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

FORM 10-K/A
Amendment No. 1

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2021
OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period from to .

Commission file number 001-39313

SHIFT4 PAYMENTS, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware	**84-3676340**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
2202 N. Irving Street Allentown, Pennsylvania	**18109**
(Address of principal executive offices)	**(Zip Code)**

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

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

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes x No o

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No x

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-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	x	Accelerated filer	o
Non-accelerated filer	o	Smaller reporting company	o
Emerging growth company	o		

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. o

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. x

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes o No x

The aggregate market value of the registrant's Class A common stock held by non-affiliates, based on the closing sale price as reported on the New York Stock Exchange on June 30, 2021, the last business day of the registrant's most recent completed second fiscal quarter, was approximately $4.4 billion. As of February 23, 2022, there were 52,719,986 shares of the registrant's Class A common stock, $0.0001 par value per share, outstanding, 26,272,654 shares of the registrant's Class B common stock, $0.0001 par value per share, outstanding and 4,302,657 shares of the registrant's Class C common stock, $0.0001 par value per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE:

Specifically identified portions of the registrant's proxy statement for the 2022 annual meeting of stockholders, which will be filed no later than 120 days after the close of the registrant's fiscal year ended December 31, 2021, are incorporated by reference into Part III of this report.

Explanatory Note

This Amendment No. 1 on Form 10-K/A (as amended, the "Annual Report" or the "Annual Report on Form 10-K/A") amends and restates certain items noted below in the Annual Report on Form 10-K of Shift4 Payments, Inc. (the "Company") for the year ended December 31, 2021, as originally filed with the Securities and Exchange Commission ("SEC") on March 1, 2022 (the "Original Form 10-K").

Background and Effect of Restatement

On October 17, 2022, the Audit Committee ("Audit Committee") of the Board of Directors of the Company, after discussion with management, concluded that the Company's (i) previously filed Annual Report on Form 10-K for the fiscal year ended December 31, 2021 and (ii) previously filed Quarterly Reports on Form 10-Q for each of the quarterly periods ended September 30, 2021, March 31, 2022 and June 30, 2022 (collectively the "Prior Financial Statements"), and any reports, related earnings releases, investor presentations or similar communications of the Company's Prior Financial Statements should no longer be relied upon.

The determination resulted from an error in the Prior Financial Statements identified by the Company related to the classification of customer acquisition costs within the Company's Consolidated Statements of Cash Flows. Specifically, the Company determined that "Customer acquisition costs" were incorrectly classified within "Investing activities" rather than "Operating activities" in its Consolidated Statements of Cash Flows. The Company is correcting this misclassification by restating its Consolidated Statements of Cash Flows through the amendments of the Prior Financial Statements.

The Company determined that the restatement did not have any impact on the Company's operating performance or reported key performance indicators.

Internal Control Considerations

As a result of this restatement, the Company's management has re-evaluated the effectiveness of the Company's disclosure controls and procedures and internal control over financial reporting as of December 31, 2021. Management has concluded that the Company's disclosure controls and procedures were not effective at December 31, 2021, and its internal control over financial reporting was not effective as of December 31, 2021 due to a material weakness. Specifically, there was a lack of an effectively designed control activity related to the classification of customer acquisition costs within the Company's Consolidated Statements of Cash Flows. See additional discussion included in Part II, Item 9A. "Controls and Procedures" of this Annual Report.

Items Amended in this Annual Report on Form 10-K/A

For the convenience of the reader, this Annual Report presents the Original Form 10-K in its entirety. It includes (i) items that have been amended as a result of the restatement in: Part II, Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations"; Part II, Item 8. "Financial Statements and Supplementary Data"; Part II, Item 9A. "Controls and Procedures"; and Part IV, Item 15. "Exhibits and Financial Statement Schedules"; and in addition to these items amended due to the restatement, updates to certain other information as follows: (ii) updates to the information about our executive officers and directors in Part I, "1. Business"; (iii) updates to Part I, Item 1A., "Risk Factors" that were included in our Quarterly Reports on Form 10-Q for periods subsequent to December 31, 2021, including due to the restatement, specifically under the headings "*We are subject to governmental regulation and other legal obligations, particularly related to privacy, data protection and information security, cryptocurrency, and consumer protection laws across different markets where we conduct our business. Our actual or perceived failure to comply with such obligations could harm our business*"; "*We have identified a material weakness in our internal control over financial reporting and may identify material weaknesses in the future or otherwise fail to establish and maintain effective internal control over financial reporting, which could have a material adverse effect on our business and stock price*;" "*We may face litigation and other risks as a result of the material weakness in our internal control over financial reporting*;" "*The ongoing military action between Russia and Ukraine could adversely affect our business, financial condition and results of operations*;" and "*We are exposed to fluctuations in inflation, which could negatively affect our business, financial condition and results of operations*;" (iv) updates to cross-references throughout the Annual Report; (v) an updated Signatures page; and (vi) certain other conforming changes within Part II, Item 8. "Financial Statements and Supplementary Data" (together, the "Amended Items"). In accordance with Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Company is also including with this Annual Report currently dated certifications of the Company's principal executive officer and principal financial officer (included in Part IV, Item 15. "Exhibits and Financial Statement Schedules" and attached as Exhibits 31.1, 31.2, 32.1, and 32.2).

Except for the Amended Items, this Annual Report is presented as of the date of the Original Form 10-K and has not been updated to reflect events occurring subsequent to the filing of the Original Form 10-K other than the Amended Items and those associated with the restatement of our consolidated financial statements. Among other things, forward-looking statements made in the Original Form 10-K have not been revised to reflect events, results or developments that occurred or facts that became known to us after the date of the Original Form 10-K, other than the Amended Items and those associated with the restatement of our consolidated financial statements, and such forward-looking statements should be read in conjunction with our filings with the SEC, including those subsequent to the filing of the Original Form 10-K.

SHIFT4 PAYMENTS, INC.
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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K/A contains forward-looking statements. We intend 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 ("the Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended ("the Exchange Act"). All statements other than statements of historical facts contained in this Annual Report, including, without limitation, statements relating to our future results of operations and financial position, business strategy and plans, objectives of management for future operations, including, among others, statements regarding expected growth, future capital expenditures and debt service obligations, remediation of material weaknesses, and the anticipated impact of COVID-19 on our business are forward-looking statements. 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.

In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expect," "plan," "anticipate," "could," "intend," "target," "project," "contemplate," "believe," "estimate," "predict," "potential", or "continue" or the negative of these terms or other similar expressions, though not all forward-looking statements can be identified by such terms or expressions. The forward-looking statements in this Annual Report are only predictions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our business, financial condition and results of operations. These forward-looking statements speak only as of the date of this Annual Report and are subject to a number of important factors that could cause actual results to differ materially from those in the forward-looking statements, including the factors described under the sections in this Annual Report titled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Moreover, we operate in an evolving environment. New risk factors and uncertainties may emerge from time to time, and it is not possible for management to predict all risk factors and uncertainties.

You should read this Annual Report and the documents that we reference in this Annual Report completely and with the understanding that our actual future results may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise.

SUMMARY RISK FACTORS

Our business is subject to numerous risks and uncertainties, including those described in Part I Item 1A. "Risk Factors" in this Annual Report on Form 10-K/A. You should carefully consider these risks and uncertainties when investing in our common stock. The principal risks and uncertainties affecting our business include the following:

- the COVID-19 global pandemic has had and is expected to continue to have an adverse effect on our business and results of operations;
- substantial and increasingly intense competition worldwide in the financial services, payments and payment technology industries may adversely affect our overall business and operations;
- potential changes in the competitive landscape, including disintermediation from other participants in the payments chain, could harm our business;
- our ability to anticipate and respond to changing industry trends and the needs and preferences of our merchants and consumers may adversely affect our competitiveness or the demand for our products and services;
- because we rely on third-party vendors to provide products and services, we could be adversely impacted if they fail to fulfill their obligations;
- acquisitions create certain risks and may adversely affect our business, financial condition or results of operations;
- we may not be able to continue to expand our share of the existing payment processing markets or expand into new markets which would inhibit our ability to grow and increase our profitability;
- our services and products must integrate with a variety of operating systems, software, device and web browsers, and our business may be materially and adversely affected if we are unable to ensure that our services interoperate with such operating systems, device, software and web browsers;
- we depend, in part, on our merchant and software partner relationships and strategic partnerships with various institutions to operate and grow our business. If we are unable to maintain these relationships and partnerships, our business may be adversely affected;
- our balance sheet includes significant amounts of goodwill and intangible assets. The impairment of a significant portion of these assets would negatively affect our business, financial condition or results of operations;
- failure to comply with the U.S. Foreign Corrupt Practices Act ("FCPA") anti-money laundering, economic and trade sanctions regulations, and similar laws could subject us to penalties and other adverse consequences;
- risks related to our ceasing to qualify as an emerging growth company ("EGC");
- our principal asset is our interest in Shift4 Payments, LLC, and, as a result, we depend on distributions from Shift4 Payments, LLC to pay our taxes and expenses, including payments under the Tax Receivable Agreement ("TRA"). Shift4 Payments, LLC's ability to make such distributions may be subject to various limitations and restrictions;
- our Founder has significant influence over us, including control over decisions that require the approval of stockholders; and
- the potential impact of, and our ability to remediate, material weaknesses in our internal control over financial reporting.

BASIS OF PRESENTATION

As used in this Annual Report on Form 10-K/A, unless the context otherwise requires, references to:

- “we,” “us,” “our,” the “Company,” “Shift4” and similar references refer: (1) following the consummation of the Reorganization Transactions, to Shift4 Payments, Inc., and, unless otherwise stated, all of its subsidiaries, including Shift4 Payments, LLC and, unless otherwise stated, all of its subsidiaries, and (2) prior to the completion of the Reorganization Transactions, to Shift4 Payments, LLC and, unless otherwise stated, all of its subsidiaries.
- “Blocker Companies” refers to certain direct and/or indirect owners of LLC Interests in Shift4 Payments, LLC, collectively, prior to the Reorganization Transactions that are taxable as corporations for U.S. federal income tax purposes and each of which is an affiliate of Searchlight (as defined below).
- “Blocker Shareholders” refers to the owners of Blocker Companies, collectively, prior to the Reorganization Transactions.
- “Continuing Equity Owners” refers collectively to Searchlight, our Founder and their respective permitted transferees that own LLC Interests after the Reorganization Transactions and who may redeem at each of their options, in whole or in part from time to time, their LLC Interests for, at our election, cash or newly-issued shares of Shift4 Payments, Inc.’s Class A common stock.
- “December Follow-on Offering” refers to the sale by Searchlight of Class A common stock that closed on December 7, 2020.
- “Follow-on Offerings” refers to the December Follow-on Offering and the September Follow-on Offering.
- “Founder” refers to Jared Isaacman, our Chief Executive Officer and the sole stockholder of Rook Holdings Inc. Our Founder is a Continuing Equity Owner and an owner of Class C common stock.
- “Former Equity Owner” refers to FPOS Holding Co., Inc. who exchanged its LLC Interests for shares of our Class A common stock in connection with the consummation of the Reorganization Transactions.
- “IPO” refers to our initial public offering of 17,250,000 shares of Class A common stock, including 2,250,000 shares pursuant to the full exercise of the underwriters’ option to purchase additional shares, completed on June 9, 2020.
- “LLC Interests” refers to the common units of Shift4 Payments, LLC, including those that we purchased directly from Shift4 Payments, LLC with the proceeds from our IPO and the concurrent private placement and the September Follow-on Offering and the common units of Shift4 Payments, LLC that we acquired from the Former Equity Owners in connection with the consummation of the Reorganization Transactions.
- “Reorganization Transactions” refer to certain organizational transactions that we effected in connection with our IPO in June 2020. See Note 20 in the notes to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K/A for a description of the Reorganization Transactions.
- “Rook” refers to Rook Holdings Inc., a Delaware corporation wholly-owned by our Founder and for which our Founder is the sole stockholder.
- “Searchlight” refers to Searchlight Capital Partners, L.P., a Delaware limited partnership, and certain funds affiliated with Searchlight. Searchlight is a Continuing Equity Owner and an owner of Class C common stock.
- “September Follow-on Offering” refers to the sale by the Company and by Searchlight and the Former Equity Owner of Class A common stock that closed on September 15, 2020.
- “Shift4 Payments, LLC Agreement” refers to Shift4 Payments, LLC’s amended and restated limited liability company agreement.

PART I

ITEM 1. BUSINESS

Our Company

We are a leading independent provider of payment acceptance and payment processing technology solutions in the United States based on total volume of payments processed. We have achieved our leadership position through decades of solving business and operational challenges facing our customers overall commerce needs. We distribute our services through our network of software partners ("ISVs") and value-added resellers ("VARs"). For our software partners, we offer a single integration to an end-to-end payments offering, a proprietary gateway and a robust suite of technology solutions to enhance the value of their software and simplify payment acceptance. For our merchant customers, we provide a seamless, unified consumer experience as an alternative to relying on multiple providers to accept card-based and digital payments, while providing the digital tools necessary to provide their end-customers a seamless commerce experience.

Merchants are increasingly adopting disparate software solutions and new digital tools to operate their business and remain competitive. The complexity of conducting commerce across these software suites has created an enormous challenge for card-accepting merchants. For example, a small business in the United States may use over a dozen disparate software systems to operate its business, manage interactions with its customers and accept payments. A large resort may operate an even greater number of software systems to enable online reservations, check-ins, restaurants, salon and spa, golf, parking and more. The scale and complexity of managing these software systems that are sourced from different providers while seamlessly accepting payments is challenging for merchants of any size.

Our software partners are also required to ensure that their solutions are integrated with a variety of applications to service merchants. For example, any software partner seeking to be adopted in a resort, such as an online reservation system or restaurant POS, must be able to integrate into that resort's property management systems. These software integrations need to enable secure payment acceptance and also support additional services to manage the guest's experience. Facilitating these integrations is both costly and time-consuming for software partners.

We integrate disparate software systems through a single point of connectivity. By partnering with us, every software provider receives the benefit of both a state-of-the-art payments platform and our library of over 425 established integrations with market-leading software suites. In turn, our merchants are able to simplify payment acceptance and streamline their business operations by reducing the number of vendors on which they rely.

At the heart of our business is our ***payments platform***. Our payments platform is a full suite of integrated payment products and services that can be used across multiple channels (in-store, online, mobile and tablet-based) and industry verticals, including:

- end-to-end payment processing for a broad range of payment types;
- merchant acquiring;
- proprietary omni-channel gateway capable of multiple methods of mobile, contactless and QR code-based payments;
- complementary software integrations;
- full eCommerce capabilities, including web-store design, hosting, shopping cart management and fulfillment integrations;
- integrated and mobile point of sale ("POS") solutions;
- security and risk management solutions; and
- reporting and analytical tools.

In addition, we offer innovative ***technology solutions*** that go beyond payment processing. Some of our solutions are developed in-house, such as business intelligence and POS software, while others are powered by our network of complementary third-party applications. Our focus on innovation combined with our product-driven culture enables us to create scalable technology solutions that benefit from an extensive library of intellectual property.

We have a ***partner-centric distribution*** approach. We market and sell our solutions through a diversified network of over 7,000 software partners, which consists of ISVs and VARs. ISVs are technology providers that develop commerce-enabling software suites with which they can bundle our payments platform. VARs are organizations that provide distribution support for ISVs and act as trusted and localized service providers to merchants by providing them with software and services. Together, our ISVs and VARs provide us immense distribution scale and provide our merchants with front-line service and support.

Our merchants range from small to medium size businesses ("SMBs"), to large enterprises across numerous verticals including food and beverage, hospitality, stadiums and arenas, gaming, specialty retail, non-profits and eCommerce. Over 185,000 of the customers that rely on our technology are SMBs. In addition, our merchant base is highly diversified with no single merchant representing more than 1% of end-to-end payment volume for the years ended December 31, 2021, 2020 and 2019.

We derive the majority of our revenue from fees paid by our merchants, which principally include a processing fee that is charged as a percentage of end-to-end payment volume. In cases where merchants subscribe only to our gateway, we generate revenue from transaction fees charged in the form of a fixed fee per transaction and a monthly fee. We also generate subscription revenue from licensing subscriptions to our POS software, business intelligence tools, payment device management and other technology solutions, for which we typically charge flat subscription fees on a monthly basis. Our revenue is recurring in nature because of the mission-critical and embedded nature of the solutions we provide and the high switching costs associated with these solutions. We also benefit from a high degree of operating leverage given the combination of our highly scalable payments platform and strong customer unit economics.

Our total revenue was $1,367.5 million, $766.9 million and $731.4 million for the fiscal years ended December 31, 2021, 2020 and 2019, respectively. We generated net losses of $74.0 million, $111.4 million and $56.6 million for the fiscal years ended December 31, 2021, 2020 and 2019, respectively. Our gross revenue less network fees was $529.0 million, $323.0 million and $305.5 million for the fiscal years ended December 31, 2021, 2020 and 2019, respectively, representing year-over-year growth of 63.8% from 2020 to 2021 and 5.7% from 2019 to 2020. For the year ended December 31, 2021, gross revenue less network fees excludes the impact of the payments to merchants, included in "Gross revenue," and payments to partners and associated expenses due to the TSYS outage, included in "Network fees" and "Other costs of sales" in our Consolidated Statements of Operations. These are nonrecurring payments that occurred outside of our day-to-day operations, and we have excluded them in order to provide more useful information to investors in the evaluation of our performance period-over-period. The percentage of our total gross revenue less network fees derived from volume-based payments, subscription agreements and transaction fees was 61.9%, 18.8% and 13.0% for the fiscal year ended December 31, 2021, respectively, 60.6%, 23.6% and 13.8% for the fiscal year ended December 31, 2020, respectively, and 56.7%, 26.5% and 14.6% for the fiscal year ended December 31, 2019, respectively.

Our Adjusted EBITDA was $167.2 million, $87.7 million and $89.8 million for the fiscal years ended December 31, 2021, 2020 and 2019, respectively, representing a year-over-year change of 90.6% from 2020 to 2021 and (2.3)% from 2019 to 2020. Effective June 30, 2020, we modified the terms and conditions of our software-as-a-service ("SaaS") arrangements and updated our operational procedures. As a result, the majority of our hardware provided to our merchants is accounted for as an operating lease, whereby the cost of the equipment is included in investing activities when purchased and the depreciation of the equipment under lease is included in operating activities. Prior to June 30, 2020, this hardware was treated as a sales-type lease, in which the hardware was expensed when shipped and included in operating activities. To provide comparability, if this equipment had been accounted for as an operating lease for the period January 1, 2020 through June 29, 2020, Adjusted EBITDA for the year ended December 31, 2020 would have been higher by $8.6 million. If this equipment had been accounted for as an operating lease for the year ended December 31, 2019, Adjusted EBITDA for the year ended December 31, 2019 would have been higher by $14.0 million.

See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Key performance indicators and non-GAAP measures" for a reconciliation of our non-GAAP measures to the most directly comparable financial measure calculated and presented in accordance with GAAP.

Our Shift4 Model

Our mission is to power the convergence of integrated payments and commerce-enabling software. Solving the complexity inherent to our software partners and merchants requires a specialized approach that combines a seamless customer experience with a secure, reliable and robust suite of payments and technology offerings.

To achieve this mission, we strategically built our *Shift4 Model* on a three pillar foundation: (i) ***payments platform***; (ii) ***technology solutions***; and (iii) ***partner-centric distribution***.

Payments Platform

Our payments platform provides omni-channel card acceptance and processing solutions across multiple payment types, including credit, debit, contactless card, EMV, QR Pay, and mobile wallets as well as alternative payment methods such as Apple Pay, Google Pay, Alipay and WeChat Pay. We continue to innovate and evolve our payments offering as new technology and payment methods are adopted by consumers.

Through our proprietary gateway, our payments platform is integrated with over 425 software suites including some of the largest and most recognized software providers in the world. In addition, we enable connectivity with the largest payment processors, alternative payment rails and many different payment devices. Our payments platform includes market-leading security features that help prevent consumer card data from entering the merchant's environment.

We designed our payments platform to be:

- *Integrated* – fully integrated and seamlessly connected, facilitating easy data capture and compatibility across all solutions;
- *Reliable* – supports the most demanding payment environments in the United States 7 days a week, 24 hours a day, 365 days a year; and
- *Secure* – PCI-validated P2PE tokenization and EMV-ready solutions.

Our merchants have the flexibility to utilize our payments platform in one of two ways: as a gateway or as an end-to-end payment solution. End-to-end payments merchants benefit from a single, unified vendor solution for payment acceptance, devices, POS software solutions and a full suite of business intelligence tools. By consolidating these functions through a single, unified vendor solution, these merchants are able to reduce total spend on payment acceptance solutions and access gateway and technology solutions as value-added features. Gateway merchants benefit from interoperability with third-party payment processors.

Technology Solutions

Our suite of technology solutions is designed to streamline our customers' business operations, drive growth through strong consumer engagement and improve their business using rich transaction-level data.

- *VenueNext* - Our mobile-first technology solution provides stadium and entertainment venues with a frictionless commerce experience. Our VenueNext solutions include mobile ordering, countertop point-of-sale, self-service kiosk, and digital wallet to facilitate food and beverage, merchandise, and loyalty all within a white-labeled technology application that is fully integrated with our secure end-to-end payment processing platform.
- *Shift4Shop* – Our turnkey eCommerce platform provides everything a merchant needs to build their business online. Merchants can create a webstore in minutes and choose from over one hundred design themes. *Shift4Shop* also provides merchants with tools to manage their product catalog, order fulfillment and inventory management, search-engine-optimization ("SEO") and secure hosting.
- *Lighthouse* – Our cloud-based suite of business intelligence tools includes customer engagement, social media management, online reputation management, scheduling and product pricing, as well as extensive reporting and analytics.
- *SkyTab hybrid-cloud-based Integrated Point-of-Sale ("iPOS")* – We provide purpose-built POS workstations pre-loaded with powerful, mission-critical software suites and integrated payment functionality for our restaurant and stadium clients. Our SkyTab iPOS offering helps our merchants scale their business and improve operational efficiency while reducing total cost of ownership.
- *Mobile POS* – Our mobile payments offering, *SkyTab Mobile,* provides a complete feature set, including pay-at-the-table, order-at-the-table, delivery, customer feedback and email marketing, all of which are integrated with our proprietary gateway and *Lighthouse*. This unique solution is relevant for merchants ranging from SMBs to large enterprises and across numerous industry verticals.
- *Marketplace* – We enable seamless integrations into complementary third-party applications, which helps reduce the number of vendors on which our merchants rely. For example, a restaurant can enable DoorDash via *Marketplace* and accept orders from their existing POS, dramatically simplifying implementation and eliminating manual reconciliation of multiple systems. That same restaurant can also enable payroll, timekeeping and other human resource services, reducing the time spent on manual workflows and enhancing employee engagement. *Marketplace* also includes a variety of functional applications including loyalty and inventory management.

Partner-Centric Distribution

- Our payments platform and technology solutions are delivered to our merchants through our partner-centric distribution network. Today, our network includes over 7,000 software partners, providing full coverage across the United States.
- Our partner-centric distribution approach is designed to leverage the domain expertise and local relationships that our software partners have built with our merchants over years of doing business together. Our software partners are entrusted by merchants to guide software purchasing decisions and provide service and support. In turn, our software partners entrust us to provide innovative payment and technology solutions to help them continue to grow.
- We have always been deeply committed to supporting the growth of our software partners with a robust suite of tools, dedicated personnel and strategic and economic alignment. Our partner tools include: lead management, sales and marketing support, real-time pipeline alerts, transaction level residual reporting and merchant life-cycle reporting. Our partner-centric distribution approach provides us with strong merchant growth and retention.

Sales and Distribution

Our partner-centric distribution approach and commitment to our software partners are the foundation of our go-to-market strategy. We have built an extensive distribution network of over 7,000 software partners including both ISVs and VARs.

- *Independent software vendors* – Our solutions are connected into over 425 integrations with market-leading software providers, including some of the largest and most recognizable technology companies in the world. By integrating our payments platform into their software suites, our ISVs are able to sell a comprehensive solution to the merchant at an attractive price point.
- *Value added resellers* – We partner with VARs to sell our solutions to merchants. Our VARs include third-party resellers and organizations that provide distribution support for ISVs. VARs act as trusted and localized service providers to our merchants by providing them with software and services. This partnership enables us to expand our reach and scalability by allowing a VAR to bundle our full payments and technology product suite with other value-added services provided by the VAR.

We are selective in identifying and choosing our software partners, and we seek to align our business objectives with those that have strong networks, local expertise, high-quality merchant portfolios and a trusted brand name. Our network of software partners provides a consistent and extensive source of new merchant acquisition, with no single relationship accounting for more than 5% of our end-to-end volume as of December 31, 2021. In addition, we leverage our *Shift4 Model* to create strategic and economic alignment with our partners to incentivize them to continue working with us.

Our compelling value proposition enables our software partners to extend attractive pricing arrangements to our merchants. For merchants that subscribe to our end-to-end payments offering, our software partners can offer gateway and technology solutions as value-added features included in the price of our payments offering. We believe that enabling our software partners to provide a cost-effective and comprehensive bundle of solutions best supports their ability to sell our solutions and grow their businesses.

Our Solutions

Our solutions are designed to help our customers grow their businesses and include, but are not limited to:

Payments Platform

Solution	Description
Merchant Acquiring	Omni-channel card acceptance and processing solutions across multiple payment types, including credit, debit, contactless card, mobile wallets as well as alternative payment methods
Gateway	Seamlessly connects merchant’s software to the payment processor of their choice enabling a wide range of payment options including traditional and alternative payments methods and provides integrations to hundreds of software suites
Security	Security features including PCI-validated P2PE and EMV-compliance
	P2PE encrypts consumer card data from the moment a card is inserted, swiped, manually keyed or tapped, as with mobile wallets, at a secure payment device
Tokenization	Replaces cardholder data, which has universal value, with a random alphanumeric value (a token) that is only valuable within specific parameters and in a particular environment. Tokens enable a merchant to maintain transaction records without the risk of compromising consumer card data Traditional tokens preclude a merchant from identifying their consumers, which undermines the efficacy of business intelligence solutions. Our MetaTokens provide 16-digit numeric values that remain constant for a particular consumer’s card number. MetaTokens enable a merchant to identify their consumers across multiple transactions, numerous transaction types and different revenue centers within a merchant
Risk Management/Underwriting	Risk management teams and underwriting systems assess, plan, and implement strategies to minimize risk associated with chargebacks
Payment Device Management	Device provisioning encryption and ongoing maintenance and support
Chargeback Management	Chargeback system provides an efficient support structure in which we work directly with the merchant, payment card networks and card issuing brands to determine liability and resolve open dispute claims
Fraud Prevention	Our *Fraud Sentry* solution is an automated solution that monitors transaction activity to identify instances of employee fraud. *Fraud Sentry* will monitor purchase and refund activity on the POS and will notify the merchant in the event these amounts are not aligned
Gift Card	Flexible, feature-rich gift card solution for card-present and card-not-present environments

Technology Solutions

Solution	Description
Gateway	Seamlessly connects multiple software suites used by merchants to a payment processor of their choice to ensure a unified commerce experience for cardholders and supports a wide range of traditional and alternative payments methods, point-to-point encryption, and tokenization technologies
Mobile commerce *(VenueNext)*	A mobile-first technology platform providing stadium and entertainment venues a frictionless commerce experience Our VenueNext solutions include mobile ordering, countertop point-of-sale, self-service kiosk, and digital wallet to facilitate food and beverage, merchandise, and loyalty all within a white-labeled technology application that is fully integrated with our secure end-to-end payment processing platform.
eCommerce *(Shift4Shop)*	A complete eCommerce solution, including website builder, shopping cart, product catalog, order management, marketing, search engine optimization, secure hosting and mobile webstores
Point-of-Sale	POS solutions combining powerful software with secure payments that serves merchants of any size or complexity Mobile POS solution, SkyTab Mobile, combines state-of-the-art devices with simple, intuitive software
Business Intelligence *(Lighthouse)*	Cloud-based suite of business management tools includes customer engagement, social media management, online reputation management, scheduling and product pricing as well as extensive reporting and analytics *Lighthouse* is integrated throughout our *Shift4 Model*
Marketplace	Developer marketplace that provides complementary third-party applications that help our merchants integrate best-of-breed systems and devices

Partner-Centric Distribution

Solution	Description
Merchant Management	Tools to access, organize and manage merchants
Training and Education	Trainings by industry experts as well as interactive videos and other customized training material for new and existing products and services
Marketing Management	Wide breadth of marketing and social media resources
Incentives Tracking	Reconciliation and tracking tools for partner bonuses and revenue share commissions

Operations and Support Services

Our operations infrastructure is designed to deliver high-quality experiences to our customers and to drive efficiencies throughout the entire payment ecosystem. We leverage our over 30 years of operating history in the hospitality sector and our domain expertise to ensure our obligations to our customers are maintained and fulfilled effectively. Our operations and support services include:

Merchant Operations and Support

- *Merchant underwriting* – Our merchant underwriting team manages applications and risk evaluation of new merchants. Our merchant base operates in end markets with high card-present volume and low levels of fraud and chargeback losses. In addition, our underwriting strategy offers merchants with a low risk profile expedited activation which enhances their customer experience.

