
**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): August 12, 2024

SHIFT4 PAYMENTS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39313
(Commission
File Number)

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

3501 Corporate Parkway
Center Valley, Pennsylvania 18034
(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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
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 7.01. Regulation FD Disclosure.

On August 12, 2024, Shift4 Payments, Inc. (the “Company”) announced the launch of a proposed offering by its subsidiaries, Shift4 Payments, LLC and Shift4 Payments Finance Sub, Inc., of \$1,100.0 million aggregate principal amount of senior notes (the “Notes”) in a private offering to persons reasonably believed to be qualified institutional buyers in accordance with Rule 144A and to certain persons outside the United States under Regulation S of 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.

In connection with the offering of the Notes, the Company provided certain information to prospective investors in a preliminary offering memorandum, dated August 12, 2024. Certain excerpts from that preliminary offering memorandum are attached hereto as Exhibits 99.2. The preliminary offering memorandum disclosed certain information that supplements or updates certain prior disclosures of the Company, including reconciliations of adjusted EBITDA to further adjusted EBITDA for the last twelve months ended June 30, 2024.

The information contained in Item 7.01 of this Form 8-K (including Exhibit 99.1 and 99.2 attached hereto) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly provided by specific reference in such a filing.

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	Press Release issued on August 12, 2024
99.2	Excerpts from preliminary offering memorandum of Shift4 Payments, LLC and Shift4 Payments Finance Sub, Inc., dated August 12, 2024.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: August 12, 2024

SHIFT4 PAYMENTS, INC.

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

Shift4 Payments Announces Senior Notes Offering

CENTER VALLEY, PA., August 12, 2024 – Shift4 Payments, Inc. (NYSE: FOUR), a leader in integrated payments and commerce technology, today announced that its subsidiaries, Shift4 Payments, LLC (“Shift4”) and Shift4 Payments Finance Sub, Inc., are proposing to offer \$1,100.0 million aggregate principal amount of senior notes (the “Notes”) in a private offering that is exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”). The Notes will be guaranteed, jointly and severally, on a senior unsecured basis, by certain of Shift4’s subsidiaries.

Shift4 intends to use the net proceeds of the offering for general corporate purposes, which includes working capital, acquisitions, retirement of debt, repurchases of common stock and other business opportunities. Shift4 currently expects to retain certain of the net proceeds to repay outstanding borrowings under Shift4 Payments, Inc.’s \$690.0 million of outstanding 0.00% Convertible Senior Notes due 2025 Notes (the “2025 Notes”) and/or Shift4’s \$450.0 million of outstanding 4.625% Senior Notes due 2026 (the “2026 Notes”).

The Notes have not been and will not be registered under the Securities Act and have not and will not be offered or sold within the United States or to U.S. persons, 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 and to certain persons in offshore transactions in reliance on Regulation S under the Securities Act.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities 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.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Shift4 intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements contained in this press release that do not relate to matters of historical fact should be considered forward-looking statements, including statements regarding our intention to repay outstanding borrowings under the 2025 Notes and/or the 2026 Notes.

These statements are neither promises nor guarantees, but involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any futures results, performance or achievements expressed or implied by the forward-looking statements, including, but not limited to, the following: the substantial and increasingly intense competition worldwide in the financial services, payments and payment technology industries; potential changes in the competitive landscape, including disintermediation from other participants in the payments chain; the effect of global economic, political and other conditions on trends in consumer, business and government spending; fluctuations in inflation; our ability to anticipate and respond to changing industry trends and the needs and preferences of our merchants and consumers; our reliance on third-party vendors to provide products and services; risks associated with acquisitions; our inability to protect our IT systems and confidential information, as well as the IT systems of third parties

we rely on, from continually evolving cybersecurity risks, security breaches and/or other technological risks; compliance with governmental regulation and other legal obligations, particularly related to privacy, data protection and information security, marketing, cryptocurrency, and consumer protection laws across different markets where we conduct our business; our ability to continue to expand our share of the existing payment processing markets or expand into new markets; additional risks associated with our expansion into international operations, including compliance with and changes in foreign governmental policies, as well as exposure to foreign exchange rates; our ability to integrate and interoperate our services and products with a variety of operating systems, software, devices, and web browsers; our dependence, in part, on our merchant and software partner relationships and strategic partnerships with various institutions to operate and grow our business; and the significant influence Jared Isaacman, our CEO and founder, has over us, including control over decisions that require the approval of stockholders. These and other important factors discussed under the caption “Risk Factors” in Part I, Item 1A in our Annual Report on Form 10-K for the year ended December 31, 2023 and in Part II, Item 1A. in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2024 and our other filings with the Securities and Exchange Commission could cause actual results to differ materially from those indicated by the forward-looking statements made in this press release.

