposed Maximum Offering Price Per Unit | Maximum Aggregate Offering Price | Fee Rate | Amount of Registration Fee |
|---------------------------|---------------|--|------------------------|----------------------|--|----------------------------------|-----------------------------|----------------------------|
| 2020 Incentive Award Plan | Equity | Common Stock, par value \$0.0001 per share | Rule 457(c) and 457(h) | 295,374(2) | \$47.29(3) | \$13,968,236.46 | \$92.70 per million dollars | \$1,294.86 |
| Total Offering Amounts | | | | | | \$13,968,236.46 | | \$1,294.86 |
| Total Fee Offsets | | | | | | | | \$— |
| Net Fee Due | | | | | | | | \$1,294.86 |

- (1) In accordance with Rule 416(a) under the Securities Act of 1933, as amended (“Securities Act”), this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued under the Registrant’s 2020 Incentive Award Plan (the “Plan”) to prevent dilution resulting from stock splits, stock dividends or similar transactions. In addition, pursuant to Rule 416(c) under the Securities Act, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Plan.
- (2) Consists of 295,374 shares of the Registrant’s common stock, par value \$0.0001 per share (the “Shares”) that may become issuable under the Plan pursuant to an automatic annual increase on the first day of the calendar year equal to 1.0% of the Shares outstanding (on an as-converted basis, taking into account any and all securities convertible into, or exercisable, exchangeable or redeemable for, Shares of common stock (including LLC Interests of Shift4 Payments, LLC)) on the last day of the immediately preceding fiscal year.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Common Stock as reported on The New York Stock Exchange on February 25, 2022.