- *Merchant onboarding and activation* – A business owner can enroll for a merchant account within minutes via our web based portal within Shift4Shop. For enterprises, our merchant onboarding and activation team works closely with our partners to ensure a high-touch transition from sales to implementation and activation. Our streamlined activation and automated approval process enables fast and frictionless merchant onboarding, providing us and our partners with enhanced speed-to-market. Our partners are typically able to board even the largest and most complex merchants within 24 hours of submitting an application.
- *Merchant training* – We provide a full curriculum of training materials to our merchants via a dedicated training department and content delivery platform.
- *Merchant risk management* – Our risk management operations are designed to monitor merchant accounts on an on-going basis. This includes dedicated security and regulatory support such as PCI compliance support, vulnerability scanning, system monitoring and breach assistance. Once a merchant is activated, our systems are configured to automatically monitor any activity that may require additional diligence, which in turn helps minimize losses associated with fraud and default.
- *Merchant support* – Our merchant support team responds to inquiries from merchants 7 days a week, 24 hours a day, 365 days a year. The team provides customer support for systems integrations and other technical solutions. In addition, we have a dedicated team of merchant account specialists that guide merchants through the payment acceptance process from onboarding to settlement and reporting. With strong emphasis on first-call resolution, we seek to provide exceptional payment expertise and support for our merchants. We train our customer support team to quickly identify and resolve each matter in an empathetic and professional manner which reduces repeat calls and improves our operational efficiency.

Software Partner Operations and Support

- *Software integrations and compliance management* – We have a team of engineers and technical support staff dedicated to support software integrations and ensure compliance with all card brand, security and regulatory requirements, including PCI and Payment Application Data Security Standard compliance support, system integration and configuration guidance.
- *Partner support* – We have dedicated support teams who work with our software providers to address any questions or issues that may pertain to the integration of our products and solutions into their software suites. We seek to deliver end-to-end issue resolution by bringing all appropriate disciplines together in an integrated manner, in order to optimize partner support. In addition, we help resolve issues that may pertain to our partners' entire portfolio of merchants or incidents pertaining to a single merchant.
- *Partner services* – Through our partner-facing customer relationship management system, our partners are able to track each step of the activation process of their new merchant accounts in real-time. Through this system, our partners can track their merchant portfolio, including commissions, residual payments and even support calls/recordings, in an accurate and real-time manner. We have added substantial automation to these processes, which is essential to ensure optimal experience as well as financial efficiency.

Competition

We compete with a range of providers, each of whom may provide a component of our offering, but do not provide an integrated offering capable of solving complex business challenges for software partners and merchants. For certain services and solutions, including end-to-end payments, we compete with third-party payment processors (such as Chase Paymentech, Elavon, FIS, Fiserv and Global Payments) and integrated payment providers (such as Adyen, Lightspeed POS, Shopify, Square and Toast). For our hospitality gateway offering, we compete primarily with Fusebox (a division of Elavon) and FreedomPay.

While competitive factors and their relative importance can vary based on size, industry and geographic reach of software partners and merchants, we believe we compete primarily on the basis of reputation, domain expertise, scale of distribution channels, breadth of offerings, simplicity and ease-of-use of solutions, pace of innovation, price, data security and customer service. We believe we compete favorably with respect to all of these factors.

For information on risks relating to increased competition in our industry, see “Risk Factors—Business risks—Substantial and increasingly intense competition worldwide in the financial services, payments and payment technology industries may adversely affect our overall business and operations,” “Risk Factors—Business risks— Potential changes in competitive landscape, including disintermediation from other participants in the payments chain, could harm our business,” and “Risk Factors—Business risks—Our ability to anticipate and respond to changing industry trends and the needs and preferences of our merchants and consumers may adversely affect our competitiveness or the demand for our products and services.”

Patents, Trademarks and Intellectual Property

We rely on a combination of intellectual property rights, including patents, trademarks, copyrights, trade secrets and contractual rights to protect our proprietary software and our brands. We have registered or applied to register certain of our trademarks in the United States and several other countries. In addition, we have obtained or applied for patents in the United States and certain foreign countries on certain material aspects of our proprietary software applications. We also license intellectual property from third parties, including software that is incorporated in or bundled with our proprietary software applications. We generally control access to and use of our proprietary software and other confidential information through the use of internal and external controls, including entering into non-disclosure and confidentiality agreements with both our employees and third parties.

We hold approximately 32 issued United States utility patents, four issued Canadian patents, one issued Mexican patent and one issued European patent related to our proprietary payments technologies. As of December 31, 2021, we also held five pending United States utility patent applications related to our payment technologies. If the United States and foreign patents currently issued to us are maintained until the end of their terms, they will expire between the year 2026 and the year 2032. The expiration of these patents is not reasonably likely to have a material adverse effect on our business, financial condition or results of operations. In addition, we own a portfolio of trademarks in multiple jurisdictions around the world and are in the process of registering for our primary mark, Shift4 Payments.

Seasonality

Our operating results and operating metrics are subject to seasonality based on historic patterns of consumer and business traveler spending behaviors coupled with exposure to seasonality experienced by our mix of merchants. In the past, we have experienced, and expect to continue to experience, seasonal fluctuations in our quarterly revenue with revenue typically strongest in our second and third quarters and weakest in our first quarter. Other factors influencing our quarterly seasonality include the timing of specific holidays in a given fiscal year, the number of business days in a month or quarter, and the proportion of our volume derived from various merchant businesses.

Government Regulation

Various aspects of our business and service areas are subject to U.S. federal, state, and local regulation, as well as regulation outside the United States. Certain of our services also are subject to rules promulgated by various card networks and other authorities, as more fully described below. These descriptions are not exhaustive, and these laws, regulations and rules frequently change and are increasing in number.

The Dodd-Frank Act

In July 2010, the Dodd-Frank Act was signed into law in the United States. The Dodd-Frank Act has resulted in significant structural and other changes to the regulation of the financial services industry. Among other things, Title X of the Dodd-Frank Act established the CFPB to regulate consumer financial products and services (including some offered by our partners). The CFPB may also have authority over us as a provider of services to regulated financial institutions in connection with consumer financial products.

Separately, the Dodd-Frank Act directed the Federal Reserve to regulate debit interchange transaction fees that a card issuer or payment network receives or charges for an electronic debit transaction. Pursuant to the Dodd-Frank Act, debit interchange transaction fees must be “reasonable and proportional” to the cost incurred by the card issuer in authorizing, clearing, and settling the transaction. Pursuant to the regulations promulgated by the Federal Reserve implementing this “reasonable and proportional” requirement, debit interchange rates for card issuers operating in the United States with assets of $10 billion or more are capped at the sum of $0.21 per transaction and an ad valorem component of 5 basis points to reflect a portion of the issuer’s fraud losses plus, for qualifying issuers, an additional $0.01 per transaction in debit interchange for fraud prevention costs. In addition, the regulations contain non-exclusivity provisions that ban debit card networks from prohibiting an issuer from contracting with any other card network that may process an electronic debit transaction involving an issuer’s debit cards and prohibit card issuers and card networks from inhibiting the ability of merchants to direct the routing of debit card transactions over any network that can process the transaction.

Further, the ability of payment networks to impose certain restrictions are limited because the Dodd-Frank Act allows merchants to set minimum dollar amounts (not to exceed $10) for the acceptance of a credit card (while federal governmental entities and institutions of higher education may set maximum amounts for the acceptance of credit cards). Depending on the card network rules, merchants are now also allowed to provide discounts or other incentives to entice consumers to pay with an alternative payment method, such as cash, checks, or debit cards. However, merchants cannot impose any additional charges for the use of credit cards.

Association and network rules

We are subject to the rules of American Express, Discover, Interlink, Maestro, Mastercard, Visa and other payment networks. In order to provide our services, we must be registered either indirectly or directly as service providers with the payment networks that we utilize. Because we are not a “member bank” as defined in certain of the payment networks’ rules, we are not eligible for primary membership in certain payment networks and are therefore unable to directly access them. Instead, those payment networks require us to be sponsored by a member bank as a service provider, which we have accomplished through a sponsorship agreement with our sponsor bank. We are registered with Visa, Mastercard and other networks as service providers for member institutions. As such, we are subject to applicable card association and payment network rules, which impose various requirements and could subject us to a variety of fines or penalties that may be levied by such associations and/or networks for certain acts or omissions. Our failure to comply with the networks’ requirements, or to pay the fees or fines they may impose, could result in the suspension or termination of our sponsorship by our sponsor bank or our registration with the relevant payment network(s), and therefore require us to limit or cease providing the relevant payment processing services.

Card associations and payment networks and their member financial institutions regularly update and generally expand security expectations and requirements related to the security of cardholder data and environments. We are also subject to network operating rules promulgated by the National Automated Clearing House Association relating to payment transactions processed by us using the Automated Clearing House Network and to various state federal and foreign laws regarding such operations, including laws pertaining to electronic benefits transactions.

Privacy and information security regulations

We provide services that may be subject to various state, federal, and foreign privacy laws and regulations, including, among others, the Financial Services Modernization Act of 1999, which we refer to as the Gramm-Leach-Bliley Act (“GLBA”), the GDPR, and the Personal Information Protection and Electronic Documents Act in Canada. These laws and their implementing regulations restrict certain collection, processing, storage, use, and disclosure of personal information, require notice to individuals of privacy practices, and provide individuals with certain rights to prevent use and disclosure of protected information. These laws also impose requirements for the safeguarding and proper destruction of personal information through the issuance of data security standards or guidelines. Certain federal, state and foreign laws and regulations impose similar privacy obligations and, in certain circumstances, obligations to notify affected individuals, state officers or other governmental authorities, the media, and consumer reporting agencies, as well as businesses and governmental agencies, of security breaches affecting personal information. In addition, there are state and foreign laws restricting the ability to collect and utilize certain types of information such as Social Security and driver’s license numbers.

As a processor of personal data of EU data subjects, we are also subject to regulation and oversight in the applicable EU Member States with regard to data protection legislation. In May 2018, the GDPR, a new European wide Regulation on data privacy came into force. The GDPR contains additional obligations on data controllers and data processors that have an establishment in the EU or are offering goods or services to, or monitoring the behavior of, consumers within the EU. The GDPR includes significant enhancements with regard to the rights of data subjects (which include the right to be forgotten and the right of data portability), stricter regulation on obtaining consent to processing of personal data and sensitive personal data, stricter obligations with regard to the information to be included in privacy notices and significant enhanced requirements with regard to compliance, including a regime of "accountability" for processors and controllers and a requirement to embed compliance with GDPR into the fabric of an organization by developing appropriate policies and practices, to achieve a standard of data protection by "design and default." The GDPR includes enhanced data security obligations, requiring data processors and controllers to take appropriate technical and organizational measures to protect the data they process and their systems. Organizations that process significant amounts of data may be required to appoint a Data Protection Officer responsible for reporting to highest level of management within the business. There are greatly enhanced sanctions under GDPR for failing to comply with the core principles of the GDPR or failing to secure data.

Unfair trade practice regulations

We, our partners and certain of our merchants are subject to various federal, state, and international laws prohibiting unfair or deceptive trade practices, such as Section 5 of the Federal Trade Commission Act and the prohibition against unfair, deceptive, or abusive acts or practices ("UDAAPs") under the Dodd-Frank Act. Various regulatory agencies, including the Federal Trade Commission ("CFPB") and state attorneys general, have authority to take action against parties that engage in unfair or deceptive trade practices or violate other laws, rules, and regulations, and to the extent we are processing payments for a client that may be in violation of laws, rules, and regulations, we may be subject to enforcement actions and incur losses and liabilities that may impact our business. For example, all persons offering or providing financial services or products to consumers, directly or indirectly, can be subject to the prohibition against UDAAPs. The CFPB has enforcement authority to prevent an entity that offers or provides consumer financial services or products or a service provider from committing or engaging in UDAAPs, including the ability to engage in joint investigations with other agencies, issue subpoenas and civil investigative demands, conduct hearings and adjudication proceedings, commence a civil action, grant relief (e.g., limit activities or functions; rescission of contracts), and refer matters for criminal proceedings.

Anti-money laundering, anti-bribery, sanctions, and counter-terrorist regulations

We are contractually required to comply with the anti-money laundering laws and regulations in certain countries. In the United States, we comply with certain provisions of the Bank Secrecy Act, as amended by the USA PATRIOT Act of 2001, and its implementing regulations (collectively "the BSA") which are enforced by the Financial Crimes Enforcement Network ("FinCEN"), a bureau of the U.S. Department of the Treasury. We are also subject to anti-corruption laws and regulations, including the FCPA and other laws, that prohibit the making or offering of improper payments to foreign government officials and political figures and includes anti-bribery provisions enforced by the Department of Justice and accounting provisions enforced by the SEC. The FCPA has a broad reach and requires maintenance of appropriate records and adequate internal controls to prevent and detect possible FCPA violations. Many other jurisdictions where we conduct business also have similar anticorruption laws and regulations. We have policies, procedures, systems, and controls designed to identify and address potentially impermissible transactions under such laws and regulations.

We are also subject to certain economic and trade sanctions programs that are administered by the Department of Treasury's Office of Foreign Assets Control ("OFAC"), which prohibit or restrict transactions to or from or dealings with specified countries, their governments, and in certain circumstances, their nationals, and with individuals and entities that are specially-designated nationals of those countries, narcotics traffickers, and terrorists or terrorist organizations. Other group entities may be subject to additional local sanctions requirements in other relevant jurisdictions.

Similar anti-money laundering and counter terrorist financing and proceeds of crime laws apply to movements of currency and payments through electronic transactions and to dealings with persons specified in lists maintained by the country equivalents to OFAC lists in several other countries and require specific data retention obligations to be observed by intermediaries in the payment process. Our businesses in those jurisdictions are subject to those data retention obligations.

Human Capital

In order to continue to innovate, it is crucial that we continue to attract and retain top talent. To facilitate talent attraction and retention, we strive to make Shift4 a diverse, inclusive and safe workplace, with opportunities for our employees to grow and develop in their careers, supported by strong compensation, benefits and health and wellness programs, and with programs that build connections between our employees and their communities.

As of December 31, 2021, we employed 1,732 full-time employees. We also employed 21 part-time employees. None of our employees are represented by a labor union or are party to a collective bargaining agreement, and we have had no labor-related work stoppages. We believe that we have good relationships with our employees.

Health, Safety and Wellness The success of our business is fundamentally connected to the well-being of our people. Accordingly, we are committed to the health, safety and wellness of our employees. We provide our employees and their families with access to a variety of innovative, flexible and convenient health and wellness programs, tools and resources to support physical and mental health and encourage engagement in healthy behaviors. Our benefit programs are designed to offer choice, where possible, so our employees can customize their benefits to meet their and their families' needs. In response to the COVID-19 pandemic, we implemented significant changes that we determined were in the best interest of our employees and the communities in which we operate, and which comply with relevant local regulations, including by:

- Providing our employees with remote working flexibility, including by adjusting attendance policies to encourage those who are sick to stay home;
- Increasing cleaning protocols across all locations;
- Initiating regular communication regarding impacts of the COVID-19 pandemic, including health and safety protocols and procedures;
- Establishing new physical distancing procedures for employees who need to be onsite;
- Providing personal protective equipment and cleaning supplies;
- Modifying work spaces with plexiglass dividers and touchless faucets;
- Implementing protocols to address actual and suspected COVID-19 cases and potential exposure; and
- Requiring masks to be worn in all locations where allowed by local law.

Compensation and Benefits We provide robust compensation and benefits programs to help meet the needs of our employees. Our equity incentive plans provide for grants of awards including restricted stock units ("RSUs"). We believe our equity incentive plans foster a stronger sense of ownership and align our employees' interests with the interests and growth of the Company. In addition to base compensation and awards granted pursuant to equity incentive plans, we offer benefits including a 401(k) Plan and matching, healthcare and insurance benefits, health savings and flexible spending accounts, paid time off, family leave, family care resources, flexible work schedules, and employee assistance programs. With respect to our 401(k) Plan and matching policy, we match 100% of contributions up to 3% of the employee's base salary, and for employee contributions ranging from 3.01%-6% of base salary, we match of 100% of 401(k) Plan contributions in the form of RSU's, a third of which vest each subsequent year and which are subject to continued employment.

Building Connections — With Each Other and our Communities We believe that building connections between our employees, their families and our communities creates a more meaningful, fulfilling and enjoyable workplace. Through our engagement programs, our employees can pursue their interests and hobbies, connect to volunteer opportunities and enjoy unique recreational experiences with family members. Leveraging our reach to food and hospitality merchants across the country, we launched the *Shift4Cares.com* website as a way to help merchants during the COVID-19 pandemic. Since our employees are passionate about many causes, our corporate giving and volunteering programs support and encourage employees by engaging with those causes. Throughout our offices, employee-led Employee Activity Committees select local organizations to support. We also frequently collaborate with these organizations on volunteer activities for our employees.

In addition, we have a Corporate Social Responsibility program, pursuant to which we have provided structure around our various volunteer and outreach programs across the country led by our Vice President of People and Culture and our Director of Diversity & Inclusion. With the support of executive management, this program is driven by our employees and includes company-wide events that cover many aspects of community, environmental, and volunteer support.

Diversity & Inclusion Shift4 is committed to fostering, cultivating, and preserving a culture of diversity, inclusion and belonging. Our company culture is the result of our behaviors, our personal commitments, our curiosity, how we collaborate, and the ways that we courageously share our perspectives and encourage others to do the same.

We believe that our focus on diversity & inclusion helps us boost employee satisfaction, exceed customer expectations, and meet our growth objectives. In 2022, we launched 4 Employee Inclusion Networks, through which we aim to empower and inspire our employees, particularly those who are women, LGBTQIA+, remote workers and veterans. We believe that diversity & inclusion initiatives, such as this, expand our talent acquisition recruitment efforts, increase retention of our diverse workforce and maintain a sense of belonging amongst employees.

Recruitment In 2020, we built an in-house talent and recruitment department. We work diligently to attract the best talent from a diverse range of sources in order to meet the current and future demands of our business. We have established relationships with professional associations and industry groups to proactively attract talent.

We have a strong employee value proposition that leverages our unique culture, collaborative working environment, shared sense of purpose, and innovative work to attract talent to our Company. We empower our employees to find new and better ways of doing things and the scale of our business means that careers can develop in exciting and unexpected directions.

Available Information

Our internet website address is www.shift4.com. In addition to the information about us and our subsidiaries contained in this Annual Report on Form 10-K/A, information about us can be found on our website. Our website and information included in or linked to our website are not part of this Annual Report on Form 10-K/A.

Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act are available free of charge through our website at www.investors.shift4.com as soon as reasonably practicable after they are electronically filed with or furnished to the Securities and Exchange Commission ("SEC"). Additionally, the SEC maintains an internet site that contains reports, proxy and information statements and other information. The address of the SEC's website is www.sec.gov.

INFORMATION ABOUT OUR EXECUTIVE OFFICERS AND DIRECTORS

The following table provides information regarding our executive officers and members of our board of directors as of the date of this Annual Report on Form 10-K/A:

Name	Age	Position(s)
Jared Isaacman	39	Founder, Chief Executive Officer and Chairman
Nancy Disman	52	Chief Financial Officer
Jordan Frankel	39	Secretary, General Counsel and Executive Vice President, Legal, Human Resources and Compliance
Taylor Lauber	39	President and Chief Strategy Officer
Donald Isaacman	75	Director
Christopher Cruz	38	Director
Karen Roter Davis	50	Director
Sarah Goldsmith-Grover	58	Director
Jonathan Halkyard	57	Director
Sam Bakhshandehpour	47	Director

Executive Officers and Directors

Jared Isaacman has served as Shift4 Payments, Inc.'s Chief Executive Officer and the Chairman of the board of directors since its formation, and is the Founder of Shift4 Payments, LLC, as well as serving as the Chief Executive Officer and Chairman of Shift4 Payments, LLC's board of managers since its founding in 1999. Mr. J. Isaacman is also the founder of Draken International, a provider of contract air services. Mr. J. Isaacman was the Ernst & Young "Entrepreneur of the Year" for 2021. From 2006 to 2008, Mr. J. Isaacman was named as a finalist for the Ernst & Young "Entrepreneur of the Year" award, was the youngest person to ever be named to the list of "Industry Leaders" by The Green Sheet, a leading publication in the credit card industry and has been recognized as one of "America's Best Entrepreneurs" by BusinessWeek magazine and "30 Entrepreneurs Under 30" by Inc. Magazine. He holds a Bachelor's degree from Embry-Riddle Aeronautical University. We believe Mr. J. Isaacman is qualified to serve on our board of directors due to his extensive experience in executive leadership positions in the payment processing industry and his knowledge of our business in particular, gained through his services as our Founder and Chief Executive Officer.

Nancy Disman has served as Shift4 Payments, Inc.'s Chief Financial Officer since August 2022. Ms. Disman previously served as a member of the board of directors of Shift4 Payments, Inc. from June 2020 to August 2022. From November 2017 to August 2022, Ms. Disman was the Chief Financial Officer and Chief Administrative Officer of Intrado Corporation, a provider of cloud-based technology. From April 2016 to March 2017, Ms. Disman served as the Chief Financial Officer and Chief Administrative Officer of the Merchant Acquiring Segment of Total System Services, Inc. ("TSYS"), a global provider of payment solutions, and from June 2014 to March 2016, Ms. Disman was the Chief Financial Officer of TransFirst, a merchant account provider in the credit card processing industry, prior to its acquisition by TSYS. Ms. Disman has also served as a member of the board of directors of each of Intrado Foundation since June 2019, various subsidiaries of Intrado Corporation since November 2017, and iCIMS, Inc. since March 2021, all of which are privately held. She holds a Bachelor of Science in Business Administration and Accounting from the State University of New York at Albany and is a Certified Public Accountant in the State of New York.

Jordan Frankel has served as Shift4 Payments, Inc.'s Secretary and General Counsel since its formation, and as General Counsel and Executive Vice President, Legal, Human Resources and Compliance and a member of the board of managers of Shift4 Payments, LLC since 2014. From 2011 to 2019, Mr. Frankel also served as a member of the board of directors of Draken International, a provider of contract air services. He holds a Bachelor of Finance and Marketing from the Syracuse University Martin J Whitman School of Management and a Juris Doctor and Masters in Business Administration from the Quinnipiac University School of Law and Quinnipiac University Lender School of Business, respectively.

Taylor Lauber has served as Shift4 Payments, Inc.'s President since February 2022, Chief Strategy Officer since its formation. He previously served as Senior Vice President, Strategic Projects of Shift4 Payments, LLC from 2018 to 2022. Prior to joining Shift4, from 2010 to 2018, he served as a Principal at The Blackstone Group, L.P. Mr. Lauber also spent from 2005 to 2010 at Merrill Lynch as a Financial Advisor, where he advised numerous Fortune 500 companies and their executives on capital markets transactions. Mr. Lauber has passed the Series 7 General Securities Representative Exam, Series 66 Uniform Combined State Law Exam and Series 27 Financial and Operations Principal Exam, all administered by the Financial Industry Regulatory Authority, Inc. He holds a Bachelor of Economics and Finance from Bentley College.

Donald Isaacman has served as a member of the board of directors of Shift4 Payments, Inc. since its formation, and has served as the President and a member of the board of managers of Shift4 Payments, LLC since its founding in 1999. From February 1971 to September 2000, Mr. D. Isaacman also served as the Vice President of Supreme Security Systems, Inc., a home alarm and business security system company. He holds a Bachelor of Science in Marketing and Sales from Monmouth University. We believe Mr. D. Isaacman is qualified to serve on our board of directors due to his senior management experience and his knowledge of our business in particular, gained through his services as our President.

Christopher Cruz has served as a member of the board of directors of Shift4 Payments, Inc. since its formation, and as a member of the board of managers of Shift4 Payments, LLC since May 2016. Mr. Cruz is a Partner at Searchlight, which he joined in 2011. From 2008 to 2010, Mr. Cruz served on the investment team at Oaktree Capital Management, a global alternative investment management firm. Prior to that, Mr. Cruz was in the leveraged finance and restructuring group at UBS Investment Bank, from 2006 to 2008. Mr. Cruz has also served as a member of the board of directors of Sightline Payments and Flowbird Group. He holds a Bachelor of Arts in Honors Business Administration from the Richard Ivey School of Business at the University of Western Ontario. We believe Mr. Cruz is qualified to serve on our board of directors due to his extensive experience in finance and capital markets and his knowledge of our business in particular, gained through his services as a member of our board of managers.

Karen Roter Davis has served as a member of the board of directors of Shift4 Payments, Inc. since August 2021. Ms. Davis is a Managing Partner at Entrada Ventures, an early-stage venture capital firm investing in emerging, high growth business to business software and deep technology companies. Ms. Davis spent over a decade in various senior positions at Alphabet in her career -- initially from 2003 to 2008 -- serving as a Principal in their New Business Development group, and overseeing operations for the company's groundbreaking IPO in 2004. More recently, in September 2016, Ms. Davis returned to Google as Director for mapping and local search strategy and business development by way of Alphabet's acquisition of Urban Engines, a geospatial analytics platform. Ms. Davis was Urban Engines' first business hire and helped establish foundational business development strategy, and operations functions in her role. From 2017 until February 2022 Ms. Davis was Director of Early Stage Projects at X (formerly Google X) where she provided strategic direction and oversight for a portfolio of early-stage technology ventures. She serves on the board of 360Learning S.A., where she is a member of the audit and M&A and finance committees, is a member of Lawrence Livermore National Laboratory's Carbon Impact Initiative committee, and previously served on the board of lnnovyze, acquired by Autodesk, where she was chair of the audit committee and member of the compensation committee. Ms. Davis earned her MBA from Kellogg School of Management at Northwestern University, her J.D. from Northwestern University School of Law, and her B.A. from Princeton University's School of Public & International Affairs. We believe Ms. Davis is qualified to serve on our Board of Directors due to her two decades of experience in the technology industry and her various senior leadership and advisory roles spanning startups to global corporations.

Sarah Goldsmith-Grover has served as a member of the board of directors of Shift4 Payments, Inc. since June 2020 and from April 2021 to May 2021 served as our Chief Marketing Officer. Ms. Goldsmith-Grover has served as the interim Chief Marketing Officer of Veggie Grill, a vegan and vegetarian food chain, since January 2020 and the interim Chief Marketing Officer of Lawry's The Prime Rib, a gourmet restaurant chain, since September 2020. Prior to that, Ms. Goldsmith-Grover served in executive marketing roles at various food & beverages companies, including Garden Fresh Restaurants, The Coffee Bean & Tea Leaf and True Food Kitchen, since 2016. Ms. Goldsmith-Grover has also served various executive roles at California Pizza Kitchen, including as Executive Vice President and Chief Concept Officer. Ms. Goldsmith-Grover has served as a member of the board of directors of the Annual UCLA Restaurant Conference since 2000. Ms. Goldsmith-Grover created the restaurant industry support program known as The Great American Take Out which supports restaurants nationwide due to COVID-19. She holds a Bachelor of Arts in Communications from DePauw University. We believe Ms. Goldsmith-Grover is qualified to serve on our board of directors due to her experience and insight acquired from leading companies in the restaurant and consumer industries.

Jonathan Halkyard has served as a member of the board of directors of Shift4 Payments, Inc. since June 2020. Mr. Halkyard has served as the Chief Financial Officer of MGM Resorts International since January 2021. From September 2013 to November 2019, Mr. Halkyard held various senior management positions at Extended Stay America, Inc., an integrated hotel owner and operator, including Chief Executive Officer, Chief Financial Officer and Chief Operating Officer. Mr. Halkyard has also served as a member of the board of directors of Dave & Buster's Entertainment, Inc., a restaurant and entertainment business, since September 2011, including as the chair of its nominating and governance committee and member of its finance committee since June 2016, and as a member of its audit committee since September 2013. He previously served on the boards of directors of Extended Stay America, Inc., an operator of an economy apartment hotel chain, and ESH Hospitality, Inc., a real estate investment trust and the owner of the hotels, from January 2018 to November 2019. He holds a Bachelor of Arts in Economics from Colgate University and a Master's in Business Administration from Harvard Business School. We believe Mr. Halkyard is qualified to serve on our board of directors due to his experience in leading companies in the finance and hospitality industries and his knowledge of the board and corporate governance practices of other organizations.

Sam Bakhshandehpour has served as a member of the board of directors of Shift4 Payments, Inc. since October 2022. Since 2020, Mr. Bakhshandehpour has served as the President of ThinkFoodGroup, and alongside José Andrés and Rob Wilder, serves in the Office of the CEO. Over the past decade, Mr. Bakhshandehpour has served ThinkFoodGroup as an operating partner, advisor and investor. In his current capacity, Mr. Bakhshandehpour leads the execution of company strategy globally, across the restaurant, brand, hotel, and media divisions. Since 2015, Mr. Bakhshandehpour has also been the CEO & Managing Partner of Silverstone, a vertically integrated hospitality and lifestyle investment firm. From 2012 to 2015, Mr. Bakhshandehpour served as President, CEO and Board Member of SBE Entertainment, a Colony Capital portfolio company, where he was responsible for the Company's global operations across the hotel, restaurant and entertainment divisions. From 2014 to September 2022, Mr. Bakhshandehpour served as a member of the board of directors of the New Home Company, a homebuilder focused on the design, construction and sale of homes in major metropolitan areas. Mr. Bakhshandehpour holds a Bachelor of Science degree in Business Administration from Georgetown University's McDonough School of Business. We believe Mr. Bakhshandehpour is qualified to serve on our board of directors due to his experience in leading companies in the finance and hospitality industries and his knowledge of the board and corporate governance practices of other organizations.

