
**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): March 17, 2022

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, including 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))

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.

In a press release issued on March 17, 2022, Shift4 Payments, Inc. and its subsidiaries (the “Issuers”) announced the expiration and final results of its previously announced Consent Solicitation Statement, dated as of March 11, 2022, to amend the Indenture related to the 4.625% Senior Notes due 2026 (the “Consent Solicitation Statement”).

In connection with the results of the Consent Solicitation Statement, the Issuers have received the requisite consents to amend the Indenture governing the 4.625% Senior Notes due 2026. The Issuers and the guarantors thereto have entered into a supplemental indenture with U.S. Bank Trust Company, National Association, as trustee, in connection with the 4.625% Senior Notes due 2026 to allow for the repurchase of capital stock as part of the Market Capitalization exception currently included.

The foregoing description is qualified in its entirety by reference to the press release dated March 17, 2022, a copy of which is attached hereto as Exhibit 99.1.

This Current Report on Form 8-K does not constitute an offer to purchase, or a solicitation of an offer to sell, the Notes and it shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering would be unlawful.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

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

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Press Release, dated March 17, 2022, entitled “Shift4 Payments, LLC Announces Results of Consent Solicitation for 4.625% Senior Notes due 2026.”</u>

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.

SHIFT4 PAYMENTS, INC.

Date: March 17, 2022

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

**Shift4 Payments Announces Results of Consent Solicitation Relating to its 4.625% Senior
Notes Due 2026**

ALLENTOWN, PA., March 17, 2022 – Shift4 Payments, Inc. and its subsidiaries today announced that it has received the requisite consents to approve amendments to the indenture (the “Indenture”) governing the \$450.0 million aggregate principal amount of 4.625% Senior Notes due 2026 (the “Notes”) to allow for the repurchase of capital stock as part of the Market Capitalization exception currently included (the “Amendment”), all as set forth in (and subject to other terms and conditions described in) the consent solicitation statement, dated as of March 11, 2022 (the “Consent Solicitation Statement”).

The Company will make a cash payment (the “Consent Payment”) of \$10.00 per \$1,000 in aggregate principal amount of Notes to each holder who held such Notes as of 5:00 p.m., New York City time, on March 10, 2022 and validly delivered (and did not validly revoke) a duly executed consent at or prior to 5:00 p.m., New York City time, on March 17, 2022 in accordance with the terms and conditions set forth in the Consent Solicitation Statement. The Company expects the Consent Payment to be paid on March 18, 2022.

In connection with receiving the requisite consents, on March 16, 2022, the Company, the Guarantors and U.S. Bank Trust Company, National Association, as trustee (the “Trustee”) executed and delivered a Fourth Supplemental Indenture with respect to the Indenture (the “Supplemental Indenture” and such time, the “Effective Time”). Pursuant to the terms of the Supplemental Indenture, the Amendment became effective at the Effective Time, and binds every holder of Notes. Although the Supplemental Indenture became effective upon the execution by the Company, the guarantors thereto, and the Trustee, the Amendment will not become operative and will have no effect until and unless the payment of the Consent Payment is made in accordance with the terms and conditions set forth in the Consent Solicitation Statement.

This announcement is for informational purposes only and is neither an offer to sell nor a solicitation of an offer to buy any security.

About Shift4

Shift4 (NYSE: FOUR) is boldly redefining commerce by simplifying complex payments ecosystems across the world. As the leader in commerce-enabling technology, Shift4 powers billions of transactions annually for hundreds of thousands of businesses in virtually every industry. For more information, visit www.shift4.com.

Contacts

Investor Relations:

Thomas McCrohan
EVP, Strategy and Investor Relations
Shift4
(484) 735-0779
investors@shift4.com

Media:

Nate Hirshberg
Vice President, Marketing
Shift4
nhirshberg@shift4.com