
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): May 8, 2025

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:

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
6.00% Series A Mandatory Convertible Preferred Stock, \$0.0001 par value per share	FOUR PRA	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 May 8, 2025, Shift4 Payments, Inc. announced the pricing of an offering by its subsidiaries, Shift4 Payments, LLC (“Shift4”) and Shift4 Payments Finance Sub, Inc. (together with Shift4, the “Issuers”), of €680 million aggregate principal amount of 5.500% Senior Notes due 2033 (the “Euro Notes”) and tack-on offering of \$550 million in aggregate principal amount of their 6.750% senior notes due 2032 (the “New 2032 Notes” and, together with the Euro Notes, the “Notes”). The New 2032 Notes will be issued as additional securities under an Indenture, dated August 15, 2024 (as supplemented from time to time, the “2032 Notes Indenture”), pursuant to which the Issuers issued \$1,100 million in aggregate principal amount of their 6.750% senior notes due 2032 (the “Existing 2032 Notes”) in August 2024. The New 2032 Notes and the Existing 2032 Notes are intended to be treated as a single class of debt securities under the 2032 Notes Indenture, and the New 2032 Notes will have identical terms to the Existing 2032 Notes, other than with respect to the issue date and issue price. The Euro Notes were priced at par value and will bear an interest rate of 5.500% per annum. The New 2032 Notes were priced at an issue price of 100.50% and will bear an interest rate of 6.750% per annum. The Notes are being offered 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 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.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release issued on May 8, 2025
104	Cover Page Interactive Data File - the cover page XBRL tags are 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.

SHIFT4 PAYMENTS, INC.

Date: May 8, 2025

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

Shift4 Announces Pricing of Offering of €680 Million of Senior Notes due 2033 and \$550 Million Tack-On Offering of Senior Notes due 2032

CENTER VALLEY, PA., May 8, 2025 – 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. (together with Shift4, the “Issuers”), have priced an offering of €680 million aggregate principal amount of 5.500% senior notes due 2033 (the “Euro Notes”) and \$550 million in aggregate principal amount of their 6.750% senior notes due 2032 (the “New 2032 Notes” and, together with the Euro Notes, the “Notes”). The New 2032 Notes will be issued as additional securities under an Indenture, dated August 15, 2024 (as supplemented from time to time, the “2032 Notes Indenture”), pursuant to which the Issuers issued \$1,100 million in aggregate principal amount of its 6.750% senior notes due 2032 (the “Existing 2032 Notes”) in August 2024. The New 2032 Notes and the Existing 2032 Notes are intended to be treated as a single class of debt securities under the 2032 Notes Indenture, and the New 2032 Notes will have identical terms to the Existing 2032 Notes, other than with respect to the issue date and issue price. The Euro Notes were priced at par value and will bear an interest rate of 5.500% per annum. The New 2032 Notes were priced at an issue price of 100.50% and will bear an interest rate of 6.750% per annum. 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”). The Notes will be guaranteed, jointly and severally, on a senior unsecured basis, by certain of Shift4’s subsidiaries. Shift4 expects to close the offering of the Notes on May 16, 2025, subject to the satisfaction of customary closing conditions.

Shift4 intends to use the net proceeds of the offering of the Notes, a new secured term loan B credit facility (the “Term Loan B”) and Shift4 Payments, Inc.’s issuance and sale of mandatory convertible preferred stock and cash on hand for (i) the payment of a portion of the cash consideration due in respect of Shift4 Payments, Inc.’s acquisition of Global Blue Group Holding AG (the “merger”) and related fees, costs and expenses, (ii) the redemption or repayment of the Issuers’ 4.625% Senior Notes due 2026 (the “2026 Notes”) and/or (iii) general corporate purposes, including repayment of debt, other strategic acquisitions and growth initiatives. The Issuers expect to redeem or repay the 2026 Notes after the completion of the offering. However, there can be no assurances that the 2026 Notes will be redeemed or repaid. The completion of the offering is not conditioned on the redemption or repayment of the 2026 Notes. This press release is not notice of redemption or repayment of the 2026 Notes. Any redemption or repayment of the 2026 Notes will be made solely by a notice of redemption or repayment.

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 nor that the Term Loan B will be consummated on the anticipated terms 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 the proposed merger.

These statements 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 future results, performance or achievements expressed or implied by the forward-looking statements, including, but not limited to, the following: the consummation of the proposed merger; our ability to integrate Global Blue into our business successfully or realize the anticipated synergies and related benefits of the proposed merger; 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, dispositions and other strategic transactions; 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 and marketing across different markets where we conduct our business; our ability to comply with a variety of laws and regulations, including those relating to financial services, anti-money laundering, anti-bribery, sanctions, and counter-terrorist financing, consumer protection, and cryptocurrencies in various jurisdictions where we conduct our business; our ability to continue to expand our share of the existing payment processing markets or expand into new markets; 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, 2024 and in Part II, Item 1A. in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2025 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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