ITEM 1A. RISK FACTORS

Investing in our Class A common stock involves a high degree of risk. You should carefully consider the risks described below, as well as the other information in this Annual Report on Form 10-K/A, including our consolidated financial statements and the related notes as well as our other public filings with the SEC, before deciding to invest in our Class A common stock. The occurrence of any of the events described below could harm our business, financial condition, results of operations, liquidity or prospects. In such an event, the market price of our Class A common stock could decline, and you may lose all or part of your investment. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business.

Business risks

The COVID-19 pandemic has had and is expected to continue to have an adverse effect on our business and results of operations.

Throughout the duration of the COVID-19 pandemic, governmental authorities around the world have at various times implemented measures to reduce the spread of COVID-19 (and any variants of the virus). These measures, including "shelter-in-place" orders suggested or mandated by governmental authorities or otherwise elected by companies as a preventive measure, have adversely affected workforces, customers, consumer sentiment, economies, and financial markets, and, along with decreased consumer spending, have led to an economic downturn in the United States.

Numerous state and local jurisdictions, including in markets where we operate, have imposed, and others in the future may impose, "shelter-in-place" orders, quarantines, travel restrictions, executive orders and similar government orders and restrictions for their residents to control the spread of COVID-19. For example, federal and state governments in the United States have at times imposed social distancing measures and restrictions on movement, in some cases only allowing essential businesses to remain open. Such orders or restrictions have resulted in the temporary closure of many of our merchant operations, work stoppages, slowdowns and delays, mandatory remote operations, travel restrictions and cancellation of events, among other effects, any of which may materially impact our business and results of operations.

As a result of the COVID-19 pandemic, many of our merchants have in the past been and may in the future be impacted by government measures including travel restrictions that adversely impacted their transaction levels and as a result, our payment volumes. We believe our results of operations and cash flows have been negatively impacted by and may continue to be impacted by the COVID-19 pandemic for the foreseeable future.

In the year ended December 31, 2020, we took several measures as an immediate response to the onset of the COVID-19 pandemic, including drawing down under our Revolving Credit Facility, which was later repaid, furloughing approximately 25% of our employees, substantially all of whom we later reinstated; accelerating approximately $30.0 million of annual expense reduction plans related to previous acquisitions; re-prioritizing our capital projects; instituting a company-wide hiring freeze, which was later lifted; and reducing salaries for management across the organization, which were later fully reinstated.

Due to the ongoing uncertainty surrounding the COVID-19 pandemic, we will continue to assess the situation, including abiding by any government-imposed restrictions, market by market. We are unable to accurately predict the ultimate impact that the COVID-19 pandemic will have on our operations going forward due to uncertainties that will be dictated by the length of time that such disruptions continue, which will, in turn, depend on the currently unknowable duration and severity of the COVID-19 pandemic, the development, availability and uptake of effective treatments and vaccines, the impact of governmental regulations that might be imposed in response to the pandemic, the imposition of and compliance with protective public safety measures, the impact of remote operations, the speed and extent to which normal economic and operating conditions will resume and overall changes in consumer behavior. In particular, even as our merchants re-open and adapt their operations, we cannot accurately predict the ongoing impact of government regulations and changing consumer behavior on our business. While we have not yet seen a meaningful degradation in new merchant sign-ups or an increase in existing merchant attrition as a result of the COVID-19 pandemic, it is possible that those business trends change if economic hardship across the country forces merchant closures. Any significant reduction in consumer visits to, or spending at, our merchants, would result in a loss of revenue to us. In particular, we cannot accurately forecast the potential impact of additional outbreaks as new variants arise or as government restrictions are relaxed, further shelter-in-place or other government restrictions implemented in response to such outbreaks, the impact that weather has on merchants as a result of such restrictions, or the impact on the ability of our merchants to remain in business as a result of the ongoing pandemic, which could result in additional chargeback or merchant receivable losses.

In addition, the global deterioration in economic conditions, which may have an adverse impact on discretionary consumer spending, could also impact our business. For instance, consumer spending may be negatively impacted by general macroeconomic conditions, including a rise in unemployment, and decreased consumer confidence resulting from the COVID-19 pandemic. Changing consumer behaviors as a result of the COVID-19 pandemic may also have a material impact on our payments-based revenue for the foreseeable future, particularly for the hospitality and restaurant industries, including as a result of lower travel, cross-border or otherwise.

In the past, governments have taken unprecedented actions in an attempt to address and rectify these extreme market and economic conditions by providing liquidity and stability to financial markets. If these actions are not successful, or if governments do not provide continued assistance needed as a result of COVID-19, the return of adverse economic conditions may cause a material impact on our ability to raise capital, if needed, on a timely basis and on acceptable terms or at all.

To the extent the COVID-19 pandemic adversely affects our business and financial results, it may also have the effect of heightening many of the other risks described in this "Risk Factors" section, such as those relating to our liquidity, indebtedness and our ability to comply with the covenants contained in the agreements that govern our indebtedness.

Substantial and increasingly intense competition worldwide in the financial services, payments and payment technology industries may adversely affect our overall business and operations.

The financial services, payments and payment technology industries are highly competitive, and our payment services and solutions compete against all forms of financial services and payment systems, including cash and checks and electronic, mobile, eCommerce and integrated payment platforms. Many of the areas in which we compete are evolving rapidly with changing and disruptive technologies, shifting user needs, and frequent introductions of new products and services. We compete against a wide range of businesses with varying roles within the payments value chain. If we are unable to differentiate ourselves from our competitors and drive value for our customers, we may not be able to compete effectively. Our competitors may introduce their own value-added or other innovative services or solutions more effectively than we do, which could adversely impact our current competitive position and prospects for growth. Our competitors also may be able to offer and provide services that we do not offer. We also compete against new entrants that have developed alternative payment systems, eCommerce payment systems, payment systems for mobile devices and customized integrated software payment solutions. Failure to compete effectively against any of these competitive threats could adversely affect our business, financial condition or results of operations. In addition, some of our competitors are larger and/or have greater financial resources than us, enabling them to maintain a wider range of product offerings, mount extensive promotional campaigns and be more aggressive in offering products and services at lower rates, which may adversely affect our business, financial condition or results of operations. Furthermore, any negative publicity or perceptions involving the Company or our employees, brands, products, vendors, spokespersons or marketing and other partners may negatively impact our reputation and adversely impact our ability to compete effectively and could adversely affect our business, financial condition or results of operations.

Potential changes in competitive landscape, including disintermediation from other participants in the payments chain, could harm our business.

We expect the competitive landscape will continue to change in a variety of ways, including:

- rapid and significant changes in technology, resulting in new and innovative payment methods and programs, that could place us at a competitive disadvantage and reduce the use of our products and services;
- competitors, including third-party processors (such as Chase Paymentech, Elavon, FIS, Fiserv and Global Payments) and integrated payment providers (such as Adyen, Lightspeed POS, Shopify, Square and Toast), merchants, governments and/or other industry participants may develop products and services that compete with or replace our value-added products and services, including products and services that enable payment networks and banks to transact with consumers directly;
- participants in the financial services, payments and payment technology industries may merge, create joint ventures, or form other business combinations that may strengthen their existing business services or create new payment services that compete with our services; and
- new services and technologies that we develop may be impacted by industry-wide solutions and standards related to migration to Europay, Mastercard and Visa ("EMV") standards, including chip technology, tokenization and other safety and security technologies.

Certain competitors could use strong or dominant positions in one or more markets to gain a competitive advantage against us, such as by integrating competing platforms or features into products they control such as search engines, web browsers, mobile device operating systems or social networks; by making acquisitions; or by making access to our platform more difficult. Further, current and future competitors could choose to offer a different pricing model or to undercut prices in the market or our prices in an effort to increase their market share. Failure to compete effectively against any of these or other competitive threats could adversely affect our business, financial condition or results of operations.

Our ability to anticipate and respond to changing industry trends and the needs and preferences of our merchants and consumers may adversely affect our competitiveness or the demand for our products and services.

The financial services, payments and payments technology industries are subject to rapid technological advancements, resulting in new products and services, including mobile payment applications and customized integrated software payment solutions, and an evolving competitive landscape, as well as changing industry standards and merchant and consumer needs and preferences. We expect that new services and technologies applicable to the financial services, payments and payment technology industries will continue to emerge and external factors such as the COVID-19 pandemic may accelerate such emergence. These changes may limit the competitiveness of and demand for our services. Also, our merchants continue to adopt new technology for business. We must anticipate and respond to these changes in order to remain competitive within our relative markets. In addition, failure to develop value-added services that meet the needs and preferences of our merchants could adversely affect our ability to compete effectively in our industry. Any new solution we develop or acquire might not be introduced in a timely or cost-effective manner and might not achieve the broad market acceptance necessary to generate significant revenue. In addition, these solutions could become subject to legal or regulatory requirements, which could prohibit or slow the development and provision of such new solutions and/or our adoption thereof. Furthermore, our merchants' potential negative reaction to our products and services can spread quickly through social media and damage our reputation before we have the opportunity to respond. Improving and enhancing the functionality, performance, reliability, design, security and scalability of our platform is expensive, time-consuming and complex, and to the extent we are not able to do so in a manner that responds to our merchants' evolving needs, our business, financial condition and results of operations will be adversely affected. If we are unable to anticipate or respond to technological or industry standard changes on a timely basis, our ability to remain competitive could be adversely affected.

Because we rely on third-party vendors to provide products and services, we could be adversely impacted if they fail to fulfill their obligations.

We depend on third-party vendors for certain products and services, including components of our computer systems, software, data centers and telecommunications networks, to conduct our business. Any changes in these systems that degrade the functionality of our products and services, impose additional costs or requirements on it, or give preferential treatment to competitors' services, including their own services, could materially and adversely affect usage of our products and services. For example, we are dependent on our relationship with a single third-party processor for services such as merchant authorization, processing, risk and chargeback monitoring accounting and clearing and settlement for the transactions we service. In the event our agreement with our third-party processor is terminated, or if upon its expiration we are unable to renew the contract on terms favorable to us, or at all, it may be difficult for us to replace these services which may adversely affect our operations and profitability.

We also rely on third parties for specific software and devices used in providing our products and services. Some of these organizations and service providers provide similar services and technology to our competitors, and we do not have long-term or exclusive contracts with them.

Our systems and operations or those of our merchants and software partners could be exposed to damage or interruption from, among other things, fire, natural disasters, power loss, telecommunications failure, unauthorized entry, computer viruses, denial-of-service attacks, acts of terrorism, human error, vandalism or sabotage, financial insolvency, bankruptcy and similar events. For example, the extent to which the COVID-19 pandemic may impact our results will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity, duration, and trajectory of the COVID-19 pandemic and the actions to contain COVID-19 or treat its impact, among others. In addition, we may be unable to renew our existing contracts with our most significant merchants and software and partners or our merchants and software partners may stop providing or otherwise supporting the products and services we obtain from them, and we may not be able to obtain these or similar products or services on the same or similar terms as our existing arrangements, if at all. The failure of our third-party vendors to perform their obligations and provide the products and services we obtain from them in a timely manner for any reason could adversely affect our operations and profitability due to, among other consequences:

- loss of revenues;
- loss of merchants and software partners;
- loss of merchant and cardholder data;
- fines imposed by payment networks;
- harm to our business or reputation resulting from negative publicity;

- exposure to fraud losses or other liabilities;
- additional operating and development costs; or
- diversion of management, technical and other resources.

Health concerns arising from the outbreak of a health epidemic or pandemic may have an adverse effect on our business.

In addition to the COVID-19 pandemic, our business could be adversely affected by the outbreak of any other widespread health epidemic or pandemic, including arising from various strains of avian flu or swine flu, such as H1N1, particularly if located in the United States. The occurrence of such an outbreak or other adverse public health developments could materially disrupt our business and operations. Such events could also significantly impact our industry and cause a temporary closure of our merchants' businesses, which could have a material adverse effect on our business, financial condition and results of operations.

Furthermore, other viruses may be transmitted through human contact, and the risk of contracting viruses could cause consumers to avoid gathering in public places or patronizing certain businesses, or otherwise impact consumer behavior, which could adversely affect payment volumes. We could also be adversely affected if government authorities impose mandatory closures, seek voluntary closures, impose restrictions on operations of our merchants' businesses, or restrict the import or export of hardware and equipment. Even if such measures are not implemented and a virus or other disease does not spread significantly, the perceived risk of infection or health risk may adversely affect our business and operating results.

We may not be able to continue to expand our share of the existing payment processing markets or expand into new markets which would inhibit our ability to grow and increase our profitability.

Our future growth and profitability depend upon the growth of the markets in which we currently operate and our ability to increase our penetration and service offerings within these markets, as well as the emergence of new markets for our services and our ability to successfully expand into these new markets. It is difficult to attract new merchants because of potential disadvantages associated with switching payment processing vendors, such as transition costs, business disruption and loss of accustomed functionality. There can be no assurance that our efforts to overcome these factors will be successful, and this resistance may adversely affect our growth. A merchant's payment processing activity with us may also decrease for a variety of reasons, including the merchant's level of satisfaction with our products and services, the effectiveness of our support services, pricing of our products and services, the pricing and quality of competing products or services, the effects of global economic conditions (including as a result of the COVID-19 pandemic), or reductions in the consumer spending levels.

Our expansion into new markets is also dependent upon our ability to adapt our existing technology and offerings or to develop new or innovative applications to meet the particular service needs of each new market. In order to do so, we will need to anticipate and react to market changes and devote appropriate financial and technical resources to our development efforts, and there can be no assurance that we will be successful in these efforts.

Furthermore, we may expand into new geographical markets, including foreign countries, in which we do not currently have operating experience. On February 28, 2022, we entered into a definitive agreement to acquire Credorax, Inc. d/b/a Finaro ("Finaro"), a cross-border eCommerce platform and bank specializing in solving complex payment problems for multinational merchants that we believe will accelerate our growth in international markets. We cannot assure you that we will be able to successfully continue such expansion efforts due to our lack of experience in such markets and the multitude of risks associated with global operations, including the possibility of needing to obtain appropriate regulatory approval.

Our services and products must integrate with a variety of operating systems, software, device and web browsers, and our business may be materially and adversely affected if we are unable to ensure that our services interoperate with such operating systems, device, software and web browsers.

We are dependent on the ability of our products and services to integrate with a variety of operating systems, software and devices, such as the point-of-sale ("POS"), terminals we provide to merchants, as well as web browsers that we do not control. Any changes in these systems that degrade the functionality of our products and services, impose additional costs or requirements on us, or give preferential treatment to competitive services, could materially and adversely affect usage of our products and services. In addition, system integrators may show insufficient appetite to enable our products and services to integrate with a variety of operating systems, software and devices. In the event that it is difficult for our merchants to access and use our products and services, our business, financial condition, results of operations and prospects may be materially and adversely affected.

We depend, in part, on our merchant and software partner relationships and strategic partnerships with various institutions to operate and grow our business. If we are unable to maintain these relationships and partnerships, our business may be adversely affected.

We depend, in part, on our merchant and software partner relationships and partnerships with various institutions to operate and grow our business. We rely on the growth of our merchant and other strategic relationships, and our ability to maintain these relationships and other distribution channels, to support and grow our business. If we fail to maintain these relationships, or if our software partners or other strategic partners fail to maintain their brands or decrease the size of their branded networks, our business may be adversely affected. In addition, our contractual arrangements with our merchants and other strategic partners vary in length and may also allow for early termination upon the occurrence of certain events. There can be no assurance that we will be able to renew these contractual arrangements on similar terms or at all. The loss of merchant or software partner relationships could adversely affect our business, financial condition or results of operations.

We rely on our sponsor bank to provide sponsorship to card and other payment networks and treasury services. If our sponsor bank stops providing sponsorship and treasury services, we would need to find one or more other financial institutions to provide those services. If we are unable to find a replacement institution, we may no longer be able to provide processing services to certain merchants, which could adversely affect our business, financial condition or results of operations. In the event of a chargeback, merchant bankruptcy or other failure to fund, or other intervening failure in the payment network system, we may be unable to recoup certain payments, which could adversely affect our business, financial condition or results of operations.

A significant number of our merchants are small- and medium-sized businesses and small affiliates of large companies, which can be more difficult and costly to retain than larger enterprises and may increase the impact of economic fluctuations on us.

We market and sell our products and services to, among others, SMBs. To continue to grow our revenue, we must add merchants, sell additional services to existing merchants and encourage existing merchants to continue doing business with us. However, retaining SMBs can be more difficult than retaining large enterprises, as SMB merchants:

- often have higher rates of business failure and more limited resources;
- may have decisions related to the choice of payment processor dictated by their affiliated parent entity; and
- are more able to change their payment processors than larger organizations dependent on our services.

SMBs are typically more susceptible to the adverse effects of economic fluctuations, including as a result of the COVID-19 pandemic. Adverse changes in the economic environment or business failures of our SMB merchants may have a greater impact on us than on our competitors who do not focus on SMBs to the extent that we do. As a result, we may need to attract and retain new merchants at an accelerated rate or decrease our expenses to reduce negative impacts on our business, financial condition and results of operations.

Global economic, political and other conditions may adversely affect trends in consumer, business and government spending, which may adversely impact the demand for our services and our revenue and profitability.

The financial services, payments and payment technology industries in which we operate depend heavily upon the overall level of consumer, business and government spending. A sustained deterioration in general economic conditions (including distress in financial markets and turmoil in specific economies around the world), in particular as a result of the COVID-19 pandemic, may adversely affect our financial performance by reducing the number or average purchase amount of transactions we process. See "—The COVID-19 global pandemic has had and is expected to continue to have an adverse effect on our business and results of operations." A reduction in the amount of consumer spending or credit card transactions could result in a decrease of our revenue and profits.

Adverse economic trends may accelerate the timing, or increase the impact of, risks to our financial performance. These trends could include:

- declining economies and the pace of economic recovery can change consumer spending behaviors, on which the majority of our revenue is dependent;
- low levels of consumer and business confidence typically associated with recessionary environments, and those markets experiencing relatively high unemployment, may result in decreased spending by cardholders;
- budgetary concerns in the United States and other countries around the world could affect the United States and other sovereign credit ratings, which could impact consumer confidence and spending;
- financial institutions may restrict credit lines to cardholders or limit the issuance of new cards to mitigate cardholder credit concerns;
- uncertainty and volatility in the performance of our merchants' businesses, particularly SMBs, may make estimates of our revenues and financial performance less predictable;
- cardholders or merchants may decrease spending for value-added services we market and sell; and
- government intervention, including the effect of laws, regulations and government investments in our merchants, may have potential negative effects on our business and our relationships with our merchants or otherwise alter their strategic direction away from our products and services; and
- political tensions resulting in economic instability, such as due to military activity or civil hostilities among Russia and Ukraine and the related response, including sanctions or other restrictive actions, by the United States and/or other countries.

In addition, the banking industry remains subject to consolidation, regardless of overall economic conditions. In times of economic distress, various financial institutions in the markets we serve have been acquired or merged with and into other financial institutions, including those with which we partner. If a current referral partner of ours is acquired by another bank, the acquiring bank may seek to terminate our agreement and impose its own merchant services program on the acquired bank. We may be unable to retain our banking relationships post-acquisition, or may have to offer financial concessions to do so, which could adversely affect our results of operations or growth.

We may in the future offer merchant acquiring and processing services in geographies outside of the United States, including potentially in the European Union or the United Kingdom. On February 28, 2022, we entered into a definitive agreement to acquire Credorax, Inc. d/b/a Finaro ("Finaro"), a cross-border eCommerce platform and bank specializing in solving complex payment problems for multi-national merchants that we believe will accelerate our growth in international markets. In such circumstances, we may become subject to additional European Union and United Kingdom financial regulatory requirements and we could become subject to risks associated with the ongoing uncertainty surrounding the future relationship between the United Kingdom and the European Union (including any resulting economic downturn) following the United Kingdom's exit from the European Union (Brexit). We are subject to risks associated with operations in international markets, including changes in foreign governmental policies and requirements applicable to our business, including the presence of more established competitors and our lack of experience in such non-U.S. markets. In addition, any current or future partners in non-U.S. jurisdictions, may also be acquired, reorganized or otherwise disposed of in the event of further market turmoil or losses in their loan portfolio that result in such financial institutions becoming less than adequately capitalized. Our revenue derived from these and other non-U.S. operations will be subject to additional risks, including those resulting from social and geopolitical instability and unfavorable political or diplomatic developments, all of which could adversely affect our business, financial condition or results of operations.

Upon international expansion, we may face challenges due to the presence of more established competitors and our lack of experience in such non-U.S. markets. If we are unable to successfully manage these risks relating to the international expansion of our business, it could adversely affect our business, financial condition or results of operations.

Acquisitions create certain risks and may adversely affect our business, financial condition or results of operations.

We have acquired businesses and may continue to make acquisitions of businesses or assets in the future. The acquisition and integration of businesses or assets involve a number of risks. These risks include valuation (determining a fair price for the business or assets), integration (managing the process of integrating the acquired business' people, products, technology and other assets to extract the value and synergies projected to be realized in connection with the acquisition), regulation (obtaining regulatory or other government approvals that may be necessary to complete the acquisition) and due diligence (including identifying risks to the prospects of the business, including undisclosed or unknown liabilities or restrictions to be assumed in the acquisition). Moreover, we may fail to successfully identify appropriate acquisition candidates, enter new markets or industries, or integrate any acquisitions consummated in a relatively short amount of time and, as a result, may fail to realize the synergies, cost savings and other benefits expected from such acquisitions. In addition, a significant portion of the purchase price of companies we acquire may be allocated to acquired goodwill and other intangible assets. We are required to test goodwill and any other intangible assets with an indefinite life for possible impairment on an annual basis, or more frequently, when circumstances indicate that impairment may have occurred. We are also required to evaluate amortizable intangible assets and fixed assets for impairment if there are indicators of a possible impairment. In the future, if our acquisitions do not yield expected returns, we may be required to take charges to our operating results based on this impairment assessment process, which could adversely affect our results of operations. See "—Financial risks—Our balance sheet includes significant amounts of goodwill and intangible assets. The impairment of a significant portion of these assets would negatively affect our business, financial condition or results of operations."

In addition, to the extent we pursue acquisitions outside of the United States, these potential acquisitions often involve additional or increased risks including:

- managing geographically separated organizations, systems and facilities;
- integrating personnel with diverse business backgrounds and organizational cultures;
- complying with non-U.S. regulatory and other legal requirements;
- addressing financial and other impacts to our business resulting from fluctuations in currency exchange rates and unit economics across multiple jurisdictions;
- enforcing intellectual property rights outside of the United States;
- difficulty entering new non-U.S. markets due to, among other things, consumer acceptance and business knowledge of these markets; and
- general economic and political conditions. See "—Business risks—Global economic, political and other conditions may adversely affect trends in consumer, business and government spending, which may adversely impact the demand for our services and our revenue and profitability."

The process of integrating operations could cause an interruption of, or loss of momentum in, the activities of one or more of our combined businesses and the possible loss of key personnel. The diversion of management's attention and any delays or difficulties encountered in connection with acquisitions and their integration could adversely affect our business, financial condition or results of operations.

We are subject to governmental regulation and other legal obligations, particularly related to privacy, data protection and information security, and consumer protection laws across different markets where we conduct our business. Our actual or perceived failure to comply with such obligations could harm our business.

In the United States and other jurisdictions in which our services are used, we are subject to various privacy, data protection and information security, and consumer protection laws (including laws on disputed transactions) and related regulations. If we are found to have breached such laws or regulations in any such market, we may be subject to enforcement actions that require us to change our business practices in a manner which may negatively impact our revenue, as well as expose ourselves to litigation, fines, civil and/or criminal penalties and adverse publicity that could cause our customers to lose trust in us, negatively impacting our reputation and business in a manner that harms our financial position.

As part of our business, we collect personal information, also referred to as personal data, and other potentially sensitive and/or regulated data from our consumers and the merchants we work with. Laws and regulations in the United States restrict how personal information is collected, processed, stored, transferred. used and disclosed, as well as set standards for its security, implement notice requirements regarding privacy practices, and provide individuals with certain rights regarding the use, disclosure and sale of their protected personal information. For example, the FTC and many state attorneys general are interpreting federal and state consumer protection laws to impose standards for the online collection, use, dissemination, and security of data. Such standards require us to publish statements that describe how we handle personal data and choices individuals may have about the way we handle their personal data. If such information that we publish is considered untrue or inaccurate, we may be subject to government claims of unfair or deceptive trade practices, which could lead to significant liabilities and consequences. Moreover, according to the FTC, violating consumers' privacy rights or failing to take appropriate steps to keep consumers' personal data secure may constitute unfair acts or practices in or affecting commerce in violation of Section 5(a) of the Federal Trade Commission Act. State consumer protection laws provide similar causes of action for unfair or deceptive practices. Some states, such as California and Massachusetts, have passed specific laws mandating reasonable security measures for the handling of consumer data. Further, privacy advocates and industry groups have regularly proposed and sometimes approved, and may propose and approve in the future, self-regulatory standards with which we must legally comply or that contractually apply to us.

The GLBA regulates, among other things, the use of non-public personal information of consumers that is held by financial institutions. We are subject to various GLBA provisions, including rules relating to the use or disclosure of the underlying data and rules relating to the physical, administrative and technological protection of non-public personal financial information. Breach of the GLBA can result in civil and/or criminal liability and sanctions by regulatory authorities.

Several foreign jurisdictions, including the EU and the United Kingdom, have laws and regulations which are more restrictive in certain respects than those in the United States. We are also subject to data privacy and security laws in foreign jurisdictions which have laws and regulations which are more restrictive in certain respects than the United States. For example, in the EEA, we are subject to the General Data Protection Regulation 2016/679 ("GDPR") and in the United Kingdom, we are subject to the United Kingdom data protection regime consisting primarily of the UK General Data Protection Regulation and the UK Data Protection Act 2018, in each case in relation to our collection, control, processing, sharing, disclosure and other use of data relating to an identifiable living individual (personal data). The GDPR, and national implementing legislation in EEA member states, and the United Kingdom regime, impose a strict data protection compliance regime including: providing detailed disclosures about how personal data is collected and processed (in a concise, intelligible and easily accessible form); demonstrating that an appropriate legal basis is in place or otherwise exists to justify data processing activities; granting rights for data subjects in regard to their personal data (including data access rights, the right to be "forgotten" and the right to data portability); introducing the obligation to notify data protection regulators or supervisory authorities (and in certain cases, affected individuals) of significant data breaches; defining pseudonymized (i.e., key-coded) data; imposing limitations on retention of personal data; maintaining a record of data processing; and complying with the principal of accountability and the obligation to demonstrate compliance through policies, procedures, training and audit.

We are also subject to European Union and United Kingdom rules with respect to cross-border transfers of personal data out of the EEA and the United Kingdom, respectively. Recent legal developments in Europe have created complexity and uncertainty regarding transfers of personal data from the EEA and the United Kingdom to the United States. Most recently, on July 16, 2020, the Court of Justice of the European Union ("CJEU") invalidated the EU-US Privacy Shield Framework ("Privacy Shield") under which personal data could be transferred from the EEA to US entities who had self-certified under the Privacy Shield scheme.

While the CJEU upheld the adequacy of the standard contractual clauses (a standard form of contract approved by the European Commission as an adequate personal data transfer mechanism, and potential alternative to the Privacy Shield), it made clear that reliance on them alone may not necessarily be sufficient in all circumstances. Use of the standard contractual clauses must now be assessed on a case-by-case basis taking into account the legal regime applicable in the destination country, in particular applicable surveillance laws and rights of individuals and additional measures and/or contractual provisions may need to be put in place.

We have previously relied on our own Privacy Shield certification and our relevant customers' and partners' Privacy Shield certifications for the purposes of transferring personal data from the EEA to the U.S. in compliance with the GDPR's data export conditions. These recent developments will require us to review and amend the legal mechanisms by which we make and/ or receive personal data transfers to/ in the U.S., including updating agreements to put in place standard contractual clauses. The developments also create uncertainty and increase the risk around our international operations. European court and regulatory decisions subsequent to the CJEU decision of July 16, 2020 have taken a restrictive approach to international data transfers. For example, the Austrian and the French data protection supervisory authorities, as well as the European Data Protection Supervisor, have recently ruled that use of Google Analytics by European website operators involves the unlawful transfer of personal data to the United States; a number of other EU supervisory authorities are expected to take a similar approach which may impact other business tools that we use. As the enforcement landscape further develops, and supervisory authorities issue further guidance on personal data export mechanisms, including circumstances where the standard contractual clauses cannot be used, we could suffer additional costs, complaints and/or regulatory investigations or fines, have to stop using certain tools and vendors and make other operational changes, and/or if we are otherwise unable to transfer personal data between and among countries and regions in which we operate, it could affect the manner in which we provide our services, the geographical location or segregation of our relevant systems and operations, and could adversely affect our financial results.