Any such forward-looking statements represent management’s expectations as of the date of this press release. While we may elect to update such forward-looking statements at some point in the future, we disclaim any obligation to do so, even if subsequent events cause our views to change.

About Shift4 Payments:

Shift4 Payments (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.

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EBITDA, Adjusted EBITDA and further adjusted EBITDA:

(in millions)	Year Ended December 31, (unaudited)		Six Months Ended June 30, (unaudited)		Twelve Months Ended June 30, (unaudited)
	2022	2023	2023	2024	2024
Net Income	\$ 86.7	\$122.9	\$ 57.2	\$ 83.0	\$ 148.7
Interest expense	32.5	32.1	16.1	16.2	32.2
Interest income	(10.8)	(31.9)	(16.4)	(10.4)	(25.9)
Income tax expense (benefit)	0.2	(3.4)	(6.9)	(0.4)	3.1
Depreciation and amortization expense	149.1	214.6	97.6	135.8	252.8
EBITDA	257.7	334.3	147.6	224.2	410.9
Acquisition, restructuring and integration costs(a)	28.2	28.3	10.1	17.7	35.9
Revaluation of contingent liabilities(b)	(36.6)	23.1	12.6	2.4	12.9
Impairment of intangible assets(c)	—	18.6	—	—	18.6
Unrealized gain on investments in securities(d)	(15.1)	(12.2)	(8.9)	(10.8)	(14.1)
Change in TRA liability(e)	1.7	3.4	1.3	4.8	6.9
Equity-based compensation(f)	50.4	59.1	34.9	37.7	61.9
Foreign exchange and other nonrecurring items(g)	3.4	5.3	1.7	8.1	11.7
Adjusted EBITDA	\$289.7	\$459.9	\$199.3	\$284.1	\$ 544.7
Adjustments for acquisitions(h)					17.0
Adjustments for cost synergies realized in acquisitions(h)					28.0
Further adjusted EBITDA					<u>\$ 589.7</u>

- (a) Consists primarily of adjustments to contingent liabilities, one-time professional fees, restructuring expenses, and deferred compensation arrangements. For the year ended December 31, 2023, primarily consisted of \$23.2 million of acquisition-related costs and \$4.6 million of restructuring costs. For the year ended December 31, 2022, primarily consisted of \$23.7 million of acquisition-related costs. For the six months ended June 30, 2024, primarily consisted of \$9.0 million of restructuring costs and \$8.7 million of acquisition-related costs. For the six months ended June 30, 2023, primarily consisted of \$5.8 million of acquisition-related costs and \$4.2 million of restructuring costs.
- (b) Consisted of fair value adjustments to contingent liabilities arising from acquisitions.
- (c) The non-cash impairment of intangible assets was \$18.6 million for the year ended December 31, 2023. During the fourth quarter of 2023, in conjunction with the acquisition of Finaro, we ceased development on several in-process software development projects. It was determined that the intellectual property obtained in the Finaro transaction was better suited for the objectives of these projects.
- (d) Represents adjustments to the fair value of investments in non-marketable securities.
- (e) Represents adjustments to the TRA Liability.
- (f) Represents the equity-based compensation expense for restricted stock units that vest ratably over time and are not subject to continued service, as well as the restricted stock units that vest ratably over time and are subject to continued employment.
- (g) For the year ended December 31, 2023, primarily consisted of \$4.0 million of unrealized foreign exchange losses and \$1.9 million of legal and professional expenses for non-routine matters. For the year ended December 31, 2022, primarily consisted of \$1.1 million of costs associated with an internal processing system disruption that required technical remediation, in addition to numerous other items. For the six months ended June 30, 2024, primarily consists of \$9.9 million of nonrecurring items, partially offset by \$1.8 million of foreign exchange gains. For the six months ended June 30, 2023, primarily consists of \$1.5 million of professional and legal expenses associated with one-time matters.
- (h) Represents the incremental adjusted EBITDA contribution from the acquired companies and certain cost savings as a result of specified actions related to acquired companies as if such acquisitions and cost savings actions had taken place at the beginning of the last twelve months ended June 30, 2024.