We are also subject to evolving EU and UK privacy laws on cookies, tracking technologies and e-marketing. In the EU and the UK under national laws derived from the ePrivacy Directive, informed consent is required for the placement of a cookie or similar technologies on a user's device and for direct electronic marketing. The GDPR also imposes conditions on obtaining valid consent for cookies, such as a prohibition on pre-checked consents and a requirement to ensure separate consents are sought for each type of cookie or similar technology. The current national laws that implement the ePrivacy Directive are highly likely to be replaced across the EU (but not directly in the UK) by an EU regulation known as the ePrivacy Regulation which will significantly increase fines for non-compliance.

In the United States, both the federal and various state governments have adopted or are considering, laws, guidelines or rules for the collection, distribution, use and storage of information collected from or about consumers or their devices. For example, California enacted the California Consumer Privacy Act ("CCPA"), which became enforceable by the California Attorney General on July 1, 2020, and requires new disclosures to California consumers, imposes new rules for collecting or using information about minors, and affords consumers new abilities to opt out of certain disclosures of personal information. The CCPA provides for civil penalties for violations, as well as a private right of action for data breaches that is expected to increase data breach litigation. The effects of the CCPA, its implementing regulations, and uncertainties about the scope and applicability of exemptions that may apply to our business, are potentially significant and may require us to modify our data collection or processing practices and policies and to incur substantial costs and expenses in an effort to comply. Additionally, the California Privacy Rights Act ("CPRA"), recently passed in California. The CPRA significantly amends the CCPA, and imposes additional data protection obligations on covered companies doing business in California, including additional consumer rights processes and opt outs for certain uses of sensitive data. It also creates a new California data protection agency specifically tasked to enforce the law, which would likely result in increased regulatory scrutiny of California businesses in the areas of data protection and security. The substantive requirements for businesses subject to the CPRA will go into effect on January 1, 2023, and become enforceable on July 1, 2023. In addition, Virginia and Colorado have enacted the Consumer Data Protection Act ("VCDPA") and the Colorado Data privacy Act ("CDPA"), respectively, which will go into effect in 2023 and will impose obligations similar to or more stringent than those we may face under other data protection laws.

Restrictions on the collection, use, sharing or disclosure of personal information or additional requirements and liability for security and data integrity could require us to modify our solutions and features, possibly in a material manner, could limit our ability to develop new services and features and could subject us to increased compliance obligations and regulatory scrutiny. Non-compliance with data protection and privacy requirements may result in regulatory fines (which for certain breaches of the GDPR ("UK GDPR") are up to the greater of €20 / £17.5 or 4% of total global annual turnover), regulatory investigations, reputational damage, orders to cease/change our processing of our data, enforcement notices, and/ or assessment notices (for a compulsory audit). We may also face civil claims including representative actions and other class action type litigation (where individuals have suffered harm), potentially amounting to significant compensation or damages liabilities, as well as associated costs, diversion of internal resources, and reputational harm.

Our inability to protect our systems and data from continually evolving cybersecurity risks, security breaches or other technological risks could affect our reputation among our merchants and consumers and may expose us to liability.

We are subject to a number of legal requirements, contractual obligations and industry standards regarding security, data protection and privacy and any failure to comply with these requirements, obligations or standards could have an adverse effect on our reputation, business, financial condition and operating results.

In conducting our business, we process, transmit and store sensitive business information and personal information about our merchants, consumers, sales and financial institution partners, vendors, and other parties. This information may include account access credentials, credit and debit card numbers, bank account numbers, social security numbers, driver's license numbers, names and addresses and other types of sensitive business or personal information. Some of this information is also processed and stored by our merchants, software and financial institution partners, third-party service providers to whom we outsource certain functions and other agents, which we refer to collectively as our associated third parties. We have certain responsibilities to payment networks and their member financial institutions for any failure, including the failure of our associated third parties, to protect this information.

In addition, as a provider of security-related solutions to merchants and other business customers, our products and services may themselves be targets of cyber-attacks that attempt to sabotage or otherwise disable them, or the defensive and preventative measures we take ultimately may not be able to effectively detect, prevent, or protect against or otherwise mitigate losses from all cyber-attacks. Despite significant efforts to create security barriers against such threats, it is virtually impossible for us to eliminate these risks entirely. Any such breach could compromise our networks, creating system disruptions or slowdowns and exploiting security vulnerabilities of our products. Additionally, the information stored on our networks could be accessed, publicly disclosed, lost, or stolen, which could subject us to liability and cause us financial harm. These breaches, or any perceived breach, may also result in damage to our reputation, negative publicity, loss of key partners, merchants and sales, increased costs to remedy any problem, and costly litigation, and may therefore adversely impact market acceptance of our products and seriously affect our business, financial condition or results of operations.

We have previously been the target of malicious third-party attempts to identify and exploit system vulnerabilities, and/or penetrate or bypass our security measures, in order to gain unauthorized access to our networks and systems or those of third parties associated with us, and we expect to be the target of such attempts in the future. If these attempts are successful, it could lead to the compromise of sensitive, business, personal or confidential information. While we proactively employ multiple methods at different layers of our systems to defend against intrusion and attack and to protect our data, we cannot be certain that these measures will be sufficient to counter all current and emerging technology threats.

Our computer systems and the computer systems of our merchants and software partners have been, and could be in the future, subject to breaches, and our data protection measures may not prevent unauthorized access. While we believe the procedures and processes we have implemented to handle an attack are adequate, the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently and are often difficult to detect. In addition, increased remote operations creates an additional risk of attack while decreasing our ability to monitor. Threats to our systems and associated third party systems can originate from human error, fraud or malice on the part of employees or third parties, or simply from accidental technological failure. Computer viruses and other malware can be distributed and could infiltrate our systems or those of associated third parties. Ransomware attacks, including those from organized criminal threat actors, nation-states, and nation-state supported actors, are becoming increasingly prevalent and severe, and can lead to significant interruptions in our operations, loss of data and income, reputational loss, diversion of funds, and may result in fines, litigation and unwanted media attention. Extortion payments may alleviate the negative impact of a ransomware attack, but we may be unwilling or unable to make such payments due to, for example, applicable laws or regulations prohibiting payments. In addition, denial of service or other attacks could be launched against us for a variety of purposes, including to interfere with our services or create a diversion for other malicious activities. Our defensive measures may not prevent unplanned downtime, unauthorized access or unauthorized use of sensitive data. While we maintain cyber errors and omissions insurance coverage that covers certain aspects of cyber risks, our insurance coverage may be insufficient to cover all losses. Further, while we select our associated third parties carefully, we do not control their actions. Any problems experienced by these third parties, including those resulting from breakdowns or other disruptions in the services provided by such parties or cyber-attacks and security breaches, could adversely affect our ability to service our merchants or otherwise conduct our business.

We could also be subject to liability for claims relating to misuse of personal information, such as unauthorized marketing purposes and violation of consumer protection or data privacy laws. We cannot provide assurance that the contractual requirements related to security and privacy that we impose on our service providers who have access to merchant and consumer data will be followed or will be adequate to prevent the unauthorized use or disclosure of data. In addition, we have agreed in certain agreements to take certain protective measures to ensure the confidentiality of merchant and consumer data. The costs of systems and procedures associated with such protective measures may increase and could adversely affect our ability to compete effectively. Any failure to adequately enforce or provide these protective measures could result in liability, protracted and costly litigation, governmental and card network intervention and fines and, with respect to misuse of personal information of our merchants and consumers, lost revenue and reputational harm.

Any type of security breach, attack or misuse of data, whether experienced by us or an associated third party, could harm our reputation or deter existing or prospective merchants from using our services, increase our operating expenses in order to contain and remediate the incident, expose us to unbudgeted or uninsured liability, disrupt our operations (including potential service interruptions), divert management focus away from other priorities, increase our risk of regulatory scrutiny, result in the imposition of penalties and fines under state, federal and foreign laws or by payment networks and adversely affect our continued payment network registration and financial institution sponsorship. As set out above, fines under the GDPR, including for inadequate security, can reach €20 million or up to 4% of the total worldwide annual group turnover of the preceding financial year, whichever is higher. Further, if we were to be removed from networks' lists of Payment Card Industry Data Security Standard, compliant service providers, our existing merchants, sales and financial institution partners or other third parties may cease using or referring our services. Also, prospective merchants, sales partners, financial institution partners or other third parties may choose to terminate their relationship with us, or delay or choose not to consider us for their processing needs, and the payment networks on which we rely could refuse to allow us to continue processing through their networks.

We may experience failures in our processing systems due to software defects, computer viruses and development delays, which could damage customer relations and expose us to liability.

Our core business depends heavily on the reliability of our processing systems, including the security of the applications and systems we develop and license to our customers, in addition to the security of the processing system of our sponsor bank. Software defects or vulnerabilities, a system outage, or other failures could adversely affect our business, financial condition or results of operations, including by damaging our reputation or exposing us to third-party liability. Payment network rules and certain governmental regulations allow for possible penalties if our products and services do not meet certain operating standards. To successfully operate our business, we must be able to protect our systems from interruption, including from events that may be beyond our control. Events that could cause system interruptions include fire, natural disasters, unauthorized entry, power loss, telecommunications failure, computer viruses, terrorist acts and war. Although we have taken steps to protect against data loss and system failures, we still face the risk that we may lose critical data or experience system failures. To help protect against these events, we perform a portion of disaster recovery operations ourselves, as well as utilize select third parties for certain operations. To the extent we outsource any disaster recovery functions, we are at risk of the merchant's unresponsiveness or other failures in the event of breakdowns in our systems. In addition, our property and business interruption insurance may not be adequate to compensate us for all losses or failures that may occur.

Our products and services are based on sophisticated software and computing systems that are constantly evolving. We often encounter delays and cost overruns in developing changes implemented to our systems. In addition, the underlying software may contain undetected errors, viruses or defects. Defects in our software products and errors or delays in our processing of electronic transactions could result in additional development costs, diversion of technical and other resources from our other development efforts, loss of credibility with current or potential merchants, harm to our reputation or exposure to liability claims. In addition, we rely on technologies supplied to us by third parties that may also contain undetected errors, viruses or defects that could adversely affect our business, financial condition or results of operations. Although we attempt to limit our potential liability for warranty claims through disclaimers in our software documentation and limitation of liability provisions in our licenses and other agreements with our merchants and software partners, we cannot assure that these measures will be successful in limiting our liability. Additionally, we and our merchants and software partners are subject to payment network rules. If we do not comply with payment network requirements or standards, we may be subject to fines or sanctions, including suspension or termination of our registrations and licenses necessary to conduct business. We have experienced high growth rates in payment transaction volumes over the past years and expect growth to continue for the coming years; however, despite the implementation of architectural changes to safeguard sufficient future processing capacity on our payments platform, in the future the payments platform could potentially reach the limits of the number of transactions it is able to process, resulting in longer processing time or even downtime. Our efforts to safeguard sufficient future processing capacity are time-consuming, involve significant technical risk and may divert our resources from new features and products, and there can be no guarantee that these efforts will succeed. Furthermore, any efforts to further scale the platform or increase its complexity to handle a larger number or more complicated transactions could result in performance issues, including downtime. A failure to adequately scale our payments platform could therefore materially and adversely affect our business, financial condition or results of operations.

Degradation of the quality of the products and services we offer, including support services, could adversely impact our ability to attract and retain merchants and software partners.

Our merchants and software partners expect a consistent level of quality in the provision of our products and services. The support services we provide are a key element of the value proposition to our merchants and software partners. If the reliability or functionality of our products and services is compromised or the quality of those products or services is otherwise degraded, or if we fail to continue to provide a high level of support, we could lose existing merchants and software partners and find it harder to attract new merchants and software partners. If we are unable to scale our support functions to address the growth of our merchant and partner network, or our employees in alternative work locations are unable to adequately support customers, the quality of our support may decrease, which could adversely affect our ability to attract and retain merchants and software partners.

A significant natural disaster could have a material and adverse effect on our business. Despite any precautions we may take, the occurrence of a natural disaster or other unanticipated problems at our headquarters or data centers could result in lengthy interruptions in access to or functionality of our platform or could result in related liabilities. Global climate change is resulting in certain types of natural disasters occurring more frequently or with more intense effects.

Increased customer attrition could cause our financial results to decline.

We experience attrition in customer credit and debit card processing volume resulting from several factors, including business closures, transfers of merchants' accounts to our competitors, unsuccessful contract renewal negotiations and account closures that we initiate for various reasons, such as heightened credit risks, unacceptable card types or businesses, or contract breaches by customers. In addition, if a software partner switches to another payment processor, terminates our services, internalizes payment processing functions that we perform, merges with or is acquired by one of our competitors, or shuts down or becomes insolvent, we may no longer receive new merchant referrals from the software partner, and we risk losing existing merchants that were originally enrolled by the software partner. We cannot predict the level of attrition in the future and it could increase. Our software partners, most of which are not exclusive, are an important source of new business. Higher than expected attrition could adversely affect our business, financial condition or results of operations. If we are unable to renew our customer contracts on favorable terms, or at all, our business, financial condition or results of operations could be adversely affected.

Fraud by merchants or others could adversely affect our business, financial condition or results of operations.

We may be liable for certain fraudulent transactions or credits initiated by merchants or others. Examples of merchant fraud include merchants or other parties knowingly using a stolen or counterfeit credit, debit or prepaid card, card number, or other credentials to record a false sales or credit transaction, processing an invalid card or intentionally failing to deliver the merchandise or services sold in an otherwise valid transaction. Criminals are using increasingly sophisticated methods to engage in illegal activities such as counterfeiting and fraud. Failure to effectively manage risk and prevent fraud could increase our chargeback liability or cause us to incur other liabilities. It is possible that incidents of fraud could increase in the future. Increases in chargebacks or other liabilities could adversely affect our business, financial condition or results of operations.

Our ability to recruit, retain and develop qualified personnel is critical to our success and growth.

All of our businesses function at the intersection of rapidly changing technological, social, economic and regulatory environments that require a wide range of expertise and intellectual capital. For us to successfully compete and grow, we must recruit, retain and develop personnel who can provide the necessary expertise across a broad spectrum of intellectual capital needs. In addition, we must develop, maintain and, as necessary, implement appropriate succession plans to assure we have the necessary human resources capable of maintaining continuity in our business. For instance, we are highly dependent on the expertise of our Founder and Chief Executive Officer, Jared Isaacman. The market for qualified personnel is competitive and we may not succeed in recruiting additional personnel or may fail to effectively replace current personnel who depart with qualified or effective successors. In addition, from time to time, there may be changes in our management team that may be disruptive to our business. If our management team, including any new hires that we make, fails to work together effectively and to execute our plans and strategies on a timely basis, our business could be harmed. Our effort to retain and develop personnel may also result in significant additional expenses, which could adversely affect our profitability. We cannot assure that key personnel, including our executive officers, will continue to be employed or that we will be able to attract and retain qualified personnel in the future. Failure to recruit, retain or develop qualified personnel could adversely affect our business, financial condition or results of operations.

We incur chargeback liability when our merchants refuse to or cannot reimburse chargebacks resolved in favor of their customers. Any increase in chargebacks not paid by our merchants may adversely affect our business, financial condition or results of operations.

In the event a dispute between a cardholder and a merchant is not resolved in favor of the merchant, the transaction is normally charged back to the merchant and the purchase price is credited or otherwise refunded to the cardholder. If we are unable to collect such amounts from the merchant's account or reserve account, if applicable, or if the merchant refuses or is unable, due to closure, bankruptcy or other reasons, to reimburse us for a chargeback, we are responsible for the amount of the refund paid to the cardholder. The risk of chargebacks is typically greater with those merchants that promise future delivery of goods and services rather than delivering goods or rendering services at the time of payment (for example, in the hospitality and auto rental industries, both of which we support), as well as "card not present" transactions in which consumers do not physically present cards to merchants in connection with the purchase of goods and services, such as eCommerce, telephonic and mobile transactions. We may experience significant losses from chargebacks in the future. Any increase in chargebacks not paid by our merchants could have a material adverse effect on our business, financial condition or results of operations. We have policies and procedures to monitor and manage merchant-related credit risks and often mitigate such risks by requiring collateral, such as cash reserves, and monitoring transaction activity. Notwithstanding our policies and procedures for managing credit risk, it is possible that a default on such obligations by one or more of our merchants could adversely affect our business, financial condition or results of operations.

We expend significant resources pursuing sales opportunities, and if we fail to close sales after expending significant time and resources to do so, our business, financial condition and results of operations could be adversely affected.

The initial installation and set-up of many of our services often involve significant resource commitments by our merchants, particularly those with larger operational scale. Potential merchants generally commit significant resources to an evaluation of available services and may require us to expend substantial time, effort and money educating them as to the value of our services. We incur substantial costs in order to obtain each new customer. We may expend significant funds and management resources during a sales cycle and ultimately fail to close the sale. Our sales cycle may be extended due to our merchants' budgetary constraints or for other reasons. If we are unsuccessful in closing sales after expending significant funds and management resources or we experience delays or experience greater than anticipated costs, it could have a material adverse effect on our business, financial condition and results of operations.

There may be a decline in the use of cards as a payment mechanism for consumers or adverse developments with respect to the card industry in general.

If consumers do not continue to use credit or debit cards as a payment mechanism for their transactions, if there continues to be a reduction in "card present" transactions as a result of the COVID-19 pandemic or otherwise, or if there is a change in the mix of payments between cash, credit cards and debit cards and other emerging means of payment, our business could be adversely affected. Consumer credit risk may make it more difficult or expensive for consumers to gain access to credit facilities such as credit cards. Regulatory changes may result in financial institutions seeking to charge their customers additional fees for use of credit or debit cards. Such fees may result in decreased use of credit or debit cards by cardholders. In order to consistently increase and maintain our profitability, consumers and businesses must continue to use electronic payment methods that we process, including credit and debit cards. If consumers and businesses do not continue to use credit, debit or prepaid cards as a payment mechanism for their transactions or if there is a change in the mix of payments between cash, alternative currencies and technologies, credit, debit and prepaid cards, or the corresponding methodologies used for each, which is adverse to us, it could have a material adverse effect on our business, financial condition and results of operations.

Increases in card network fees and other changes to fee arrangements may result in the loss of merchants or a reduction in our earnings.

From time to time, card networks, including Visa and Mastercard, increase the fees that they charge processors. We could attempt to pass these increases along to our merchants, but this strategy might result in the loss of merchants to our competitors who do not pass along the increases. If competitive practices prevent us from passing along the higher fees to our merchants in the future, we may have to absorb all or a portion of such increases, which may increase our operating costs and reduce our earnings. In addition, regulators are subjecting interchange and other fees to increased scrutiny, and new regulations could require greater pricing transparency of the breakdown in fees or fee limitations, which could lead to increased price-based competition, lower margins and higher rates of merchant attrition and affect our business, financial condition or results of operations.

In addition, in certain of our markets, card issuers pay merchant acquirers, such as us, fees based on debit card usage in an effort to encourage debit card use. If these card issuers discontinue this practice, our revenue and margins in these jurisdictions could be adversely affected.

If we fail to comply with the applicable requirements of payment networks, they could seek to fine us, suspend us or terminate our registrations. If our merchants or sales partners incur fines or penalties that we cannot collect from them, we may have to bear the cost of such fines or penalties.

In order to provide our transaction processing services, several of our subsidiaries are registered with Visa and Mastercard and other payment networks as members or as service providers for members. Visa, Mastercard, and other payment networks, set the rules and standards with which we must comply. The termination of our member registration or our status as a certified service provider, or any changes in network rules or standards, including interpretation and implementation of the rules or standards, that increase the cost of doing business or limit our ability to provide transaction processing services to or through our merchants or partners, could adversely affect our business, financial condition or results of operations.

As such, we and our merchants are subject to payment network rules that could subject us or our merchants to a variety of fines or penalties that may be levied by such networks for certain acts or omissions by us or our merchants. The rules of card networks are set by their boards, which may be influenced by card issuers, and some of those issuers are our competitors with respect to these processing services. Many banks directly or indirectly sell processing services to merchants in direct competition with us. These banks could attempt, by virtue of their influence on the networks, to alter the networks' rules or policies to the detriment of non-members including certain of our businesses. The termination of our registrations or our status as a service provider or a merchant processor, or any changes in network rules or standards, including interpretation and implementation of the rules or standards, that increase the cost of doing business or limit our ability to provide transaction processing services to our merchants, could adversely affect our business, financial condition or results of operations. If a merchant fails to comply with the applicable requirements of card networks, it could be subject to a variety of fines or penalties that may be levied by card networks. If we cannot collect the amounts from the applicable merchant, we may have to bear the cost of the fines or penalties, resulting in lower earnings for us. The termination of our registration, or any changes in card network rules that would impair our registration, could require us to stop providing payment processing services relating to the affected card network, which would adversely affect our ability to conduct our business.

Certain key components are procured from a limited number of suppliers. Thus, we are at risk of shortage, price increases, tariffs, changes, delay, or discontinuation of key components, which could disrupt and materially and adversely affect our business.

Many of the key components used to manufacture our products, such as our POS systems, come from limited sources of supply. In addition, in some cases, we rely only on one manufacturer to fabricate, test, and assemble our products. In general, our contract manufacturers fabricate or procure components on our behalf, subject to certain approved procedures or supplier lists, and we do not have firm commitments from all of these manufacturers to provide all components, or to provide them in quantities and on timelines that we may require.

Due to our reliance on the components and products produced by suppliers such as these, we are subject to the risk of shortages and long lead times in the supply of certain components or products. In the case of off-the-shelf components, we are subject to the risk that our suppliers may discontinue or modify them, or that the components may cease to be available on commercially reasonable terms, or at all. We have in the past experienced, and may in the future experience, component shortages or delays or other problems in product assembly, and the availability of these components or products may be difficult to predict. For example, our manufacturers may experience temporary or permanent disruptions in their manufacturing operations due to equipment breakdowns, labor strikes or shortages, natural disasters, component or material shortages, cost increases, acquisitions, insolvency, changes in legal or regulatory requirements, or other similar problems.

Additionally, various sources of supply-chain risk, including strikes or shutdowns at delivery ports or loss of or damage to our products while they are in transit or storage, intellectual property theft, losses due to tampering, issues with quality or sourcing control, failure by our suppliers to comply with applicable laws and regulation, potential tariffs or other trade restrictions, or other similar problems could limit or delay the supply of our products or harm our reputation. In the event of a shortage or supply interruption from suppliers of these components, we may not be able to develop alternate sources quickly, cost-effectively, or at all. Any interruption or delay in manufacturing or component supply, any increases in component costs, or the inability to obtain these parts or components from alternate sources at acceptable prices and within a reasonable amount of time, would harm our ability to provide our products to sellers on a timely basis. This could harm our relationships with our sellers, prevent us from acquiring new sellers, and materially and adversely affect our business.

Cost savings initiatives may not produce the savings expected and may negatively impact our other initiatives and efforts to grow our business.

We are consistently exploring measures aimed at improving our profitability and maintaining flexibility in our capital resources, including the introduction of cost savings initiatives. For example, at the onset of and in response to the COVID-19 pandemic, in the first quarter of 2020 we furloughed approximately 25% of our employees, accelerated expense reduction plans related to previous acquisitions, limited discretionary spending, re-prioritized our capital projects, instituted a company-wide hiring freeze and reduced salaries for management. As of September 30, 2020, substantially all of furloughed employees were reinstated (with additional hiring in certain areas to accommodate new merchant onboarding), the hiring freeze was lifted and management salary reductions were partially reinstated. We expect to continue to take measures to improve our profitability and cash flows from operating activities. However, there can be no assurance that the cost control measures will be successful. In addition, these and any future spending reductions, if any, may negatively impact our other initiatives or our efforts to grow our business, which may negatively impact our future results of operations and increase the burden on existing management, systems, and resources.

Our operating results and operating metrics are subject to seasonality and volatility, which could result in fluctuations in our quarterly revenues and operating results or in perceptions of our business prospects.

We have experienced in the past, and expect to continue to experience, seasonal fluctuations in our revenue, which can vary by region. For instance, our revenue has historically been strongest in our second and third quarters and weakest in our first quarter. Some variability results from seasonal retail events and the number of business days in a month or quarter. We also experience volatility in certain other metrics, such as number of transactions processed and payment processing volumes. Volatility in our key operating metrics or their rates of growth could result in fluctuations in financial condition or results of operations and may lead to adverse inferences about our prospects, which could result in declines in our stock price.

We are subject to governmental regulation and other legal obligations, particularly related to privacy, data protection and information security, cryptocurrency, and consumer protection laws across different markets where we conduct our business. Our actual or perceived failure to comply with such obligations could harm our business.

In the United States and other jurisdictions in which our services are used, we are subject to various privacy, data protection and information security, and consumer protection laws (including laws on disputed transactions) and related regulations. If we are found to have breached such laws or regulations in any such market, we may be subject to enforcement actions that require us to change our business practices in a manner which may negatively impact our revenue, as well as expose ourselves to litigation, fines, civil and/or criminal penalties and adverse publicity that could cause our customers to lose trust in us, negatively impacting our reputation and business in a manner that harms our financial position.

As part of our business, we collect personal information, also referred to as personal data, and other potentially sensitive and/or regulated data from our consumers and the merchants we work with. Laws and regulations in the United States restrict how personal information is collected, processed, stored, transferred. used and disclosed, as well as set standards for its security, implement notice requirements regarding privacy practices, and provide individuals with certain rights regarding the use, disclosure and sale of their protected personal information. For example, the Federal Trade Commission ("FTC") and many state attorneys general are interpreting federal and state consumer protection laws to impose standards for the online collection, use, dissemination, and security of data. Such standards require us to publish statements that describe how we handle personal data and choices individuals may have about the way we handle their personal data. If such information that we publish is considered untrue or inaccurate, we may be subject to government claims of unfair or deceptive trade practices, which could lead to significant liabilities and consequences. Moreover, according to the FTC, violating consumers' privacy rights or failing to take appropriate steps to keep consumers' personal data secure may constitute unfair acts or practices in or affecting commerce in violation of Section 5(a) of the FTC Act. State consumer protection laws provide similar causes of action for unfair or deceptive practices. Some states, such as California and Massachusetts, have passed specific laws mandating reasonable security measures for the handling of consumer data. Further, privacy advocates and industry groups have regularly proposed and sometimes approved, and may propose and approve in the future, self-regulatory standards with which we must legally comply or that contractually apply to us.

The Gramm-Leach-Bliley Act ("GLBA") regulates, among other things, the use of non-public personal information of consumers that is held by financial institutions. We are subject to various GLBA provisions, including rules relating to the use or disclosure of the underlying data and rules relating to the physical, administrative and technological protection of non-public personal financial information. Breach of the GLBA can result in civil and/or criminal liability and sanctions by regulatory authorities.

Several foreign jurisdictions, including the EU and the United Kingdom, have laws and regulations which are more restrictive in certain respects than those in the United States. We are also subject to data privacy and security laws in foreign jurisdictions which have laws and regulations which are more restrictive in certain respects than the United States. For example, in the European Economic Area ("EEA"), we are subject to the General Data Protection Regulation 2016/679 ("GDPR") and in the United Kingdom, we are subject to the United Kingdom data protection regime consisting primarily of the UK General Data Protection Regulation and the UK Data Protection Act 2018, in each case in relation to our collection, control, processing, sharing, disclosure and other use of data relating to an identifiable living individual (personal data). The GDPR, and national implementing legislation in EEA member states, and the United Kingdom regime, impose a strict data protection compliance regime including: providing detailed disclosures about how personal data is collected and processed (in a concise, intelligible and easily accessible form); demonstrating that an appropriate legal basis is in place or otherwise exists to justify data processing activities; granting rights for data subjects in regard to their personal data (including data access rights, the right to be "forgotten" and the right to data portability); introducing the obligation to notify data protection regulators or supervisory authorities (and in certain cases, affected individuals) of significant data breaches; defining pseudonymized (i.e., key-coded) data; imposing limitations on retention of personal data; maintaining a record of data processing; and complying with the principal of accountability and the obligation to demonstrate compliance through policies, procedures, training and audit.

We are also subject to European Union and United Kingdom rules with respect to cross-border transfers of personal data out of the EEA and the United Kingdom, respectively. Recent legal developments in Europe have created complexity and uncertainty regarding transfers of personal data from the EEA and the United Kingdom to the United States. Most recently, on July 16, 2020, the Court of Justice of the European Union ("CJEU") invalidated the EU-US Privacy Shield Framework ("Privacy Shield") under which personal data could be transferred from the EEA to US entities who had self-certified under the Privacy Shield scheme.

While the CJEU upheld the adequacy of the standard contractual clauses (a standard form of contract approved by the European Commission as an adequate personal data transfer mechanism, and potential alternative to the Privacy Shield), it made clear that reliance on them alone may not necessarily be sufficient in all circumstances. Use of the standard contractual clauses must now be assessed on a case-by-case basis taking into account the legal regime applicable in the destination country, in particular applicable surveillance laws and rights of individuals and additional measures and/or contractual provisions may need to be put in place.

We have previously relied on our own Privacy Shield certification and our relevant customers' and partners' Privacy Shield certifications for the purposes of transferring personal data from the EEA to the U.S. in compliance with the GDPR's data export conditions. These recent developments will require us to review and amend the legal mechanisms by which we make and/ or receive personal data transfers to/ in the U.S., including updating agreements to put in place standard contractual clauses. The developments also create uncertainty and increase the risk around our international operations. European court and regulatory decisions subsequent to the CJEU decision of July 16, 2020 have taken a restrictive approach to international data transfers. For example, the Austrian and the French data protection supervisory authorities, as well as the European Data Protection Supervisor, have recently ruled that use of Google Analytics by European website operators involves the unlawful transfer of personal data to the United States; a number of other EU supervisory authorities are expected to take a similar approach which may impact other business tools that we use. As the enforcement landscape further develops, and supervisory authorities issue further guidance on personal data export mechanisms, including circumstances where the standard contractual clauses cannot be used, we could suffer additional costs, complaints and/or regulatory investigations or fines, have to stop using certain tools and vendors and make other operational changes, and/or if we are otherwise unable to transfer personal data between and among countries and regions in which we operate, it could affect the manner in which we provide our services, the geographical location or segregation of our relevant systems and operations, and could adversely affect our financial results.

We are also subject to evolving EU and UK privacy laws on cookies, tracking technologies and e-marketing. In the EU and the UK under national laws derived from the ePrivacy Directive, informed consent is required for the placement of a cookie or similar technologies on a user's device and for direct electronic marketing. The GDPR also imposes conditions on obtaining valid consent for cookies, such as a prohibition on pre-checked consents and a requirement to ensure separate consents are sought for each type of cookie or similar technology. The current national laws that implement the ePrivacy Directive are highly likely to be replaced across the EU (but not directly in the UK) by an EU regulation known as the ePrivacy Regulation which will significantly increase fines for non-compliance.

In the United States, both the federal and various state governments have adopted or are considering, laws, guidelines or rules for the collection, distribution, use and storage of information collected from or about consumers or their devices. For example, California enacted the California Consumer Privacy Act (“CCPA”), which became enforceable by the California Attorney General on July 1, 2020, and requires new disclosures to California consumers, imposes new rules for collecting or using information about minors, and affords consumers new abilities to opt out of certain disclosures of personal information. The CCPA provides for civil penalties for violations, as well as a private right of action for data breaches that is expected to increase data breach litigation. The effects of the CCPA, its implementing regulations, and uncertainties about the scope and applicability of exemptions that may apply to our business, are potentially significant and may require us to modify our data collection or processing practices and policies and to incur substantial costs and expenses in an effort to comply. Additionally, the California Privacy Rights Act (“CPRA”), recently passed in California. The CPRA significantly amends the CCPA, and imposes additional data protection obligations on covered companies doing business in California, including additional consumer rights processes and opt outs for certain uses of sensitive data. It also creates a new California data protection agency specifically tasked to enforce the law, which would likely result in increased regulatory scrutiny of California businesses in the areas of data protection and security. The substantive requirements for businesses subject to the CPRA will go into effect on January 1, 2023, and become enforceable on July 1, 2023. In addition, Virginia and Colorado have enacted the Consumer Data Protection Act (“VCDPA”) and the Colorado Data privacy Act (“CDPA”), respectively, which will go into effect in 2023 and will impose obligations similar to or more stringent than those we may face under other data protection laws.

Restrictions on the collection, use, sharing or disclosure of personal information or additional requirements and liability for security and data integrity could require us to modify our solutions and features, possibly in a material manner, could limit our ability to develop new services and features and could subject us to increased compliance obligations and regulatory scrutiny. Non-compliance with data protection and privacy requirements may result in regulatory fines (which for certain breaches of the GDPR (“UK GDPR”) are up to the greater of €20/£17.5 or 4% of total global annual turnover), regulatory investigations, reputational damage, orders to cease/change our processing of our data, enforcement notices, and/ or assessment notices (for a compulsory audit). We may also face civil claims including representative actions and other class action type litigation (where individuals have suffered harm), potentially amounting to significant compensation or damages liabilities, as well as associated costs, diversion of internal resources, and reputational harm.

Furthermore, our current and planned cryptocurrency offerings could subject us to additional regulations, licensing requirements, or other obligations. The rapidly evolving regulatory landscape with respect to cryptocurrency may subject us to inquiries or investigations from regulators and governmental authorities, require us to make product changes, restrict or discontinue product offerings, and implement additional and potentially costly controls. If we fail to comply with regulations, requirements, prohibitions or other obligations applicable to us, we could face regulatory or other enforcement actions and potential fines and other consequences.

In addition, financial and third party risks related to our cryptocurrency offerings, such as inappropriate access to or theft or destruction of cryptocurrency assets held by our custodian, insufficient insurance coverage by the custodian to reimburse us for all such losses, the custodian’s failure to maintain effective controls over the custody and settlement services provided to us, the custodian’s inability to purchase or liquidate cryptocurrency holdings, and defaults on financial or performance obligations by counterparty financial institutions, could materially and adversely affect our financial performance and significantly harm our business.

Financial risks

Our balance sheet includes significant amounts of goodwill and intangible assets. The impairment of a significant portion of these assets would negatively affect our business, financial condition or results of operations.

As a result of our prior acquisitions, a significant portion of our total assets consists of intangible assets (including goodwill). Goodwill and intangible assets, net of amortization, together accounted for approximately 31% and 37% of the total assets on our balance sheet as of December 31, 2021 and 2020, respectively. To the extent we engage in additional acquisitions we may recognize additional intangible assets and goodwill. We evaluate goodwill for impairment annually at October 1 and whenever events or circumstances make it more likely than not that impairment may have occurred. Under current accounting rules, any determination that impairment has occurred would require us to record an impairment charge, which would adversely affect our earnings. An impairment of a significant portion of goodwill or intangible assets could adversely affect our business, financial condition or results of operations.

Our substantial indebtedness could adversely affect our ability to raise additional capital to fund our operations, limit our ability to react to changes in the economy or our industry, expose us to interest rate risk to the extent of our variable rate debt and prevent us from meeting our debt obligations.

We have substantial indebtedness. As of December 31, 2021, we had approximately $1,772.5 million of total debt outstanding, including $690.0 million of 0.00% convertible senior notes due 2025 (“2025 Convertible Notes”), $632.5 million of 0.50% Convertible Senior Notes due 2027 (“2027 Convertible Notes”) and $450.0 million of 4.625% Senior Notes due 2026 (“2026 Senior Notes” and together with the 2025 Convertible Notes and 2027 Convertible Notes, the “Notes”). Our substantial indebtedness could have adverse consequences, including:

- increasing our vulnerability to adverse economic, industry or competitive developments;
- requiring a substantial portion of cash flow from operations to be dedicated to the payments on our indebtedness, reducing our ability to use cash flow to fund our operations, capital expenditures and future business opportunities;
- making it more difficult for us to satisfy our obligations with respect to our indebtedness, including restrictive covenants and borrowing conditions, which could result in an event of default under the agreements governing such indebtedness;
- restricting us from making strategic acquisitions or causing us to make nonstrategic divestitures;
- making it more difficult for us to obtain network sponsorship and clearing services from financial institutions or to obtain or retain other business with financial institutions;
- limiting our ability to obtain additional financing for working capital, capital expenditures, product development, debt service requirements, acquisitions, and general corporate or other purposes; and
- limiting our flexibility in planning for, or reacting to, changes in our business or market conditions and placing us at a competitive disadvantage compared to our competitors who are less highly leveraged and who, therefore, may be able to take advantage of opportunities that our leverage prevents us from exploiting.

Successful execution of our business strategy is dependent in part upon our ability to manage our capital structure to reduce or maintain low interest expense and enhance free cash flow generation. The First Lien Term Loan Facility was fully repaid in the fourth quarter of 2020 and the Second Lien Term Loan Facility and the Revolving Credit Facility were fully repaid in the second quarter of 2020. The Revolving Credit Facility had remaining capacity of $99.5 million as of December 31, 2021, net of a $0.5 million letter of credit.

Our Revolving Credit Facility provides the ability to borrow at rates based on the London Inter-bank Offered Rate (“LIBOR”). In 2017, the U.K. Financial Conduct Authority (the “FCA”) announced that it intends to phase out LIBOR, and in 2021, it announced that all LIBOR settings will either cease to be provided by any administrator or no longer be representative immediately after December 31, 2021, in the case of 1 week and 2 month USD settings, and immediately after June 30, 2023, in the case of the remaining USD settings. The U.S. Federal Reserve (the “Federal Reserve”) has also advised banks to cease entering into new contracts that use USD LIBOR as a reference rate. The Alternative Reference Rate Committee, a committee convened by the Federal Reserve that includes major market participants, has identified the Secured Overnight Financing Rate (“SOFR”), a new index calculated by short-term repurchase agreements, backed by U.S. Treasury securities, as its preferred alternative rate for LIBOR in the United States. Working groups formed by financial regulators in other jurisdictions, including the United Kingdom, the European Union, Japan and Switzerland, have also recommended alternatives to LIBOR denominated in their local currencies. Although SOFR appears to be the preferred replacement rate for USD LIBOR, it is unclear if other benchmarks may emerge or if other rates will be adopted outside of the United States. At this time, it is not possible to predict how markets will respond to SOFR or other alternative reference rates as the transition away from the LIBOR benchmarks is anticipated in coming years. Accordingly, the outcome of these reforms is uncertain and any changes in the methods by which LIBOR is determined or regulatory activity related to LIBOR’s phase-out could cause LIBOR to perform differently than in the past or cease to exist. The consequences of these developments cannot be entirely predicted, but could have an uncertain impact on our cost of funds, our receipts or payments under agreements that rely on LIBOR, and the valuation of derivative or other contracts to which we are a party, any of which could impact our results of operations and cash flows. We cannot predict whether or when LIBOR will actually cease to be available, whether SOFR will become the market benchmark in its place, or what, if any, such a transition may have on our business, financial condition and results of operations should we have any borrowings under the Revolving Credit Facility at that time.

Our $1,772.5 million of debt outstanding at December 31, 2021 is at a fixed rate of interest and is not subject to an interest rate hedges. Developments in our business and operations could lead to a ratings downgrade for us or our subsidiaries. Any such fluctuation in the financial and credit markets, or in the rating of us or our subsidiaries, may impact our ability to access debt markets in the future or increase our cost of current or future debt, which could adversely affect our business, financial condition or results of operations.

Restrictions imposed by our Credit Facilities and our other outstanding indebtedness may materially limit our ability to operate our business and finance our future operations or capital needs.

The terms of the indentures governing our Notes and the agreement governing our Revolving Credit Facility restrict Shift4 Payments, LLC, Shift4 Payments Finance Sub, Inc. and their restricted subsidiaries, which currently includes all of our domestic subsidiaries, from engaging in specified types of transactions. These covenants restrict their ability, and that of their restricted subsidiaries, to, among other things:

- incur additional debt and provide additional guarantees;
- create liens;
- engage in mergers or consolidations;
- make investments, loans and advances;
- pay dividends and make other restricted payments, including certain investments;
- create or permit certain liens;
- make certain asset sales;
- use the proceeds from the sales of assets and subsidiary stock;
- create or permit restrictions on the ability of the restricted subsidiaries to pay dividends or make other inter-company distributions to Shift4 Payments, LLC;
- engage in certain transactions with affiliates;
- designate subsidiaries as unrestricted subsidiaries;
- enter into sale and leaseback transactions; and
- consolidate, merge or transfer substantially all assets.

However, while the indentures governing the Notes and the agreement governing our Revolving Credit Facility will place limitations on our subsidiaries' ability to pay dividends or make other distributions, repurchase or redeem capital stock, and make loans and investments, these limitations are subject to significant qualifications and exceptions. The aggregate amount of payments made in compliance with these limitations could be substantial.

A breach of the covenants or restrictions under the indentures could result in an event of default under the Notes. Such a default may allow the holders to accelerate the debt and may result in the acceleration of any other future debt to which a cross-acceleration or cross-default provision applies. In the event our noteholders accelerate the repayment of our borrowings, we and our subsidiaries may not have sufficient assets to repay that indebtedness. As a result of these restrictions, we may be:

- limited in how we conduct our business;
- unable to raise additional debt or equity financing to operate during general economic or business downturns; or
- unable to compete effectively or to take advantage of new business opportunities.

These restrictions may affect our ability to grow in accordance with our strategy. In addition, our financial results, our level of indebtedness and our credit ratings could adversely affect the availability and terms of our financing.

In addition, a payment default, including an acceleration following an event of default, under the Indenture, could trigger an event of default under another future debt instrument, which could result in the principal of and the accrued and unpaid interest on such debt becoming due and payable.

The terms of any future indebtedness we may incur could include more restrictive covenants. We cannot assure you that we will be able to maintain compliance with these covenants in the future and, if we fail to do so, that we will be able to obtain waivers from the lenders and/or amend the covenants.

Accelerated funding programs increase our working capital requirements and expose us to incremental credit risk, and if we are unable to access or raise sufficient liquidity to address these funding programs we may be exposed to additional competitive risk.

In response to demand from our merchants and competitive offerings, we offer certain of our merchants various accelerated funding programs, which are designed to enable qualified participating merchants to receive their deposits from credit card transactions in an expedited manner. These programs increase our working capital requirements and expose us to incremental credit risk related to our merchants, which could constrain our ability to raise additional capital to fund our operations and adversely affect our growth, financial condition and results of operations. Our inability to access or raise sufficient liquidity to address our needs in connection with the anticipated expansion of such advance funding programs could put us at a competitive disadvantage by restricting our ability to offer programs to all of our merchants similar to those made available by various of our competitors.

Our results of operations may be adversely affected by changes in foreign currency exchange rates.

Revenue and profit generated by our non-U.S. operations will increase or decrease compared to prior periods as a result of changes in foreign currency exchange rates. In addition, we may become subject to exchange control regulations that restrict or prohibit the conversion of our other revenue currencies into U.S. dollars. Any of these factors could decrease the value of revenues and earnings we derive from our non-U.S. operations and adversely affect our business.

While we currently have limited diversification in foreign currency, we may seek to reduce our exposure to fluctuations in foreign currency exchange rates through the use of hedging arrangements. To the extent that we hedge our foreign currency exchange rate exposure, we forgo the benefits we would otherwise experience if foreign currency exchange rates changed in our favor. No strategy can completely insulate us from risks associated with such fluctuations and our currency exchange rate risk management activities could expose us to substantial losses if such rates move materially differently from our expectations.

New or revised tax regulations or their interpretations, or becoming subject to additional foreign or U.S. federal, state or local taxes that cannot be passed through to our merchants or partners, could reduce our net income.

We are subject to tax laws in each jurisdiction where we do business. Changes in tax laws or their interpretations could decrease the amount of revenues we receive, the value of any tax loss carry-forwards and deferred tax balances recorded on our balance sheet and the amount of our cash flow, and adversely affect our business, financial condition or results of operations.

Additionally, companies in the electronic payments industry, including us, may become subject to incremental taxation in various tax jurisdictions. Taxing jurisdictions have not yet adopted uniform positions on this topic. If we are required to pay additional taxes and are unable to pass the tax expense through to our merchants, our costs would increase and our net income would be reduced.

If we cannot pass along increases in interchange and other fees from payment networks to our merchants, our operating margins would be reduced.

We pay interchange, assessment, transaction and other fees set by the payment networks to such networks and, in some cases, to the card issuing financial institutions for each transaction we process. From time to time, the payment networks increase the interchange fees and other fees that they charge payment processors and the financial institution sponsors. At their sole discretion, our financial institution sponsors have the right to pass any increases in interchange and other fees on to us and they have consistently done so in the past. We are generally permitted under the contracts into which we enter, and in the past we have been able to, pass these fee increases along to our merchants through corresponding increases in our processing fees. However, if we are unable to pass through these and other fees in the future, it could have a material adverse effect on our business, financial condition and results of operations.

The conditional conversion feature of the 2025 Convertible Notes or 2027 Convertible Notes, if triggered, may adversely affect our financial condition and results of operations.

In the event the conditional conversion feature of the 2025 Convertible Notes or 2027 Convertible Notes (collectively, the “Convertible Notes”) is triggered, noteholders will be entitled to convert their respective notes at any time during specified periods at their option. If one or more holders elect to convert their Convertible Notes, all conversions of the Convertible Notes will be settled in cash up to at least the principal amount being converted, which could adversely affect our liquidity.

Legal and regulatory risks

Failure to comply with the FCPA anti-money laundering, economic and trade sanctions regulations, and similar laws could subject us to penalties and other adverse consequences.

We may operate our business in foreign countries where companies often engage in business practices that are prohibited by U.S. and other regulations applicable to us. We are subject to anti-corruption laws and regulations, including the FCPA and other laws that prohibit the making or offering of improper payments to foreign government officials and political figures, including anti-bribery provisions enforced by the Department of Justice and accounting provisions enforced by the SEC. These laws prohibit improper payments or offers of payments to foreign governments and their officials and political parties by the United States and other business entities for the purpose of obtaining or retaining business. We have implemented policies, procedures, systems, and controls designed to identify and address potentially impermissible transactions under such laws and regulations; however, there can be no assurance that all of our employees, consultants and agents, including those that may be based in or from countries where practices that violate U.S. or other laws may be customary, will not take actions in violation of our policies, for which we may be ultimately responsible.

In addition, we are contractually required to comply with anti-money laundering laws and regulations, including the Bank Secrecy Act, as amended by the USA PATRIOT Act of 2001 ("the BSA"). Among other things, the BSA requires subject entities to develop and implement risk-based anti-money laundering programs, report large cash transactions and suspicious activity, and maintain transaction records.

We are also subject to certain economic and trade sanctions programs that are administered by the Department of Treasury's Office of Foreign Assets Control ("OFAC"), which prohibit or restrict transactions to or from or dealings with specified countries, their governments, and in certain circumstances, their nationals, and with individuals and entities that are specially-designated nationals of those countries, narcotics traffickers, and terrorists or terrorist organizations. Other entities may be subject to additional foreign or local sanctions requirements in other relevant jurisdictions.

Similar anti-money laundering and counter terrorist financing and proceeds of crime laws apply to movements of currency and payments through electronic transactions and to dealings with persons specified in lists maintained by the country equivalents to OFAC lists in several other countries and require specific data retention obligations to be observed by intermediaries in the payment process. Our businesses in those jurisdictions are subject to those data retention obligations.

Failure to comply with any of these laws and regulations or changes in this regulatory environment, including changing interpretations and the implementation of new or varying regulatory requirements by the government, may result in significant financial penalties, reputational harm or change the manner in which we currently conduct some aspects of our business, which could adversely affect our business, financial condition or results of operations.

Failure to protect, enforce and defend our intellectual property rights may diminish our competitive advantages or interfere with our ability to market and promote our products and services.

Our trademarks, trade names, trade secrets, patents, know-how, proprietary technology and other intellectual property are important to our future success. We believe our trademarks and trade names are widely recognized and associated with quality and reliable service. While it is our policy to protect and defend our intellectual property rights vigorously, we cannot predict whether the steps we take to protect our intellectual property will be adequate to prevent infringement, misappropriation, dilution or other potential violations of our intellectual property rights. We also cannot guarantee that others will not independently develop technology with the same or similar functions to any proprietary technology we rely on to conduct our business and differentiate ourselves from our competitors. Unauthorized parties may also attempt to copy or obtain and use our technology to develop applications with the same functionality as our solutions, and policing unauthorized use of our technology and intellectual property rights is difficult and may not be effective. Furthermore, we may face claims of infringement of third-party intellectual property rights that could interfere with our ability to market and promote our brands, products and services. Any litigation to enforce our intellectual property rights or defend ourselves against claims of infringement of third-party intellectual property rights could be costly, divert attention of management and may not ultimately be resolved in our favor. Moreover, if we are unable to successfully defend against claims that we have infringed the intellectual property rights of others, we may be prevented from using certain intellectual property or may be liable for damages, which in turn could materially adversely affect our business, financial condition or results of operations.

While software and other of our proprietary works may be protected under copyright law, we have chosen not to register any copyrights in these works, and instead, primarily rely on protecting our software as a trade secret. In order to bring a copyright infringement lawsuit in the United States, the copyright must be registered with the United States Copyright Office. Accordingly, the remedies and damages available to us for unauthorized use of our software may be limited.

We attempt to protect our intellectual property and proprietary information by requiring all of our employees, consultants and certain of our contractors to execute confidentiality and invention assignment agreements. However, we may not obtain these agreements in all circumstances, and individuals with whom we have these agreements may not comply with their terms. The assignment of intellectual property rights under these agreements may not be self-executing or the assignment agreements may be breached, and we may be forced to bring claims against third parties, or defend claims that they may bring against us, to determine the ownership of what we regard as our intellectual property. In addition, we may not be able to prevent the unauthorized disclosure or use of our technical know-how or other trade secrets by the parties to these agreements despite the existence generally of confidentiality agreements and other contractual restrictions. Monitoring unauthorized uses and disclosures is difficult and we do not know whether the steps we have taken to protect our proprietary technologies will be effective.

In addition, we use open-source software in connection with our proprietary software and expect to continue to use open-source software in the future. Some open-source licenses require licensors to provide source code to licensees upon request, or prohibit licensors from charging a fee to licensees. While we try to insulate our proprietary code from the effects of such open-source license provisions, we cannot guarantee we will be successful. Accordingly, we may face claims from others claiming ownership of, or seeking to enforce the license terms applicable to such open-source software, including by demanding release of the open-source software, derivative works or our proprietary source code that was developed or distributed with such software. These claims could also result in litigation, require us to purchase a costly license or require us to devote additional research and development resources to change our software, any of which would have a negative effect on our business and results of operations. In addition, if the license terms for the open-source code change, we may be forced to re-engineer our software or incur additional costs.

Our existing patents may not be valid, and we may not be able to obtain and enforce additional patents to protect our proprietary rights from use by potential competitors. Companies with other patents could require us to stop using or pay to use required technology.

We have applied for, and intend to continue to apply for, patents relating to our proprietary software and technology. Such applications may not result in the issuance of any patents, and any patents now held or that may be issued may not provide adequate protection from competition. Furthermore, because the issuance of a patent is not conclusive as to its inventorship, scope, validity or enforceability, it is possible that patents issued or licensed to us may be challenged successfully and found to be invalid or unenforceable. In that event, any competitive advantage that such patents might provide would be lost. If we are unable to secure or to continue to maintain patent coverage, our technology could become subject to competition from the sale of similar competing products.

Competitors may also be able to design around our patents. Changes in either the patent laws or interpretation of the patent laws in the United States and other countries may diminish the value of our patents or narrow the scope of our patent protection. If these developments were to occur, we could face increased competition. In addition, filing, prosecuting, maintaining, defending and enforcing patents on our software and technology in all countries throughout the world would be prohibitively expensive, and our intellectual property rights in some countries outside the United States can be less extensive than those in the United States.

Failure to comply with, or changes in, laws, regulations and enforcement activities may adversely affect the products, services and markets in which we operate.

We, our merchants and certain third party partners are subject to laws, regulations and industry standards that affect the electronic payments industry in the many countries in which our services are used. In particular, certain merchants and software partners and our sponsor bank are subject to numerous laws and regulations applicable to banks, financial institutions, and card issuers in the United States and abroad, and, consequently, we are at times affected by these foreign, federal, state, and local laws and regulations. There may be changes to the laws, regulation and standards that affect our operations in substantial and unpredictable ways at the federal and state level in the United States and in other countries in which our services are used. Changes to laws, regulations and standards, including interpretation and enforcement of such laws, regulations and standards could increase the cost of doing business or otherwise change how or where we want to do business. In addition, changes to laws, regulations and standards could affect our merchants and software partners and could result in material effects on the way we operate or the cost to operate our business.

In addition, the U.S. government has increased its scrutiny of a number of credit card practices, from which some of our merchants derive significant revenue. Regulation of the payments industry, including regulations applicable to us, our merchants and software partners, has increased significantly in recent years. Failure to comply with laws and regulations applicable to our business may result in the suspension or revocation of licenses or registrations, the limitation, suspension or termination of services or the imposition of consent orders or civil and criminal penalties, including fines which could adversely affect our business, financial condition or results of operations.

We are also subject to U.S. financial services regulations, a myriad of consumer protection laws, including economic sanctions, laws and regulations, anticorruption laws, escheat regulations and privacy and information security regulations. Changes to legal rules and regulations, or interpretation or enforcement of them, could have a negative financial effect on us. Any lack of legal certainty exposes our operations to increased risks, including increased difficulty in enforcing our agreements in those jurisdictions and increased risks of adverse actions by local government authorities, such as expropriations. In addition, certain of our alliance partners are subject to regulation by federal and state authorities and, as a result, could pass through some of those compliance obligations to us, which could adversely affect our business, financial condition or results of operations.

In particular, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 ("the Dodd-Frank Act"), significantly changed the U.S. financial regulatory system. Among other things, Title X of the Dodd-Frank Act established the Consumer Financial Protection Bureau ("CFPB"), which regulates consumer financial products and services, including some offered by certain of our merchants. Regulation, examination and enforcement actions from the CFPB may require us to adjust our activities and may increase our compliance costs.

Separately, under the Dodd-Frank Act, debit interchange fees that a card issuer receives and which are established by a payment network for an electronic debit transaction are regulated by the Board of Governors of the Federal Reserve System ("Federal Reserve"), and must be "reasonable and proportional" to the cost incurred by the card issuer in authorizing, clearing, and settling the transaction. The Federal Reserve has capped debit interchange rates for card issuers operating in the United States with assets of $10 billion or more at the sum of $0.21 per transaction and an *ad valorem* component of 5 basis points to reflect a portion of the card issuer's fraud losses plus, for qualifying card issuers, an additional $0.01 per transaction in debit interchange for fraud prevention costs. Regulations such as these could result in the need for us to make capital investments to modify our services to facilitate our existing merchants' and potential merchants' compliance and reduce the fees we are able to charge our merchants. These regulations also could result in greater pricing transparency and increased price-based competition leading to lower margins and higher rates of merchant attrition. Furthermore, the requirements of the regulations could result in changes in our merchants' business practices, which could change the demand for our services and alter the type or volume of transactions that we process on behalf of our merchants.

From time to time we are subject to various legal proceedings which could adversely affect our business, financial condition or results of operations.

We are involved in various litigation matters from time to time. Such matters can be time-consuming, divert management's attention and resources and cause us to incur significant expenses. Our insurance or indemnities may not cover all claims that may be asserted against us, and any claims asserted against us, regardless of merit or eventual outcome, may harm our reputation. If we are unsuccessful in our defense in these litigation matters, or any other legal proceeding, we may be forced to pay damages or fines, enter into consent decrees or change our business practices, any of which could adversely affect our business, financial condition or results of operations.

Risks related to our organizational structure

Our principal asset is our interest in Shift4 Payments, LLC, and, as a result, we depend on distributions from Shift4 Payments, LLC to pay our taxes and expenses, including payments under the TRA. Shift4 Payments, LLC's ability to make such distributions may be subject to various limitations and restrictions.

We are a holding company and at December 31, 2021, have no material assets other than our ownership of LLC Interests, cash of $9.8 million and the aggregate principal amount of $690.0 million of 2025 Convertible Notes and $632.5 million of 2027 Convertible Notes that are held by Shift4 Payments, Inc. directly. As of December 31, 2021, we owned 68.2% of the economic interest in Shift4 Payments, LLC. As such, we have no independent means of generating revenue or cash flow, and our ability to pay our taxes and operating expenses or declare and pay dividends in the future, if any, are dependent upon the financial results and cash flows of Shift4 Payments, LLC and distributions we receive from Shift4 Payments, LLC. There can be no assurance that our subsidiaries will generate sufficient cash flow to distribute funds to us or that applicable state law and contractual restrictions, including negative covenants in our debt instruments, will permit such distributions. Although Shift4 Payments, LLC is not currently subject to any debt instruments or other agreements that would restrict its ability to make distributions to Shift4 Payments, Inc., the terms of our Credit Facilities and other outstanding indebtedness restrict the ability of our subsidiaries to pay dividends to Shift4 Payments, LLC.

Shift4 Payments, LLC reports as a partnership for U.S. federal income tax purposes and, as such, generally is not subject to any entity-level U.S. federal income tax. Instead, any taxable income of Shift4 Payments, LLC is allocated to holders of LLC Interests, including us. Accordingly, we incur income taxes on our allocable share of any net taxable income of Shift4 Payments, LLC. Under the terms of the Shift4 Payments, LLC Agreement, Shift4 Payments, LLC is obligated to make tax distributions to holders of LLC Interests, including us. In addition to tax expenses, we also incur expenses related to our operations, including payments under the TRA, which we expect could be significant. We intend, as its managing member, to cause Shift4 Payments, LLC to make cash distributions to the owners of LLC Interests in an amount sufficient to (1) fund all or part of their tax obligations in respect of taxable income allocated to them and (2) cover our operating expenses, including payments under the TRA. However, Shift4 Payments, LLC's ability to make such distributions may be subject to various limitations and restrictions, such as restrictions on distributions that would either violate any contract or agreement to which Shift4 Payments, LLC is then a party, including debt agreements, or any applicable law, or that would have the effect of rendering Shift4 Payments, LLC insolvent. If we do not have sufficient funds to pay tax or other liabilities or to fund our operations (including as a result of an acceleration of our obligations under the TRA), we may have to borrow funds, which could materially adversely affect our liquidity and financial condition and subject us to various restrictions imposed by any such lenders. To the extent that we are unable to make timely payments under the TRA for any reason, such payments generally will be deferred and will accrue interest until paid; provided, however, that nonpayment for a specified period may constitute a material breach of a material obligation under the TRA and therefore accelerate payments due under the TRA. In addition, if Shift4 Payments, LLC does not have sufficient funds to make distributions, our ability to declare and pay cash dividends will also be restricted or impaired. See "—Risks related to the ownership of our Class A common stock."

Under the Shift4 Payments, LLC Agreement, we expect Shift4 Payments, LLC, from time to time, to make distributions in cash to its equityholders, in amounts sufficient to cover the taxes on their allocable share of taxable income of Shift4 Payments, LLC. As a result of (i) potential differences in the amount of net taxable income indirectly allocable to us and to Shift4 Payments, LLC's other equityholders, (ii) the lower tax rate applicable to corporations as opposed to individuals and (iii) the favorable tax benefits that we anticipate from (a) future purchases or redemptions of LLC Interests from the Continuing Equity Owners, (b) payments under the TRA and (c) the acquisition of interests in Shift4 Payments, LLC from its equityholders, we expect that these tax distributions may be in amounts that exceed our tax liabilities. Our board of directors will determine the appropriate uses for any excess cash so accumulated, which may include, among other uses, the payment of obligations under the TRA and the payment of other expenses. We have no obligation to distribute such cash (or other available cash) to our stockholders. No adjustments to the exchange ratio for LLC Interests and corresponding shares of Class A common stock will be made as a result of any cash distribution by us or any retention of cash by us. To the extent we do not distribute such excess cash as dividends on our Class A common stock or otherwise take ameliorative actions between LLC Interests and shares of Class A common stock and instead, for example, hold such cash balances, or lend them to Shift4 Payments, LLC, this may result in shares of our Class A common stock increasing in value relative to the value of LLC Interests. The holders of LLC Interests may benefit from any value attributable to such cash balances if they acquire shares of Class A common stock in exchange for their LLC Interests, notwithstanding that such holders may previously have participated as holders of LLC Interests in distributions that resulted in such excess cash balances.

The TRA with the Continuing Equity Owners and the Blocker Shareholders requires us to make cash payments to them in respect of certain tax benefits to which we may become entitled, and we expect that the payments we are required to make will be substantial.

Under the TRA, we are required to make cash payments to the Continuing Equity Owners and the Blocker Shareholders equal to 85% of the tax benefits, if any, that we actually realize, or in certain circumstances are deemed to realize, as a result of (1) the increases in our share of the tax basis of assets of Shift4 Payments, LLC resulting from any redemptions of LLC Interests from the Continuing Equity Owners, (2) our utilization of certain tax attributes of the Blocker Companies and (3) certain other tax benefits related to our making payments under the TRA. The payment obligations under the TRA are obligations of Shift4 Payments, Inc. and we expect that the amount of the cash payments that we are required to make under the TRA will be significant. Any payments made by us to the Continuing Equity Owners and the Blocker Shareholders under the TRA will not be available for reinvestment in our business and will generally reduce the amount of overall cash flow that might have otherwise been available to us. The payments under the TRA are not conditioned upon continued ownership of us by the exchanging Continuing Equity Owners. Furthermore, our future obligation to make payments under the TRA could make us a less attractive target for an acquisition, particularly in the case of an acquirer that cannot use some or all of the tax benefits that are the subject of the TRA. The actual increase in tax basis, as well as the amount and timing of any payments under the TRA, will vary depending upon a number of factors, including the timing of redemptions by the Continuing Equity Owners, the price of shares of our Class A common stock at the time of the exchange, the extent to which such exchanges are taxable, the amount of gain recognized by such holders of LLC Interests, the amount and timing of the taxable income allocated to us or otherwise generated by us in the future, the portion of our payments under the TRA constituting imputed interest and the federal and state tax rates then applicable.

Our organizational structure, including the TRA, confers certain benefits upon the Continuing Equity Owners and the Blocker Shareholders that will not benefit holders of our Class A common stock to the same extent that it will benefit the Continuing Equity Owners and the Blocker Shareholders.

Our organizational structure, including the TRA, confers certain benefits upon the Continuing Equity Owners and the Blocker Shareholders that will not benefit the holders of our Class A common stock to the same extent that it will benefit the Continuing Equity Owners and the Blocker Shareholders. We entered into the TRA with Shift4 Payments, LLC, the Continuing Equity Owners and the Blocker Shareholders in connection with the completion of the IPO, which provides for the payment by Shift4 Payments, Inc. to the Continuing Equity Owners and the Blocker Shareholders of 85% of the amount of tax benefits, if any, that Shift4 Payments, Inc. actually realizes, or in some circumstances is deemed to realize, as a result of (1) the increases in the tax basis of assets of Shift4 Payments, LLC resulting from any redemptions of LLC Interests from the Continuing Equity Owners, (2) our utilization of certain tax attributes of the Blocker Companies and (3) certain other tax benefits related to our making payments under the TRA. Although Shift4 Payments, Inc. retains 15% of the amount of such tax benefits, this and other aspects of our organizational structure may adversely impact the future trading market for the Class A common stock.

In certain cases, payments under the TRA to the Continuing Equity Owners and the Blocker Shareholders may be accelerated or significantly exceed any actual benefits we realize in respect of the tax attributes subject to the TRA.

The TRA provides that upon certain mergers, asset sales, other forms of business combinations or other changes of control or if, at any time, we elect an early termination of the TRA, then our obligations, or our successor's obligations, under the TRA to make payments would be based on certain assumptions, including an assumption that we would have sufficient taxable income to fully utilize all potential future tax benefits that are subject to the TRA.

As a result of the foregoing, (1) we could be required to make payments under the TRA that are greater than the specified percentage of any actual benefits we ultimately realize in respect of the tax benefits that are subject to the TRA and (2) if we elect to terminate the TRA early, we would be required to make an immediate cash payment equal to the present value of the anticipated future tax benefits that are the subject of the TRA. In these situations, our obligations under the TRA could have a substantial negative impact on our liquidity and could have the effect of delaying, deferring or preventing certain mergers, asset sales, other forms of business combinations or other changes of control. There can be no assurance that we will be able to fund or finance our obligations under the TRA.

We will not be reimbursed for any payments made to the Continuing Equity Owners or the Blocker Shareholders under the TRA in the event that any tax benefits are disallowed.

Payments under the TRA will be based on the tax reporting positions that we determine, and the U.S. Internal Revenue Service ("the IRS"), or another tax authority may challenge all or part of the tax basis increases or other tax benefits we claim, as well as other related tax positions we take, and a court could sustain such challenge. If the outcome of any such challenge would reasonably be expected to materially affect a recipient's payments under the TRA, then we will not be permitted to settle such challenge without the consent (not to be unreasonably withheld or delayed) of Searchlight and Rook. The interests of the Continuing Equity Owners and the Blocker Shareholders in any such challenge may differ from or conflict with our interests and your interests, and Searchlight and Rook may exercise their consent rights relating to any such challenge in a manner adverse to our interests and your interests. We will not be reimbursed for any cash payments previously made to the Continuing Equity Owners or the Blocker Shareholder under the TRA in the event that any tax benefits initially claimed by us and for which payment has been made to a Continuing Equity Owner or the Blocker Shareholder are subsequently challenged by a taxing authority and are ultimately disallowed. Instead, any excess cash payments made by us to a Continuing Equity Owner or the Blocker Shareholder will be netted against any future cash payments that we might otherwise be required to make to such Continuing Equity Owner or such Blocker Shareholder, as applicable, under the terms of the TRA. However, we might not determine that we have effectively made an excess cash payment to a Continuing Equity Owner or the Blocker Shareholder for a number of years following the initial time of such payment and, if any of our tax reporting positions are challenged by a taxing authority, we will not be permitted to reduce any future cash payments under the TRA until any such challenge is finally settled or determined. Moreover, the excess cash payments we previously made under the TRA could be greater than the amount of future cash payments against which we would otherwise be permitted to net such excess. As a result, payments could be made under the TRA significantly in excess of any tax savings that we realize in respect of the tax attributes with respect to a Continuing Equity Owner or the Blocker Shareholder that are the subject of the TRA.

Unanticipated changes in effective tax rates or adverse outcomes resulting from examination of our income or other tax returns could adversely affect our results of operations and financial condition.

We are subject to taxes by the U.S. federal, state, local and foreign tax authorities. Our future effective tax rates could be subject to volatility or adversely affected by a number of factors, including:

- allocation of expenses to and among different jurisdictions;
- changes in the valuation of our deferred tax assets and liabilities;
- expected timing and amount of the release of any tax valuation allowances;
- tax effects of equity-based compensation;
- costs related to intercompany restructurings;
- changes in tax laws, tax treaties, regulations or interpretations thereof; or
- lower than anticipated future earnings in jurisdictions where we have lower statutory tax rates and higher than anticipated future earnings in jurisdictions where we have higher statutory tax rates.

In addition, we may be subject to audits of our income, sales and other taxes by U.S. federal, state, and local and foreign taxing authorities. Outcomes from these audits could have an adverse effect on our operating results and financial condition.

If we were deemed to be an investment company under the Investment Company Act of 1940, as amended ("the 1940 Act"), including as a result of our ownership of Shift4 Payments, LLC, applicable restrictions could make it impractical for us to continue our business as contemplated and could have a material adverse effect on our business.

Under Sections 3(a)(1)(A) and (C) of the 1940 Act, a company generally will be deemed to be an "investment company" for purposes of the 1940 Act if (1) it is, or holds itself out as being, engaged primarily, or proposes to engage primarily, in the business of investing, reinvesting or trading in securities or (2) it engages, or proposes to engage, in the business of investing, reinvesting, owning, holding or trading in securities and it owns or proposes to acquire investment securities having a value exceeding 40% of the value of its total assets (exclusive of U.S. government securities and cash items) on an unconsolidated basis. We do not believe that we are an "investment company," as such term is defined in either of those sections of the 1940 Act.

We and Shift4 Payments, LLC conduct our operations so that we will not be deemed an investment company. As the sole managing member of Shift4 Payments, LLC, we control and operate Shift4 Payments, LLC. On that basis, we believe that our interest in Shift4 Payments, LLC is not an "investment security" as that term is used in the 1940 Act. However, if we were to cease participation in the management of Shift4 Payments, LLC, or if Shift4 Payments, LLC itself becomes an investment company, our interest in Shift4 Payments, LLC could be deemed an "investment security" for purposes of the 1940 Act.

If it were established that we were an unregistered investment company, there would be a risk that we would be subject to monetary penalties and injunctive relief in an action brought by the SEC, that we would be unable to enforce contracts with third parties and that third parties could seek to obtain rescission of transactions undertaken during the period it was established that we were an unregistered investment company. If we were required to register as an investment company, restrictions imposed by the 1940 Act, including limitations on our capital structure and our ability to transact with affiliates, could make it impractical for us to continue our business as contemplated and could have a material adverse effect on our business.

Risks related to the ownership of our Class A common stock

Our Founder has significant influence over us, including control over decisions that require the approval of stockholders.

As of December 31, 2021, our Founder, who is our Chief Executive Officer and a member of our board of directors, controls, in the aggregate, approxmately 83.3% of the voting power represented by all our outstanding classes of stock. Our Founder and an affiliate of our Founder are members of our board of directors. These board members are designees of our Founder and can take actions that have the effect of delaying or preventing a change of control of us or discouraging others from making tender offers for our shares, which could prevent stockholders from receiving a premium for their shares. These actions may be taken even if other stockholders oppose them. The concentration of voting power with our Founder may have an adverse effect on the price of our Class A common stock. The interests of our Founder may not be consistent with your interests as a stockholder.

As a result, our Founder continues to exercise significant influence over all matters requiring stockholder approval, including the election and removal of directors and the size of our board, any amendment of our amended and restated certificate of incorporation or bylaws and any approval of significant corporate transactions (including a sale of substantially all of our assets), and continue to have significant control over our management and policies.

The multiple class structure of our common stock has the effect of concentrating voting power with our Founder, which will limit your ability to influence the outcome of important transactions, including a change in control.

Our Class B common stock and Class C common stock each have ten votes per share, and our Class A common stock has one vote per share. As of December 31, 2021, Jared Isaacman, our Founder, Chief Executive Officer and a member of our board of directors controls approximately 83.3% of the voting power of our outstanding capital stock. Our Founder holds the majority of the issued and outstanding shares of our Class B common stock and Class C common stock and therefore is able to significantly influence matters submitted to our stockholders for approval, including the election of directors, amendments of our organizational documents and any merger, consolidation, sale of all or substantially all of our assets or other major corporate transactions. Our Founder may vote in a way with which you disagree and which may be adverse to your interests. This concentrated control may have the effect of delaying, preventing or deterring a change in control of our company, could deprive our stockholders of an opportunity to receive a premium for their capital stock as part of a sale of our company and might ultimately affect the market price of our Class A common stock. Future transfers by the holders of Class B common stock and Class C common stock will generally result in those shares converting into shares of Class A common stock, subject to limited exceptions.

We cannot predict the effect our multiple class structure may have on the market price of our Class A common stock.

We cannot predict whether our multiple class structure will result in a lower or more volatile market price of our Class A common stock, in adverse publicity, or other adverse consequences. For example, certain index providers have announced restrictions on including companies with multiple-class share structures in certain of their indices. In July 2017, FTSE Russell announced that it plans to require new constituents of its indices to have greater than 5% of the company's voting rights in the hands of public stockholders, and S&P Dow Jones announced that it will no longer admit companies with multiple-class share structures to certain of its indices. Affected indices include the Russell 2000 and the S&P 500, S&P MidCap 400, and S&P SmallCap 600, which together make up the S&P Composite 1500. Also in 2017, MSCI, a leading stock index provider, opened public consultations on their treatment of no-vote and multi-class structures and temporarily barred new multi-class listings from certain of its indices and in October 2018, MSCI announced its decision to include equity securities "with unequal voting structures" in its indices and to launch a new index that specifically includes voting rights in its eligibility criteria. Under such announced policies, the multiple class structure of our common stock would make us ineligible for inclusion in certain indices and, as a result, mutual funds, exchange-traded funds and other investment vehicles that attempt to track those indices would not invest in our Class A common stock. These policies are relatively new and it is unclear what effect, if any, they will have on the valuations of publicly-traded companies excluded from such indices, but it is possible that they may depress valuations, as compared to similar companies that are included. Given the sustained flow of investment funds into passive strategies that seek to track certain indices, exclusion from certain stock indices would likely preclude investment by many of these funds and could make our Class A common stock less attractive to other investors. As a result, the market price of our Class A common stock could be adversely affected.

We have identified a material weakness in our internal control over financial reporting and may identify material weaknesses in the future or otherwise fail to establish and maintain effective internal control over financial reporting, which could have a material adverse effect on our business and stock price.

We are required to comply with the SEC's rules implementing Section 302 of the Sarbanes-Oxley Act of 2002, as amended (the "Sarbanes-Oxley Act"), which requires management to certify financial and other information in our quarterly and annual reports and to comply with the SEC's rules implementing Section 404 of the Sarbanes-Oxley Act. Section 404 of the Sarbanes-Oxley Act requires management to provide an annual management report on the effectiveness of internal control over financial reporting. Additionally, we are required to have our independent registered public accounting firm provide an attestation report on the effectiveness of our internal control over financial reporting. Our independent registered public accounting firm needs to issue an adverse report if there is a material weakness in our internal control over financial reporting.

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis. When evaluating our internal control over financial reporting, we may identify material weaknesses that we may not be able to remediate prior to the date of our annual management report.

As described in Item 9A, "Controls and Procedures", the Audit Committee of our Board of Directors, after discussion with management, concluded that our (i) previously filed Annual Report on Form 10-K for the fiscal year ended December 31, 2021 and (ii) previously filed Quarterly Reports on Form 10-Q for each of the quarterly periods ended September 30, 2021, March 31, 2022 and June 30, 2022 (collectively the "Prior Financial Statements") should no longer be relied on. The determination resulted from an error in the Prior Financial Statements identified by us related to the classification of customer acquisition costs within our Consolidated Statements of Cash Flows. Specifically, we determined that "customer acquisition costs" were incorrectly classified within "Investing activities" rather than "Operating activities" in our Consolidated Statements of Cash Flows, and that the misclassification of cash flow related to customer acquisition costs should be restated through the amendments of the Prior Financial Statements. In connection with such restatement, we have concluded that there is a material weakness in the design of a control activity with respect to the classification of customer acquisition costs within our Consolidated Statements of Cash Flows and have determined that our disclosure controls and procedures were not effective for the previously filed Quarterly Reports on Form 10-Q as described in (ii) above and our internal control over financial reporting was not effective for the previously filed Annual Report on Form 10-K as described in (i) above.

We have commenced measures to remediate the identified material weakness. Until the material weakness is remediated, we will continue to perform additional analysis and other post-closing procedures to ensure that our consolidated financial statements are prepared in accordance with U.S. GAAP. The material weakness cannot be considered remediated until the newly designed control activity operates for a sufficient period of time and management has concluded, through testing, that the control is operating effectively.

We can give no assurance that the measures we are taking and plan to take in the future will remediate the material weakness identified, or that any additional material weaknesses or restatements of financial results will not arise in the future due to a failure to implement and maintain adequate internal control over financial reporting or circumvention of these controls. In addition, even if we are successful in strengthening our internal control over financial reporting, in the future those controls may not be adequate to prevent or identify irregularities or errors or to facilitate the fair presentation of our consolidated financial statements.

Any failure to maintain effective internal control over financial reporting could adversely impact our ability to report our financial position and results of operations on a timely and accurate basis. If our financial statements are inaccurate, investors may not have a complete understanding of our operations. Likewise, if our financial statements are not filed on a timely basis, we could be subject to sanctions or investigations by the stock exchange on which our Class A common stock is listed, the SEC or other regulatory authorities. In either case, there could be an adverse affect on our business, financial condition and results of operations. Ineffective internal control over financial reporting could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of our stock.

We may face litigation and other risks as a result of the classification error and related material weakness in our internal control over financial reporting.

As a result of the classification error and related material weakness described in the previous risk factor and in Item 9A. "Controls and Procedures", we face the potential for litigation or other disputes which may include, among others, claims invoking the federal and state securities laws, and contractual or other claims arising from the restatement, material weakness, and the preparation of our financial statements. As of the date of this Annual Report, we have no knowledge of any such litigation or dispute arising due to the restatement or material weakness. However, we can provide no assurance that any litigation or dispute will not arise in the future. Any litigation or dispute, whether successful or not, could have a material adverse effect on our business, results of operations and financial condition.

We are a "controlled company" within the meaning of the NYSE rules and, as a result, will qualify for, and intend to rely on, exemptions from certain corporate governance requirements. You may not have the same protections afforded to stockholders of companies that are subject to such corporate governance requirements.

Our Founder has more than 50% of the voting power for the election of directors, and, as a result, we are considered a "controlled company" for the purposes of the New York Stock Exchange ("the NYSE"). As such, we qualify for, and intend to rely on, exemptions from certain corporate governance requirements, including the requirements to have a majority of independent directors on our board of directors, an entirely independent nominating and corporate governance committee, an entirely independent compensation committee or to perform annual performance evaluations of the nominating and corporate governance and compensation committees.

The corporate governance requirements and specifically the independence standards are intended to ensure that directors who are considered independent are free of any conflicting interest that could influence their actions as directors. We currently utilize certain exemptions afforded to a "controlled company." As a result, we are not subject to certain corporate governance requirements, including that a majority of our board of directors consists of "independent directors," as defined under the rules of the NYSE. In addition, we are not required to have a nominating and corporate governance committee or compensation committee that is composed entirely of independent directors with a written charter addressing the committee's purpose and responsibilities or to conduct annual performance evaluations of the nominating and corporate governance and compensation committees.

Accordingly, you may not have the same protections afforded to stockholders of companies that are subject to all of the corporate governance requirements of the NYSE. Our status as a controlled company could make our Class A common stock less attractive to some investors or otherwise harm our stock price.

Certain provisions of Delaware law and antitakeover provisions in our organizational documents could delay or prevent a change of control.

Certain provisions of Delaware law and our amended and restated certificate of incorporation and amended and restated bylaws may have an antitakeover effect and may delay, defer, or prevent a merger, acquisition, tender offer, takeover attempt or other change of control transaction that a stockholder might consider in its best interest, including those attempts that might result in a premium over the market price for the shares held by our stockholders. These provisions provide for, among other things:

- a multi-class common stock structure;

- a classified board of directors with staggered three-year terms;
- the ability of our board of directors to issue one or more series of preferred stock;
- advance notice for nominations of directors by stockholders and for stockholders to include matters to be considered at our annual meetings;
- certain limitations on convening special stockholder meetings;
- prohibit cumulative voting in the election of directors; and
- the removal of directors only for cause and only upon the affirmative vote of the holders of at least 66 2/3% of the voting power represented by our then-outstanding common stock.

These antitakeover provisions could make it more difficult for a third party to acquire us, even if the third party's offer may be considered beneficial by many of our stockholders. As a result, our stockholders may be limited in their ability to obtain a premium for their shares.

In addition, we have opted out of Section 203 of the General Corporation Law of the State of Delaware, which we refer to as the DGCL, but our amended and restated certificate of incorporation provides that engaging in any of a broad range of business combinations with any "interested" stockholder (any stockholder with 15% or more of our voting stock) for a period of three years following the date on which the stockholder became an "interested" stockholder is prohibited, subject to certain exceptions.

We are no longer an EGC or a smaller reporting company and, as a result, we now must comply with increased disclosure and compliance requirements which may increase our costs.

We no longer qualify as an EGC under the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act") and, as a result, are subject to various disclosure and compliance requirements that did not previously apply, such as:

- the requirement that our independent registered public accounting firm attest to the effectiveness of our internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act of 2002;
- the requirement that we adopt new or revised accounting standards when they are applicable to public companies, instead of delaying their adoption until they are applicable to private companies;
- compliance with any requirement that may be adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation or a supplement to the auditor's report providing additional information about the audit and the financial statements;
- the requirement that we provide full and more detailed disclosures regarding executive compensation; and
- the requirement that we hold a non-binding advisory vote on executive compensation and obtain stockholder approval of any golden parachute payments not previously approved.

We expect that the loss of EGC status and compliance with these additional requirements will increase our legal and financial compliance costs and cause management and other personnel to divert attention from operational and other business matters to devote substantial time to public company reporting requirements. In addition, if we are not able to comply with changing requirements in a timely manner, the market price of our stock could decline and we could be subject to sanctions or investigations by the stock exchange on which our common stock is listed, the SEC or other regulatory authorities, which would require additional financial and management resources.

Because we have no current plans to pay regular cash dividends on our Class A common stock, you may not receive any return on investment unless you sell your Class A common stock for a price greater than that which you paid for it.

We do not anticipate paying any regular cash dividends on our Class A common stock. Any decision to declare and pay dividends in the future will be made at the discretion of our board of directors and will depend on, among other things, general and economic conditions, our results of operations and financial condition, our available cash and current and anticipated cash needs, capital requirements, contractual, legal, tax and regulatory restrictions and such other factors that our board of directors may deem relevant. In addition, our ability to pay dividends is, and may be, limited by covenants of existing and any future outstanding indebtedness we or our subsidiaries incur, including under our 2025 Convertible Notes, 2026 Senior Notes, 2027 Convertible Notes and Revolving Credit Facility. Therefore, any return on investment in our Class A common stock is solely dependent upon the appreciation of the price of our Class A common stock on the open market, which may not occur.

Our amended and restated certificate of incorporation provides, subject to limited exceptions, that the Court of Chancery of the State of Delaware will be the sole and exclusive forum for certain stockholder litigation matters, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers, employees or stockholders.

Our amended and restated certificate of incorporation provides, subject to limited exceptions, that unless we consent to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall, to the fullest extent permitted by law, be the sole and exclusive forum for any (1) derivative action or proceeding brought on behalf of our Company, (2) action asserting a claim of breach of a fiduciary duty owed by any director, officer, or other employee or stockholder of our Company to the Company or the Company's stockholders, creditors or other constituents, (3) action asserting a claim against the Company or any director or officer of the Company arising pursuant to any provision of the DGCL, or our amended and restated certificate of incorporation or our amended and restated bylaws or as to which the DGCL confers jurisdiction on the Court of Chancery of the State of Delaware, or (4) action asserting a claim against the Company or any director or officer of the Company governed by the internal affairs doctrine; provided that the exclusive forum provisions will not apply to suits brought to enforce any liability or duty created by the Securities Act or the Exchange Act, or to any claim for which the federal courts have exclusive jurisdiction. For instance, the provision would not apply to actions arising under federal securities laws, including suits brought to enforce any liability or duty created by the Securities Act, Exchange Act, or the rules and regulations thereunder. Our amended and restated certificate of incorporation further provides that, unless we consent in writing to the selection of an alternative forum, the federal district courts of the United States of America shall, to the fullest extent permitted by law, be the sole and exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act. The choice of forum provision may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers, or other employees, which may discourage such lawsuits against us and our directors, officers, and other employees. Alternatively, if a court were to find the choice of forum provision contained in our amended and restated certificate of incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm our business, results of operations, and financial condition. Any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock shall be deemed to have notice of and consented to the forum provisions in our amended and restated certificate of incorporation.

Our amended and restated certificate of incorporation provides that the doctrine of "corporate opportunity" will not apply against Searchlight, any of our directors who are employees of or affiliated with Searchlight, Rook, any of our directors who are employees of or affiliated with Rook, or any director or stockholder who is not employed by us or our subsidiaries.

The doctrine of corporate opportunity generally provides that a corporate fiduciary may not develop an opportunity using corporate resources, acquire an interest adverse to that of the corporation or acquire property that is reasonably incident to the present or prospective business of the corporation or in which the corporation has a present or expectancy interest, unless that opportunity is first presented to the corporation and the corporation chooses not to pursue that opportunity. The doctrine of corporate opportunity is intended to preclude officers or directors or other fiduciaries from personally benefiting from opportunities that belong to the corporation. Our amended and restated certificate of incorporation provides that the doctrine of "corporate opportunity" does not apply against Searchlight, Rook, or any of our directors who are employees of or affiliated with Searchlight, or Rook or any director or stockholder who is not employed by us or our subsidiaries. Searchlight, any of our directors who are employees of or affiliated with Searchlight, Rook, any of our directors who are employees of or affiliated with Rook, or any director or stockholder who is not employed by us or our subsidiaries will therefore have no duty to communicate or present corporate opportunities to us, and have the right to either hold any corporate opportunity for their (and their affiliates') own account and benefit or to recommend, assign or otherwise transfer such corporate opportunity to persons other than us, including to any director or stockholder who is not employed by us or our subsidiaries. Our amended and restated certificate of incorporation does not renounce our interest in any business opportunity that is expressly offered to an employee director or employee in his or her capacity as a director or employee of Shift4 Payments, Inc.

As a result, certain of our stockholders, directors and their respective affiliates are not prohibited from operating or investing in competing businesses. We therefore may find ourselves in competition with certain of our stockholders, directors or their respective affiliates, and we may not have knowledge of, or be able to pursue, transactions that could potentially be beneficial to us. Accordingly, we may lose a corporate opportunity or suffer competitive harm, which could negatively impact our business or prospects.

Future sales, or the perception of future sales, by us or our existing stockholders in the public market could cause the market price for our Class A common stock to decline.

The sale of shares of our Class A common stock in the public market, or the perception that such sales could occur, could harm the prevailing market price of shares of our Class A common stock. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate.

As of February 23, 2022, we had outstanding a total of 52,719,986 shares of Class A common stock. Of the outstanding shares, all shares sold in the IPO, September Follow-on Offering and December Follow-on Offering (together, the "Follow-on Offerings") (totaling 52,583,190 shares of Class A common stock) are freely tradable without restriction or further registration under the Securities Act, other than any shares held by our "affiliates" as that term is defined in Rule 144 under the Securities Act, whose sales would be subject to the Rule 144 resale restrictions, other than the holding period requirement. The remaining shares of Class A common stock (including shares issuable upon exchange or redemption of LLC Interests and shares of our Class C common stock) are "restricted securities," as that term is defined in Rule 144 under the Securities Act. These restricted securities are eligible for public sale only if they are registered under the Securities Act or if they qualify for an exemption from registration under Rules 144 or 701 under the Securities Act.

Additionally, Rook has entered into a margin loan agreement pursuant to which it pledged LLC Interests and shares of the Company's Class A and Class B common stock (collectively, Rook Units) to secure a margin loan. If Rook were to default on its obligations under the margin loan and fail to cure such default, the lender would have the right to exchange and sell up to 10,000,000 Rook units to satisfy Rook's obligation. Such an event could cause our stock price to decline.

In addition, any Class A common stock that we issue under the 2020 Incentive Award Plan, or other equity incentive plans that we may adopt in the future would dilute the percentage ownership held by the investors who purchase our Class A common stock.

As restrictions on resale end or if these stockholders exercise their registration rights, the market price of our shares of Class A common stock could drop significantly if the holders of these shares sell them or are perceived by the market as intending to sell them. In addition, concurrently with the December Follow-on Offering, we offered, by means of separate offering memorandums, $690.0 million and $632.5 million aggregate principal amount of 2025 Convertible Notes and 2027 Convertible Notes, respectively. Upon conversion of the 2025 Convertible Notes and 2027 Convertible Notes, we will pay in cash the principal amount of the respective Notes with any excess to be paid or delivered, as the case may be, in cash or shares of our Class A common stock or a combination of both at our election. These factors could also make it more difficult for us to raise additional funds through future offerings of our shares of Class A common stock or other securities.

In the future, we may also issue securities in connection with investments, acquisitions or capital raising activities. In particular, the number of shares of our Class A common stock issued in connection with an investment or acquisition, or to raise additional equity capital, could constitute a material portion of our then-outstanding shares of our Class A common stock. Any such issuance of additional securities in the future may result in additional dilution to you or may adversely impact the price of our Class A common stock.

General Risk Factors

Our risk management policies and procedures may not be fully effective in mitigating our risk exposure in all market environments or against all types of risk.

We operate in a rapidly changing industry. Accordingly, our risk management policies and procedures may not be fully effective to identify, monitor and manage all risks our business encounters. In addition, when we introduce new services, focus on new business types, or begin to operate in markets where we have a limited history of fraud loss, we may be less able to forecast and reserve accurately for those losses. If our policies and procedures are not fully effective or we are not successful in identifying and mitigating all risks to which we are or may be exposed, we may suffer uninsured liability, harm to our reputation or be subject to litigation or regulatory actions that could adversely affect our business, financial condition or results of operations. For example, if our security measures do not succeed, our business may be adversely affected. In addition, bad actors around the world use increasingly sophisticated methods to engage in illegal activities involving personal data, such as unauthorized use of another's identity or payment information, unauthorized acquisition or use of credit or debit card details and other fraudulent use of another's identity or information.

Our business depends on strong and trusted brands, and damage to our reputation, or the reputation of our partners, could adversely affect our business, financial condition or results of operations.

We market our products and services under our brands and we must protect and grow the value of our brands to continue to be successful in the future. If an incident were to occur that damages our reputation, the value of our brands could be adversely affected and our business could be damaged.

An active, liquid trading market for our Class A common stock may not be sustained, which may cause our Class A common stock to trade at a discount from the price which you paid for it and make it difficult for you to sell the Class A common stock you purchase.

We cannot predict the extent to which investor interest in us will sustain a trading market or how active and liquid that market may remain. If an active and liquid trading market is not sustained, you may have difficulty selling any of our Class A common stock that you purchase at a price above the price you purchase it or at all. The failure of an active and liquid trading market to continue would likely have a material adverse effect on the value of our Class A common stock. The market price of our Class A common stock may decline below the price which you paid for it, and you may not be able to sell your shares of our Class A common stock at or above the price you paid or at all. An inactive market may also impair our ability to raise capital to continue to fund operations by selling shares and may impair our ability to acquire other companies or technologies by using our shares as consideration.

If securities analysts do not publish research or reports about our business or if they downgrade our stock or our sector, or if there is any fluctuation in our credit rating, our stock price and trading volume could decline.

The trading market for our Class A common stock relies in part on the research and reports that industry or financial analysts publish about us or our business. We do not control these analysts. Securities and industry analysts may not publish research on our Company. If securities or industry analysts do not continue coverage of our Company, the trading price of our shares would likely be negatively impacted. Furthermore, if one or more of the analysts who do cover us downgrade our stock or our industry, or the stock of any of our competitors, or publish inaccurate or unfavorable research about our business, the price of our stock could decline. If one or more of these analysts stops covering us or fails to publish reports on us regularly, we could lose visibility in the market, which in turn could cause our stock price or trading volume to decline.

Additionally, any fluctuation in the credit rating of us or our subsidiaries may impact our ability to access debt markets in the future or increase our cost of future debt which could have a material adverse effect on our operations and financial condition, which in return may adversely affect the trading price of shares of our Class A common stock.

We incur significant costs as a result of operating as a public company.

We are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act, the Dodd-Frank Act, the listing requirements of the NYSE and other applicable securities laws and regulations. The expenses incurred by public companies generally for reporting and corporate governance purposes have been increasing. We expect these rules and regulations to continue to increase our legal and financial compliance costs, including as a result of us no longer qualifying as an EGC as defined in the JOBS Act, and to make some activities more difficult, time-consuming and costly. Being a public company and being subject to such rules and regulations also makes it more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These laws and regulations could also make it more difficult for us to attract and retain qualified persons to serve on our board of directors, our board committees or as our executive officers. Furthermore, if we are unable to satisfy our obligations as a public company, we could be subject to delisting of our Class A common stock, fines, sanctions and other regulatory action and potentially civil litigation. These factors may therefore strain our resources, divert management’s attention and affect our ability to attract and retain qualified board members.

Our stock price may change significantly, and you may not be able to resell shares of our Class A common stock at or above the price you paid or at all, and you could lose all or part of your investment as a result.

You may not be able to resell your shares at or above the price which you paid for them due to a number of factors included herein, including the following:

- results of operations that vary from the expectations of securities analysts and investors;
- results of operations that vary from those of our competitors;

- changes in expectations as to our future financial performance, including financial estimates and investment recommendations by securities analysts and investors;
- technology changes, changes in consumer behavior or changes in merchant relationships in our industry;
- security breaches related to our systems or those of our merchants, affiliates or strategic partners;
- changes in economic conditions for companies in our industry;
- changes in market valuations of, or earnings and other announcements by, companies in our industry;
- declines in the market prices of stocks generally, particularly those of global payment companies;
- strategic actions by us or our competitors;
- announcements by us, our competitors or our strategic partners of significant contracts, new products, acquisitions, joint marketing relationships, joint ventures, other strategic relationships, or capital commitments;
- changes in general economic or market conditions or trends in our industry or the economy as a whole and, in particular, in the consumer spending environment;
- changes in business or regulatory conditions;
- future sales of our Class A common stock or other securities;
- investor perceptions of the investment opportunity associated with our Class A common stock relative to other investment alternatives;
- the public's response to press releases or other public announcements by us or third parties, including our filings with the SEC;
- announcements relating to litigation or governmental investigations;
- guidance, if any, that we provide to the public, any changes in this guidance, or our failure to meet this guidance;
- the sustainability of an active trading market for our stock;
- the impact of any stock repurchase programs;
- changes in accounting principles; and
- other events or factors, including those resulting from system failures and disruptions, natural disasters, war, acts of terrorism or responses to these events.

Furthermore, the stock market may experience extreme volatility that, in some cases, may be unrelated or disproportionate to the operating performance of particular companies. These broad market and industry fluctuations may adversely affect the market price of our Class A common stock, regardless of our actual operating performance. In addition, price volatility may be greater if the public float and trading volume of our Class A common stock is low.

In the past, following periods of market volatility, stockholders have instituted securities class action litigation. If we were involved in securities litigation, it could have a substantial cost and divert resources and the attention of management from our business regardless of the outcome of such litigation.

We cannot guarantee that any stock repurchase program will be fully consummated or will enhance long-term stockholder value, and stock repurchases could increase the volatility of our stock prices and could diminish our cash reserves.

On December 16, 2021, we announced that our board of directors had initiated a stock repurchase program pursuant to which we may repurchase up to $100.0 million of shares of our Class A common stock through December 31, 2022. We therefore engage in stock repurchases of our Class A common stock from time to time. Our repurchase program does not obligate us to repurchase any specific dollar amount or to acquire any specific number of shares. Further, our stock repurchases could affect our Class A common stock trading prices, increase their volatility, reduce our cash reserves and may be suspended or terminated at any time, which may result in a decrease in the trading prices of our Class A common stock.

Short sellers of our stock may be manipulative and may drive down the market price of our common stock.

Short selling is the practice of selling securities that the seller does not own, but rather has borrowed or intends to borrow from a third party with the intention of buying identical securities at a later date to return to the lender. A short seller hopes to profit from a decline in the value of the securities between the sale of the borrowed securities and the purchase of the replacement shares, as the short seller expects to pay less in that purchase than it received in the sale. It is therefore in the short seller's interest for the price of the stock to decline, and some short sellers publish, or arrange for the publication of, opinions or characterizations regarding the relevant issuer, often involving misrepresentations of the issuer's business prospects and similar matters calculated to create negative market momentum, which may permit them to obtain profits for themselves as a result of selling the stock short.

As a public entity, we may be the subject of concerted efforts by short sellers to spread negative information in order to gain a market advantage. In addition, the publication of misinformation may also result in lawsuits, the uncertainty and expense of which could adversely impact our business, financial condition, and reputation. There are no assurances that we will not face short sellers' efforts or similar tactics in the future, and the market price of our common stock may decline as a result of their actions.

The ongoing military action between Russia and Ukraine could adversely affect our business, financial condition and results of operations.

On February 24, 2022, Russian military forces launched a military action in Ukraine, and sustained conflict and disruption in the region is likely. Although the length, impact and outcome of the ongoing military conflict in Ukraine is highly unpredictable, this conflict could lead to significant market and other disruptions, including significant volatility in commodity prices and supply of energy resources, instability in financial markets, supply chain interruptions, political and social instability, changes in consumer or purchaser preferences as well as increase in cyberattacks and espionage.

Russia's recognition of two separatist republics in the Donetsk and Luhansk regions of Ukraine and subsequent military action against Ukraine have led to an unprecedented expansion of sanction programs imposed by the United States, the European Union, the UK, Canada, Switzerland, Japan and other countries against Russia, Belarus, the Crimea Region of Ukraine, the so-called Donetsk People's Republic and the so-called Luhansk People's Republic, including, among others:

• blocking sanctions against some of the largest state-owned and private Russian financial institutions (and their subsequent removal from the Society for Worldwide Interbank Financial Telecommunication, or SWIFT, payment system) and certain Russian businesses, some of which have significant financial and trade ties to the European Union;

• blocking sanctions against Russian and Belarusian individuals, including the Russian President, other politicians and those with government connections or involved in Russian military activities; and

• blocking of Russia's foreign currency reserves as well as expansion of sectoral sanctions and export and trade restrictions, limitations on investments and access to capital markets and bans on various Russian imports.

In retaliation against new international sanctions and as part of measures to stabilize and support the volatile Russian financial and currency markets, the Russian authorities also imposed significant currency control measures aimed at restricting the outflow of foreign currency and capital from Russia, imposed various restrictions on transacting with non-Russian parties, banned exports of various products and other economic and financial restrictions. The situation is rapidly evolving as a result of the conflict in Ukraine, and the United States, the European Union, the UK and other countries may implement additional sanctions, export controls or other measures against Russia, Belarus and other countries, regions, officials, individuals or industries in the respective territories. Such sanctions and other measures, as well as the existing and potential further responses from Russia or other countries to such sanctions, tensions and military actions, could adversely affect the global economy and financial markets and could adversely affect our business, financial condition and results of operations.

We are actively monitoring the situation in Ukraine and assessing its impact on our business, including our business partners and customers. To date we have not experienced any material interruptions in our infrastructure, supplies, technology systems or networks needed to support our operations. We have no way to predict the progress or outcome of the conflict in Ukraine or its impacts in Ukraine, Russia or Belarus as the conflict, and any resulting government reactions, are evolving and beyond our control. The extent and duration of the military action, sanctions and resulting market disruptions could be significant and could potentially have substantial impact on the global economy and our business for an unknown period of time. Any of the above mentioned factors could affect our business, financial condition and results of operations. Any such disruptions may also magnify the impact of other risks described in this Annual Report on Form 10-K/A.

We are exposed to fluctuations in inflation, which could negatively affect our business, financial condition and results of operations.

The United States has recently experienced historically high levels of inflation. According to the U.S. Department of Labor, the annual inflation rate for the United States was approximately 8.2% for the twelve months ended September 30, 2022. If the inflation rate continues to increase, it will likely affect our expenses, including, but not limited to, employee compensation expenses, increased costs for supplies, In the event inflation continues to increase, we may seek to increase the sales prices of our products and services in order to maintain satisfactory margins. Any attempts to offset cost increases with price increases may result in reduced sales, increase customer dissatisfaction or otherwise harm our reputation. Moreover, to the extent inflation results in rising interest rates and has other adverse effects on the market, it may adversely affect our business, financial condition and results of operations.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

We are headquartered in Allentown, Pennsylvania. Our other principal physical properties are located in Las Vegas, Nevada. The table below sets forth certain information regarding these properties, all of which are leased.

Property	Location	Lease Expiration Date
Corporate Headquarters	Allentown, Pennsylvania	August 31, 2025
Las Vegas Office	Las Vegas, Nevada	December 31, 2027

For leases that are scheduled to expire during the next 12 months, we may negotiate new lease agreements, renew existing lease agreements or use alternate facilities. We believe that our facilities are adequate for our needs and believe that we should be able to renew any of the above leases or secure similar property without an adverse impact on our operations.

ITEM 3. LEGAL PROCEEDINGS

Our material legal proceedings are described in Part II, Item 8 of this Form 10-K/A in the Notes to Consolidated Financial Statements in Note 18, “Commitments and Contingencies.”

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

Shift4 Payments, Inc. Class A common stock is quoted on the New York Stock Exchange under the ticker symbol “FOUR.” There is no established trading market for our Class B common stock or Class C common stock.

Holders

As of February 23, 2022, there were 99 holders of record of our Class A common stock, 4 holders of record of our Class B common stock and 6 holders of record of our Class C common stock. Because many of our shares of Class A common stock are held by brokers and institutions on behalf of stockholders, we are unable to estimate the total number of beneficial owners of our Class A common stock represented by these record holders.

Recent Sales of Unregistered Securities

There were no unregistered equity securities sold from January 1, 2021 to December 31, 2021, other than as previously disclosed in our Quarterly Reports on Form 10-Q and Current Reports on Form 8-K.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Issuer Purchases of Equity Securities

	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (a)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (in millions)
October 1, 2021 through October 31, 2021	—	—	—	—
November 1, 2021 through November 30, 2021	—	—	—	—
December 1, 2021 through December 31, 2021	378,475	$ 55.81	378,475	$ 78.9
Total	378,475	$ 55.81	378,475	$ 78.9

(a) On December 16, 2021, the Company announced that its board of directors had initiated a stock repurchase program pursuant to which the Company may repurchase up to $100.0 million of shares of its Class A common stock through December 31, 2022. Repurchases under the program may be made in the open market, in privately negotiated transactions or otherwise, with the amount and timing of repurchases depending on market conditions and corporate needs. Open market repurchases will be structured to occur within the pricing and volume requirements of Rule 10b-18 of the Exchange Act. The Company may also, from time to time, enter into Rule 10b5-1 of the Exchange Act plans to facilitate repurchases of its shares under this authorization. The exact number of shares to be repurchased by the Company is not guaranteed and the program may be suspended, modified, or discontinued at any time at the Company’s discretion and without prior notice.

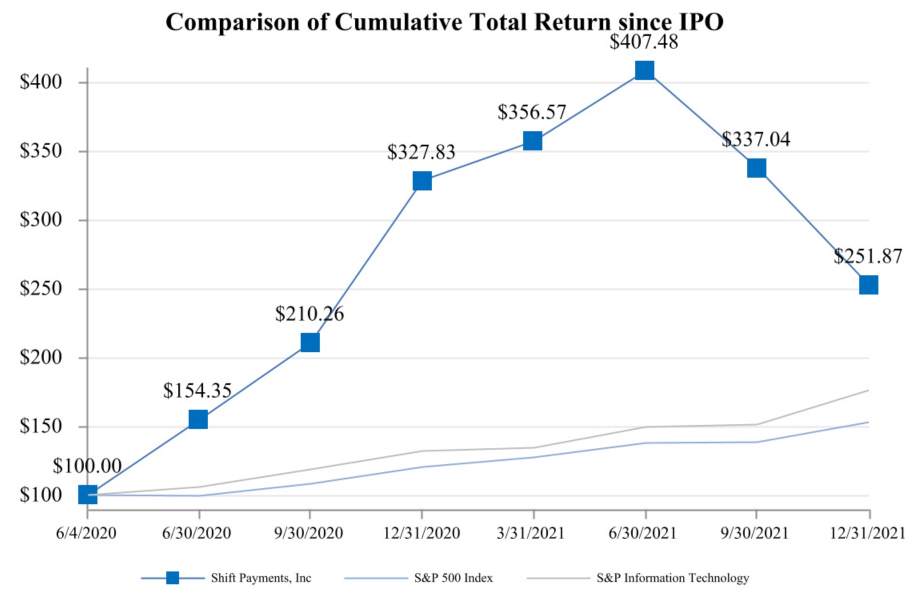
Dividend Policy

Since the IPO, we have not declared or paid any cash dividends on our common stock and we do not anticipate declaring or paying any cash dividends on our Class A common stock in the foreseeable future. Holders of our Class B common stock are not entitled to participate in any dividends declared by our board of directors. Furthermore, because we are a holding company, our ability to pay cash dividends on our Class A common stock depends on our receipt of cash distributions from Shift4 Payments, LLC and, through Shift4 Payments, LLC, cash distributions and dividends from our other direct and indirect wholly owned subsidiaries. Our ability to pay dividends may be restricted by the terms of any future credit agreement or any future debt or preferred equity securities of us or our subsidiaries. Any future determination as to the declaration and payment of dividends, if any, will be at the discretion of our board of directors, subject to compliance with contractual restrictions and covenants in the agreements governing our current and future indebtedness. Any such determination will also depend upon our business prospects, results of operations, financial condition, cash requirements and availability and other factors that our board of directors may deem relevant.

Stock Performance Graph

The following graph and table compare the total shareholder return from June 5, 2020, the date on which our Class A common shares commenced trading on the New York Stock Exchange, NYSE, through December 31, 2021 of (i) our Class A common shares, (ii) the Standard and Poor's 500 Stock Index ("S&P 500 Index"), and (iii) the Standard and Poor's 500 Information Technology Index ("S&P Information Technology"). The stock performance graph and table assume an initial investment of $100 on June 5, 2020.

The performance graph and table are not intended to be indicative of future performance. The performance graph and table shall not be deemed "soliciting material" or to be "filed" with the SEC for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any of the Company's filings under the Securities Act.



	June 4, 2020	June 30, 2020	September 30, 2020	December 31, 2020	March 31, 2021	June 30, 2021	September 30, 2021	December 31, 2021
Shift4 Payments, Inc.	$ 100.00	$ 154.35	$ 210.26	$ 327.83	$ 356.57	$ 407.48	$ 337.04	$ 251.87
S&P 500 Index	$ 100.00	$ 99.61	$ 108.05	$ 120.68	$ 127.65	$ 138.08	$ 138.40	$ 153.14
S&P Information Technology	$ 100.00	$ 106.08	$ 118.45	$ 132.09	$ 134.39	$ 149.57	$ 151.20	$ 176.15

ITEM 6. [RESERVED]

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is intended to provide a reader of our consolidated financial statements with a narrative from the perspective of our management on our financial condition, results of operations, liquidity and certain other factors that may affect our future results. You should read the following discussion and analysis of our financial condition and results of operations together with our financial statements and the related notes and other financial data included elsewhere in this Annual Report. Some of the information contained in this discussion and analysis or set forth elsewhere in this Annual Report, including information with respect to our plans and strategy for our business, includes forward-looking statements that involve risks and uncertainties. You should review Item 1A of this Annual Report for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.

Certain items within this MD&A have been updated as a result of the amendment and restatement of this Annual Report on Form 10-K/A, as described in further detail in the "Explanatory Note." For further detail regarding the restatement, also see Note 3 in the notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K/A and Part II, Item 9A. "Controls and Procedures."

Overview

We are a leading independent provider of payment acceptance and payment processing and technology solutions in the United States based on total volume of payments processed. We have achieved our leadership position through decades of solving business and operational challenges facing our customers overall commerce needs. We distribute our services through our network of software partners ("ISVs") and value-added resellers ("VARs"). For our software partners, we offer a single integration to an end-to-end payments offering, a proprietary gateway and a robust suite of technology solutions to enhance the value of their software and simplify payment acceptance. For our merchants, we provide a seamless, unified consumer experience as an alternative to relying on multiple providers to accept card-based payments, while providing the digital tools necessary to provide their end-customers a seamless commerce experience.

At the heart of our business is our payments platform. Our payments platform is a full suite of integrated payment products and services that can be used across multiple channels (in-store, online, mobile and tablet-based) and industry verticals, including:

- end-to-end payment processing for a broad range of payment types;
- merchant acquiring;
- proprietary omni-channel gateway capable of multiple methods of mobile, contactless and QR code-based payments;
- complementary software integrations;
- full eCommerce capabilities, including web-store design, hosting, shopping cart management and fulfillment integrations;
- integrated and mobile POS solutions;
- security and risk management solutions; and
- reporting and analytical tools.

In addition, we offer innovative technology solutions that go beyond payment processing. Some of our solutions are developed in-house, such as business intelligence and POS software, while others are powered by our network of complementary third-party applications. Our focus on innovation combined with our product-driven culture enables us to create scalable technology solutions that benefit from an extensive library of intellectual property.

We have a partner-centric distribution approach. We market and sell our solutions through a diversified network of over 7,000 software partners, which consists of ISVs and VARs. ISVs are technology providers that develop commerce-enabling software suites with which they can bundle our payments platform. VARs are organizations that provide distribution support for ISVs and act as trusted and localized service providers to merchants by providing them with software and services. Together, our ISVs and VARs provide us immense distribution scale and provide our merchants with front-line service and support.

Our end-to-end payments offering combines our payments platform, including our proprietary gateway and breadth of software integrations, and our suite of technology solutions to create a compelling value proposition for our merchants. Our end-to-end payment volume was $46.7 billion, $24.3 billion, and $22.1 billion for the years ended December 31, 2021, 2020, and 2019, respectively. This end-to-end payment volume contributed approximately 62%, 61%, and 57% of gross revenue less network fees for the years ended December 31, 2021, 2020, and 2019, respectively.

Our merchants range from small to medium sized businesses ("SMBs") to large enterprises across numerous verticals, including food and beverage, hospitality, stadiums and arenas, gaming, specialty retail, non-profits and eCommerce.

Recent developments

Stock Repurchases

On December 16, 2021, our Board of Directors authorized the commencement of a stock repurchase program. The stock repurchase program authorizes us to repurchase up to $100.0 million of our Class A common stock, par value $0.0001 ("Common Stock") and will expire on December 31, 2022.

Repurchases under the program may be made in the open market, in privately negotiated transactions or otherwise, with the amount and timing of repurchases depending on market conditions and corporate needs. Open market repurchases will be structured to occur within the pricing and volume requirements of Rule 10b-18. We may also, from time to time, enter into Rule 10b5-1 plans to facilitate repurchases of its shares under this authorization.

This program does not obligate us to acquire any particular amount of Common Stock and the program may be extended, modified, suspended or discontinued at any time at our discretion.

As of December 31, 2021, we repurchased 378,475 shares of Common Stock for $21.1 million, including commissions paid, at an average price paid of $55.81 per share, which is recorded within "Treasury stock" on our Consolidated Balance Sheets. As of December 31, 2021, approximately $78.9 million remained available for future purchases under the program.

In January 2022, we repurchased 245,700 shares of Common stock for $13.9 million, including commissions paid, at an average price paid of $56.48 per share. As of February 23, 2022, approximately $65.0 million remained available for future purchases under the program.

TSYS outage

In August 2021, TSYS, a Global Payments Company and an important vendor to the Company, experienced a significant platform outage that resulted in the disruption of payment processing for our merchants ("TSYS outage"). TSYS is utilized by many major credit card issuers and payment processors, which meant the impact of the outage was felt by many card accepting merchants and cardholders across the nation. In response to the TSYS outage, we distributed payments to both merchants and partners in order to alleviate the impact of the outage on their businesses. The following paragraphs describe how these payments are reflected in our accompanying consolidated financial statements and disclosures.

In the third and fourth quarters of 2021, we distributed $22.4 million and $0.7 million, respectively, in payments to our merchants to approximate the lost revenues they experienced as a result of the TSYS outage. Under ASC 606: *Revenue from Contracts with Customers* ("ASC 606"), these payments were recorded as contra revenue, which is reflected as a reduction of "Gross revenue" in our Consolidated Statements of Operations for the year ended December 31, 2021. These payments are considered nonrecurring and are therefore reflected as an adjustment when calculating Adjusted EBITDA and Gross Revenue Less Network Fees. In addition, for the year ended December 31, 2021, gross revenue less network fees excludes the impact of the TSYS outage.

In the third and fourth quarters of 2021, we also distributed $2.3 million and $0.5 million, respectively, in payments to our partners to approximate their lost revenues and compensate them for the additional support required from them to manage the outage. Consistent with the treatment of our payments to our partners in the normal course of business, these payments are reflected as an increase to "Cost of sales" in our Consolidated Statements of Operations for the year ended December 31, 2021. These payments are considered nonrecurring and are therefore reflected as an adjustment when calculating Adjusted EBITDA.

See Note 5 in the notes to the consolidated financial statements included elsewhere in this annual report on Form 10-K/A for more information about the TSYS outage and Key performance indicators and non-GAAP measures for more information about Adjusted EBITDA and gross revenue less network fees.

Convertible Notes Offering – 2027 Notes

In July 2021, we issued an aggregate $632.5 million of 0.50% Convertible Senior Notes due 2027 (“2027 Convertible Notes”) to qualified institutional buyers in an offering exempt from registration under the Securities Act. We received net proceeds, after deducting initial purchasers’ discounts and estimated offering expenses, of approximately $617.7 million from the 2027 Convertible Notes offering. The net proceeds of the 2027 Convertible Notes Offering, together with cash on hand, will be used for general corporate purposes.

Advertising and marketing

In the year ended December 31, 2021, we incurred $20.8 million in expenses related to the integration of 3dcart as it was rebranded as Shift4Shop. These expenses are anticipated to be nonrecurring in nature.

Investments in securities

As of December 31, 2021, we invested $27.5 million in Space Exploration Technologies Corp. (“SpaceX”), which designs, manufactures, and launches advanced rockets, spacecraft and satellites, $2.0 million in Sightline Payments, Inc. (“Sightline Payments”), a financial technology company that provides cashless, mobile, and omni-channel commerce solutions for the gaming, lottery, sports betting and other industries and $1.0 million in MagicCube, a software company that allows any android mobile device to function as a fully secure, EMV-certified, payment acceptance device, significantly reducing the cost and complexity associated with traditional hardware deployments. Additionally, in January 2022, we invested $1.0 million in Interchecks Technologies, Inc. (“Interchecks”), one of the fastest growing instant payment infrastructure and service providers for the online gaming, fintech, and digital ecosystem verticals.

Recent acquisitions

Finaro

On March 1, 2022, we entered into a definitive agreement to acquire Credorax, Inc. d/b/a Finaro (“Finaro”) for approximately $200.0 million in cash, $325.0 million in shares of our Class A common stock and a performance-based earnout of up to $50.0 million in shares of our Class A common stock. Consummation of the merger is subject to regulatory approvals. Finaro is a cross-border eCommerce platform and bank specializing in solving complex payment problems for multi-national merchants that we believe will accelerate our growth in international markets.

The Giving Block

On February 28, 2022, we acquired The Giving Block, Inc. (“The Giving Block”) for approximately $13.5 million in cash, $40.5 million in shares of our Class A common stock and a performance-based earnout of up to $61.5 million in cash and $184.5 million in shares of our Company’s Class A common stock. The Giving Block is a cryptocurrency donation marketplace that we believe will accelerate our growth in the non-profit sector with significant cross-sell potential.

Postec

In September 2021, we acquired Postec, Inc. (“Postec”), for $14.3 million in cash, net of cash acquired. This acquisition enables the boarding of the vendor’s customers on our end-to-end acquiring solution and empowers our distribution partners to sign the vendor’s customer accounts and leverage the combined expertise to handle all aspects of installation, service, and support. See Note 4 in the notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K/A for more information.

VenueNext

In March 2021, we acquired VenueNext Inc. (“VenueNext”), a leader in integrated payments solutions in sporting arenas and event complexes, for $66.9 million in aggregate purchase consideration, net of cash acquired. We believe this acquisition enhances our presence and capabilities in a number of large and growing verticals such as stadiums and arenas, while significantly expanding our total addressable market with entry into entertainment, universities, theme parks, airports, and other verticals. See Note 4 in the notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K/A for more information.

Amended and Restated Revolving Credit Facility

In January 2021, Shift4 Payments, LLC amended and restated its First Lien Credit Agreement and increased the borrowing capacity under the Revolving Credit Facility to $100.0 million. The Revolving Credit Facility matures on January 29, 2026 or, if greater than $150.0 million aggregate principal amount of our 2025 Convertible Notes remains outstanding on September 15, 2025, on that date. The Revolving Credit Facility requires periodic interest payments until maturity.

Loans incurred under the Revolving Credit Facility bear interest at our option at either the LIBO rate plus a margin ranging from 3.00% to 3.50% per year or the alternate base rate (the highest of the Federal Funds rate plus 0.50%, or the prime rate announced from time to time in The Wall Street Journal) plus a margin ranging from 2.00% to 2.50% per year ("Applicable Rate"). The Applicable Rate varies depending on the Company's total leverage ratio (as defined in the Credit Agreement). The alternate base rate and the LIBO rate are each subject to a zero percent floor. In addition, we are required to pay a commitment fee under the Revolving Credit Facility in respect of the unutilized commitments thereunder at a rate ranging from 0.25% per year to 0.50% per year, in each case based on the total leverage ratio. We are also subject to customary letter of credit and agency fees. As of December 31, 2021, we had no outstanding borrowings under the Revolving Credit Facility.

COVID-19 Pandemic Update

While great progress has been made in the fight against the COVID-19 pandemic, the pandemic remains a global challenge and continues to impact international travel and corporate travel patterns, both of which remain below pre-pandemic levels. Our financial performance could be adversely impacted by any local or government-imposed pandemic restrictions, although we are currently unable to predict the extent to which the COVID-19 pandemic may adversely impact our future business operations, financial performance and results of operations. For a further discussion of the risks, uncertainties and actions taken in response to COVID-19, see risks identified in the section entitled "Risk Factors" in Part I, Item 1A.

Factors impacting our business and results of operations

In general, our results of operations are impacted by factors such as adoption of software solutions that are integrated with our payment solutions, continued investment in our core capabilities, on-going pursuit of strategic acquisitions, and macro-level economic trends.

Increased adoption of software-integrated payments. We primarily generate revenue through fees assessed on end-to-end payment volume initiated through our integrated software partners. These fees include volume-based payments, transaction fees and subscription fees for software and technology solutions. We expect to grow this volume by attracting new integrated software partners through our market-leading and innovative solutions. These integrated software partners have proven to be an effective and efficient way of acquiring new merchants and servicing these relationships.

Continued focus on converting our gateway-only customers to our end-to-end payments offering. Currently, a large percentage of our merchant base relies only on our proprietary gateway technology solution to process card-based payments. However, as more of these gateway-only merchants choose to also adopt our end-to-end payment solutions, our revenue per merchant and merchant retention are expected to increase given the fees we generate on end-to-end payment processing services are significantly higher than the per transaction fees we earn on gateway-only services.

Mix of our merchant base. We continue to experience a shift to higher average revenue and higher average volume per merchant. The revenue and volume contribution of each merchant within our portfolio is affected by several factors, including the amount of payment volume processed per merchant, the industry vertical in which the merchant operates, and the number of solutions implemented by the merchant. The size and sophistication of our average merchant continues to increase and we may experience shifts in the average revenue per merchant and the weighted average pricing of the portfolio.

Ability to attract and retain software partners. A key pillar of our *Shift4 Model* is our partner-centric distribution approach. We work with our software partners who rely on our suite of payment-related technology solutions to simplify the commerce needs of their end clients. Our ability to attract and retain our software partners is essential for our future growth and our ability to service our existing base of merchants. To this end, it is critical we maintain our product leadership through continued investment in innovative technology solutions as a means to ensure we retain our current software partners while attracting new software partners.

Investment in product, distribution and operations. We make significant investments in both new product development and existing product enhancements, such as mobile point-of-sale, cloud enablement for our software partners' existing systems, and contactless payments, including QR code based mobile payment technologies. New product features and functionality are brought to market through varied distribution and promotional activities including collaborative efforts with industry leading software providers, trade shows, and customer conferences. Further, we will continue to invest in operational support in order to maintain service levels expected by our merchant customers. We believe these investments in product development and software integrations will lead to long-term growth and profitability.

Pursuit of strategic acquisitions. From time to time, we may pursue acquisitions as part of our ongoing growth strategy that includes adding complementary technology capabilities to service our base of customer and adding critical sales and support capabilities within a specific industry vertical or geography. While these acquisitions are intended to add long-term value, in the short term they may add redundant operating expenses or additional carrying costs until the underlying value is unlocked.

Economic conditions and resulting consumer spending trends. Changes in macro-level consumer spending trends, including as a result of the COVID-19 pandemic, could affect the amount of volumes processed on our platform, thus resulting in fluctuations in our quarterly reported revenue. Our quarterly revenue is also impacted by seasonal, consumer spending habit patterns, which historically have resulted in higher volumes and revenue being reported in our second and third fiscal quarters.

Key financial definitions

The following briefly describes the components of revenue and expenses as presented in the accompanying consolidated statements of operations.

Gross revenue consists primarily of payments-based revenue and subscription and other revenues:

Payments-based revenue includes fees for payment processing services and gateway services. Payment processing fees are primarily driven as a percentage of end-to-end payment volume. They may also have a fixed fee, a minimum monthly usage fee and a fee based on transactions. Gateway services, data encryption and tokenization fees are primarily driven by per transaction fees as well as monthly usage fees. In addition, the year ended December 31, 2021 includes nonrecurring payments of $23.1 million we made to our merchants related to the TSYS outage, described in *Recent Developments* above, that are treated as contra revenue and as such reduce payments-based revenue.

Subscription and other revenues include SaaS fees for point-of-sale systems and terminals provided to merchants and our Shift4Shop eCommerce platform. Point-of-sale and terminal SaaS fees are assessed based on the type and quantity of equipment deployed to the merchant. Shift4Shop SaaS fees are based on the eCommerce platform chosen by the merchant. SaaS fees also include statement fees, fees for our proprietary business intelligence software, annual fees, regulatory compliance fees and other miscellaneous services such as help desk support and warranties on equipment. Subscription and other revenues also includes revenue derived from software license sales, hardware sales, third party residuals, and fees charged for technology support.

Cost of sales consists of interchange and processing fees, residual commissions, equipment and other costs of sales:

Interchange and processing fees represent payments to card issuing banks and assessments paid to card associations based on transaction processing volume. These also include fees incurred by third-parties for data transmission and settlement of funds, such as processors and sponsor banks.

Residual commissions represent monthly payments to third-party resellers, including software partners (ISVs). These costs are typically based on a percentage of payment-based revenue.

Equipment represents our costs of devices that are purchased by the merchant.

Other costs of sales includes amortization of capitalized software development costs, capitalized software, acquired technology and capitalized customer acquisition costs. It also includes incentives, shipping and handling costs related to the delivery of devices, and through June 30, 2020, contained other contract fulfillment costs as well as equipment provided under our warranty program that is included with the monthly SaaS fee. Subsequent to June 30, 2020, other contract fulfillment costs and equipment under our warranty program included with the monthly SaaS fee were capitalized as equipment for lease. Capitalized software development costs are amortized using the straight-line method on a product-by-product basis over the estimated useful life of the software. Capitalized software, acquired technology and capitalized customer acquisition costs are amortized on a straight-line basis in accordance with our accounting policies. In addition, the year ended December 31, 2021 includes nonrecurring payments of $2.8 million we made to our partners related to the TSYS outage described in *Recent Developments* above.

General and administrative expenses consist primarily of compensation, benefits and other expenses associated with corporate management, finance, human resources, shared services, information technology and other activities.

Depreciation and amortization expense consists of depreciation and amortization expenses related to merchant relationships, trademarks and trade names, residual commission buyouts, equipment, leasehold improvements, and other intangible assets and property, plant and equipment. We depreciate and amortize our assets on a straight-line basis in accordance with our accounting policies. Leasehold improvements are depreciated over the lesser of the estimated life of the leasehold improvement or the remaining lease term. Maintenance and repairs, which do not extend the useful life of the respective assets, are charged to expense as incurred. Intangible assets are amortized on a straight-line basis over their estimated useful lives which range from two years to twenty years.

Professional fees consists of costs incurred for accounting, tax, legal, and consulting services.

Advertising and marketing expenses relate to costs incurred to participate in industry tradeshows and dealer conferences, advertising initiatives to build brand awareness, and expenses to fulfill loyalty program rewards earned by software partners.

Restructuring expenses relate to strategic initiatives we have taken that include, but are not limited to, severance or separation costs and other exit and disposal costs. These expenses are typically not reflective of our ongoing operations.

Transaction-related expenses relate to costs that are not capitalizable associated with issuing the 2026 Senior Notes. These expenses are typically not reflective of our ongoing operations.

Other operating (income) expense, net consists of other operating items.

Loss on extinguishment of debt represents losses recorded for unamortized capitalized financing costs associated with debt prepayments.

Other income, net primarily consists of other non-operating items.

Interest expense consists of interest costs incurred on our borrowings and amortization of capitalized financing costs.

Income tax benefit (provision) represents federal, state and local taxes based on income in multiple domestic jurisdictions.

Net loss attributable to noncontrolling interests arises from net loss from the non-owned portion of businesses where we have a controlling interest but less than 100% ownership. This represents the noncontrolling interests in Shift4 Payments, LLC and its consolidated subsidiaries, which is comprised of the loss allocated to Continuing Equity Owners as a result of their proportional ownership of LLC Interests.

Comparison of results for the year ended December 31, 2021 and 2020

The following table sets forth the consolidated statements of operations for the periods presented.

(in millions)	Year Ended December 31, 2021	Year Ended December 31, 2020	$ change	% change
Payments-based revenue	$ 1,258.0	$ 684.2	$ 573.8	83.9 %
Subscription and other revenues	109.5	82.7	26.8	32.4 %
Gross revenue	1,367.5	766.9	600.6	78.3 %
Network fees	(861.8)	(443.9)	(417.9)	94.1 %
Other costs of sales (exclusive of depreciation and amortization expense shown separately below)	(227.3)	(145.2)	(82.1)	56.5 %
General and administrative expenses	(219.5)	(180.0)	(39.5)	21.9 %
Depreciation and amortization expense (a)	(62.2)	(51.9)	(10.3)	19.8 %
Professional fees	(16.8)	(10.7)	(6.1)	57.0 %
Advertising and marketing expenses	(28.9)	(4.0)	(24.9)	NM
Restructuring expenses	(0.2)	(0.4)	0.2	(50.0 %)
Transaction-related expenses	—	(0.8)	0.8	NM
Other operating income, net	—	12.4	(12.4)	NM
Loss from operations	(49.2)	(57.6)	8.4	(14.6 %)
Loss on extinguishment of debt	(0.2)	(16.6)	16.4	(98.8 %)
Other income, net	0.3	0.6	(0.3)	(50.0 %)
Interest expense	(28.0)	(40.2)	12.2	(30.3 %)
Loss before income taxes	(77.1)	(113.8)	36.7	(32.2 %)
Income tax benefit	3.1	2.4	0.7	29.2 %
Net loss	(74.0)	(111.4)	37.4	(33.6 %)
Net loss attributable to noncontrolling interests (b)	(25.8)	(93.0)	67.2	(72.3 %)
Net loss attributable to Shift4 Payments, Inc.	$ (48.2)	$ (18.4)	$ (29.8)	162.0 %

We have changed the presentation of this table from the presentation in the Original Form 10-K to remove the “Gross profit” line item and update the “Other costs of sales” line item to indicate it is exclusive of depreciation and amortization expense shown separately for the years ended December 31, 2021 and 2020.

(a) Depreciation and amortization expense includes depreciation of equipment under lease of $21.8 million and $9.8 million for the years ended December 31, 2021 and 2020, respectively.

(b) Includes the net loss for the period January 1, 2020 through June 4, 2020, the date the SEC declared effective the Company’s Registration Statement on S-1 filed in connection with its IPO. See Note 1 in the notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K/A for more information.

Results for the year ended December 31, 2021 include $23.1 million of nonrecurring payments we made to our merchants and $2.8 million of non-recurring payments we made to our partners due to the TSYS outage. An additional $0.4 million of associated costs were incurred as a result of the outage. The TSYS outage payments and associated costs had the following impact on our results in our Consolidated Statements of Operations for the year ended December 31, 2021:

- $23.1 million decrease to Payments-based revenue and Gross revenue;
- $2.8 million increase to Other costs of sales; and
- $26.3 million decrease to Loss from operations and Net loss.

See *Recent developments* above and Note 5 in the notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K/A for more information about the TSYS outage.

Gross Revenue

Gross revenue was $1,367.5 million for the year ended December 31, 2021, compared to $766.9 million for the year ended December 31, 2020, an increase of $600.6 million or 78.3%. Gross revenue is comprised of payments-based revenue and subscription and other revenues. Gross revenue for the year ended December 31, 2021 includes $23.1 million in payments we made to merchants as a result of the August 2021 TSYS outage discussed in *Recent developments* above, which were recorded as contra revenue.

Payments-based revenue was $1,258.0 million for the year ended December 31, 2021, compared to $684.2 million for the year ended December 31, 2020, an increase of $573.8 million or 83.9%. The increase in payments-based revenue is primarily driven by an increase in end-to-end payment volume of $22.4 billion, or approximately 92%, for the year ended December 31, 2021 compared to the year ended December 31, 2020. The COVID-19 pandemic impacted our end-to-end payment volumes beginning mid-March 2020 when shelter-in-place, social distancing, the closing of non-essential businesses and other restrictive measures were first put in place across the United States. This was partially offset by $23.1 million in payments we made to merchants as a result of the August 2021 TSYS outage discussed in *Recent developments* above.

Subscription and other revenues were $109.5 million for the year ended December 31, 2021, compared to $82.7 million for the year ended December 31, 2020, an increase of $26.8 million or 32.4%. The increase in subscription and other revenues was driven primarily by the 3dcart, VenueNext, Hospitality Technology Vendor and Postec acquisitions, which collectively contributed $29.9 million more to subscription and other revenues in the year ended December 31, 2021 compared to the year ended December 31, 2020. This was partially offset by a decrease in hardware revenue of $2.9 million primarily due to hardware provided under our SaaS arrangements being accounted for as operating leases in the year ended December 31, 2021, whereby revenue is recognized monthly, as compared to the year ended December 31, 2020, which for the period January 1, 2020 through June 30, 2020, was recognized at the time of shipment.

Network Fees

Network fees were $861.8 million for the year ended December 31, 2021, compared to $443.9 million for the year ended December 31, 2020, an increase of $417.9 million or 94.1%. This increase is correlated with the increase in end-to-end payment volume as described above.

Gross revenue less network fees was $529.0 million for the year ended December 31, 2021, compared to $323.0 million for the year ended December 31, 2020, an increase of $206.0 million or 63.8%. For the year ended December 31, 2021, gross revenue less network fees excludes the $23.1 million impact of the TSYS outage to gross revenue. The increase in gross revenue less network fees is largely correlated with the increase in end-to-end payment volume. See “Key performance indicators and non-GAAP measures” for a reconciliation of gross profit to gross revenue less network fees.

Other costs of sales

Other costs of sales was $227.3 million for the year ended December 31, 2021, compared to $145.2 million for the year ended December 31, 2020, an increase of $82.1 million, or 56.5%. This increase was primarily a result of:

- higher residual commissions, which increased other costs of sales $55.9 million, driven by the growth in gross revenue less network fees;
- the 3dcart, VenueNext, Hospitality Technology Vendor, and Postec acquisitions, which collectively increased other costs of sales $15.3 million in the year ended December 31, 2021 compared to the year ended December 31, 2020;
- higher capitalized customer acquisition cost amortization, which increased other costs of sales $5.8 million, related to deal bonuses paid to VARs to obtain processing contracts;
- higher than normal chargeback losses in the year ended December 31, 2021 compared to the year ended December 31, 2020 driven by the business failure of one merchant causing $5.5 million in estimated unrecoverable chargeback transactions in the year ended December 31, 2021;
- payments to partners of $2.8 million, which increased other costs of sales in the year ended December 31, 2021 due to the TSYS outage discussed in*Recent developments* above; and
- higher capitalized software development amortization, which increased other costs of sales $2.5 million;

partially offset by:

- the impact of modifying the terms and conditions of our SaaS arrangements and updating our operational procedures to account for our hardware as operating leases, which resulted in a decline of $12.5 million in costs of sales. Effective June 30, 2020, equipment leased to merchants is capitalized as a fixed asset, whereas, prior to June 30, 2020, these arrangements were accounted for as sales-type leases and expensed when deployed.

General and administrative expenses

General and administrative expenses were $219.5 million for the year ended December 31, 2021, compared to $180.0 million for the year ended December 31, 2020, an increase of $39.5 million or 21.9%. The increase was due to higher employee-related expenses of $30.8 million in the year ended December 31, 2021 compared to the year ended December 31, 2020 as a result of our continued growth and expansion. In addition, the recent acquisitions of 3dcart, VenueNext, Hospitality Technology Vendor and Postec collectively increased general and administrative expenses $20.4 million in the year ended December 31, 2021 compared to the year ended December 31, 2020. Also contributing to the increase were non-cash adjustments for contingent liability valuations of $5.9 million recorded in the year ended December 31, 2020. This was partially offset by lower equity-based compensation expense of $26.4 million in the year ended December 31, 2021 compared to the year ended December 31, 2020 as a result of compensation expense recognized in the year ended December 31, 2020 related to contractual change of control bonuses in connection with the IPO. See Note 22 in the notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K/A for more information on equity-based compensation.

Depreciation and amortization expense

Depreciation and amortization expense was $62.2 million for the year ended December 31, 2021, compared to $51.9 million for the year ended December 31, 2020, an increase of $10.3 million or 19.8%. The increase was primarily due to hardware provided under our SaaS arrangements being accounted for as operating leases, effective June 30, 2020, while previously they were accounted for as sales-type leases driving higher depreciation expense for the year ended December 31, 2021, as compared to the year ended December 31, 2020, of $12.0 million. See Note 5 and Note 10 in the notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K/A for more information on the change to the terms and conditions of our SaaS arrangements. In addition, the recent acquisitions of 3dcart, VenueNext, Hospitality Technology Vendor and Postec collectively increased depreciation and amortization expense $2.6 million in the year ended December 31, 2021 compared to the year ended December 31, 2020. This was partially offset by a decline in intangible amortization expense for the year ended December 31, 2021 as certain intangible assets reached the end of their amortization period.

Professional fees

Professional fees were $16.8 million for the year ended December 31, 2021, compared to $10.7 million for the year ended December 31, 2020, an increase of $6.1 million or 57.0%. The increase was due to acquisition-related costs and increased fees related to requirements of operating as a public company.

Advertising and marketing expenses

Advertising and marketing expenses were $28.9 million for the year ended December 31, 2021, compared to $4.0 million for the year ended December 31, 2020, an increase of $24.9 million. The increase was primarily due to expenses in the year ended December 31, 2021 related to the integration of 3dcart and its rebranding as Shift4Shop and $3.7 million of costs associated with the Inspiration4 seat. These expenses are anticipated to be nonrecurring in nature.

Transaction-related expenses

Transaction-related expenses were $0.8 million for the year ended December 31, 2020. These represent financing fees incurred for the debt refinancing in October 2020, which was accounted for as a debt modification.

Other operating (income) expense, net

Other operating (income) expense, net includes the impact of modifying the terms and conditions of our SaaS arrangements and updating our operational procedures. As a result, beginning June 30, 2020, hardware provided under our SaaS agreements is accounted for as an operating lease, whereas prior to June 30, 2020, these arrangements were accounted for as sales-type leases. An adjustment of $12.4 million was recorded in the second quarter of 2020 to reflect the impact of the lease modifications.

Loss on extinguishment of debt

A loss on extinguishment of debt, representing unamortized capitalized financing costs, of $0.2 million was incurred in connection with the refinancing of the Revolving Credit Facility during the year ended December 31, 2021. In the year ended December 31, 2020, we incurred a non-cash loss on extinguishment of debt of $16.6 million comprised of $7.1 million in connection with the pre-payment of $59.8 million on the First Lien Term Loan Facility and the full repayment of $130.0 million on the Second Lien Term Loan Facility, representing the unamortized capitalized financing costs associated with the repayment, and $9.5 million associated with the debt refinancing in October 2020. See Note 12 in the notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K/A for more information.

Other income, net

Other income, net was $0.3 million for the year ended December 31, 2021, compared to $0.6 million for year ended December 31, 2020, a decrease of $0.3 million or 50.0%. The decrease is primarily driven by unearned contingent liabilities associated with our residual commission buyout agreements in the year ended December 31, 2020.

Interest expense

Interest expense was $28.0 million for the year ended December 31, 2021, compared to $40.2 million for the year ended December 31, 2020, a decrease of $12.2 million or 30.3%. The decrease in interest expense was primarily due to the pre-payments for the First Lien and Second Lien Term Loan Facilities, as well as the repayment of the Revolving Credit Facility, all of which were completed in June 2020, and impacted interest expense by approximately $9.2 million. In addition, the debt refinancing in October 2020 reduced the interest rate on our First Lien Term Loan Facility from 5.50% to 4.625% on the 2026 Senior Notes, which reduced interest expense by $4.8 million. The interest rate of 0.50% on the 2027 Convertible Notes that were issued in July 2021 resulted in $1.4 million of additional interest expense in the twelve months ended December 31, 2021.

Income tax benefit

The effective tax rate for the year ended December 31, 2021 was 4.0%, compared to the effective tax rate for the year ended December 31, 2020 of 2.1%.

The 2021 income tax benefit was different than the U.S. federal statutory income tax rate of 21% primarily due to the loss allocated to the noncontrolling interest, changes in the valuation allowances in the United States and the tax windfall related the vested equity-based compensation awards. The 2020 income tax benefit was different than the U.S. federal statutory income tax rate of 21% primarily due to the loss allocated to the noncontrolling interest, changes in the valuation allowances in the United States and recording a tax benefit of $0.6 million for a net operating loss carryback at Shift4 Corporation which was allowed due to the CARES Act.

Net loss attributable to noncontrolling interests

Net loss attributable to noncontrolling interests of Shift4 Payments, LLC was $25.8 million for the year ended December 31, 2021 compared to $93.0 million for the year ended December 31, 2020, a decrease of $67.2 million or 72.3%. The net loss incurred for the year ended December 31, 2020 includes the net loss incurred prior to the Reorganization Transactions and prior to June 4, 2020, the date the SEC declared effective our Registration Statement on Form S-1 filed in connection with our IPO.

Comparison of results for the years ended December 31, 2020 and 2019

The following table sets forth the consolidated statements of operations for the periods presented.

(in millions)	Year Ended December 31, 2020	Year Ended December 31, 2019	$ change	% change
Payments-based revenue	$ 684.2	$ 643.6	$ 40.6	6.3 %
Subscription and other revenues	82.7	87.8	(5.1)	(5.8 %)
Gross revenue	766.9	731.4	35.5	4.9 %
Network fees	(443.9)	(425.9)	(18.0)	4.2 %
Other costs of sales (exclusive of depreciation and amortization expense shown separately below)	(145.2)	(132.1)	(13.1)	9.9 %
General and administrative expenses	(180.0)	(117.1)	(62.9)	53.7 %
Depreciation and amortization expense (a)	(51.9)	(40.2)	(11.7)	29.1 %
Professional fees	(10.7)	(10.4)	(0.3)	2.9 %
Advertising and marketing expenses	(4.0)	(6.3)	2.3	(36.5 %)
Restructuring expenses	(0.4)	(3.8)	3.4	(89.5 %)
Transaction-related expenses	(0.8)	—	(0.8)	NM
Other operating (income) expense, net	12.4	—	12.4	NM
Loss from operations	(57.6)	(4.4)	(53.2)	NM
Loss on extinguishment of debt	(16.6)	—	(16.6)	NM
Other income, net	0.6	1.0	(0.4)	(40.0 %)
Interest expense	(40.2)	(51.5)	11.3	(21.9 %)
Loss before income taxes	(113.8)	(54.9)	(58.9)	107.3 %
Income tax benefit (provision)	2.4	(1.7)	4.1	NM
Net loss	(111.4)	$ (56.6)	$ (54.8)	96.8 %
Net loss attributable to noncontrolling interests (b)	(93.0)			
Net loss attributable to Shift4 Payments, Inc.	$ (18.4)			

We have changed the presentation of this table from the presentation in the Original Form 10-K to remove the "Gross profit" line item and update the "Other costs of sales" line item to indicate it is exclusive of depreciation and amortization expense shown separately for the years ended December 31, 2020 and 2019.

(a) Depreciation and amortization expense includes depreciation of equipment under lease of $9.8 million and $0.2 million for the years ended December 31, 2020 and 2019, respectively.

(b) Includes the net loss for the period January 1, 2020 through June 4, 2020, the date the SEC declared effective the Company's Registration Statement on S-1 filed in connection with its IPO. See Note 1 in the notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K/A for more information.

Gross Revenue

Gross revenue was $766.9 million for the year ended December 31, 2020, compared to $731.4 million for the year ended December 31, 2019, an increase of $35.5 million or 4.9%. Gross revenue is comprised of payments-based revenue and subscription and other revenues.

Payments-based revenue was $684.2 million for the year ended December 31, 2020, compared to $643.6 million for the year ended December 31, 2019, an increase of $40.6 million or 6.3%. The increase in payments-based revenue is primarily driven by an increase in end-to-end payment volume of $2.2 billion, or 9.8%, for the year ended December 31, 2020 as compared to the year ended December 31, 2019. The COVID-19 pandemic impacted our end-to-end payment volumes beginning mid-March 2020 when shelter-in-place, social distancing, the closing of non-essential businesses and other restrictive measures were first put in place across the United States. Since late March 2020, we have seen a significant recovery in our end-to-end payment volumes, including growth during the fourth quarter of 2020 versus the prior year. In addition, the Merchant Link Acquisition in August 2019 contributed an additional $7.0 million in gateway service revenue for the year ended December 31, 2020 compared to the year ended December 31, 2019.

Subscription and other revenues were $82.7 million for the year ended December 31, 2020, compared to $87.8 million for the year ended December 31, 2019, a decrease of $5.1 million or 5.8%. The decrease was due to hardware provided under our SaaS arrangements being accounted for as operating leases, effective June 30, 2020, whereby revenue is recognized monthly, resulting in lower hardware revenue of $5.1 million for the year ended December 31, 2020 as compared to the year ended December 31, 2019, when it was recognized at the time of shipment. In addition, customer billing revenue declined $4.7 million primarily due to temporary fee waivers of $1.9 million on certain products from March 2020 through June 2020 as a result of the COVID-19 pandemic, as well as a decline in hardware revenue and software license sales of $2.3 million, for the year ended December 31, 2020 as compared to the year ended December 31, 2019. This was partially offset by the Merchant Link Acquisition in August 2019, which contributed $5.2 million more to subscription and other revenues in year ended December 31, 2020 compared to the year ended December 31, 2019.

Network Fees

Network fees were $443.9 million for the year ended December 31, 2020, compared to $425.9 million for the year ended December 31, 2019, an increase of $18.0 million or 4.2%. This increase is correlated with the increase in end-to-end payment volume as described above.

Gross revenue less network fees was $323.0 million for the year ended December 31, 2020, compared to $305.5 million for the year ended December 31, 2019, an increase of $17.5 million or 5.7%. The increase in gross revenue less network fees is largely correlated with the increase in end-to-end payment volume. See “Key performance indicators and non-GAAP measures” for a reconciliation of gross profit to gross revenue less network fees.

Other costs of sales

Other costs of sales was $145.2 million for the year ended December 31, 2020, compared to $132.1 million for the year ended December 31, 2019, an increase of $13.1 million, or 9.9%. This increase was primarily a result of:

- an increase in higher residual commissions of $8.6 million driven by gross revenue less network fees;
- the Merchant Link Acquisition in August 2019, which contributed $6.0 million more to other costs of sales for the year ended December 31, 2020 compared to the year ended December 31, 2019;
- higher capitalized customer acquisition cost amortization of $5.5 million related to deal bonuses; and
- higher capitalized software development amortization of $1.7 million;

partially offset by:

- the impact of modifying the terms and conditions of our SaaS arrangements and updating our operational procedures to account for our hardware as operating leases, which resulted in a decline of $9.1 million in costs of sales. Effective June 30, 2020, equipment leased to merchants is capitalized as a fixed asset, whereas, prior to June 30, 2020, these arrangements were accounted for as sales-type leases and expensed when deployed.

General and administrative expenses

General and administrative expenses were $180.0 million for the year ended December 31, 2020, compared to $117.1 million for the year ended December 31, 2019, an increase of $62.9 million or 53.7% The increase was primarily due to equity-based compensation expense of $66.2 million, partially offset by $21.6 million in non-cash adjustments for contingent liability valuations and deferred compensation arrangements. See Note 22 in the notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K/A for more information on equity-based compensation and Note 14 in the notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K/A for more information on these contingent liabilities. In addition, general and administrative expenses increased $11.3 million in the year ended December 31, 2020 compared to the year ended December 31, 2019 due to the Merchant Link Acquisition in August 2019.

Depreciation and amortization expense

Depreciation and amortization expense was $51.9 million for the year ended December 31, 2020, compared to $40.2 million for the year ended December 31, 2019, an increase of $11.7 million or 29.1%. The increase was primarily due to hardware provided under our SaaS arrangements being accounted for as operating leases, effective June 30, 2020, while previously they were accounted for as sales-type leases. Depreciation expense incurred for the year ended December 31, 2020 related to these operating leases were $9.8 million. See Note 5 and Note 10 in the notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K/A for more information on the change to the terms and conditions of our SaaS arrangements.

Professional fees

Professional fees were $10.7 million for the year ended December 31, 2020, compared to $10.4 million for the year ended December 31, 2019, an increase of $0.3 million or 2.9%. The increase was due to increased fees related to public company requirements and acquisition-related costs, partially offset by higher professional fees incurred in 2019 resulting from costs associated with activities to prepare for the IPO.

Advertising and marketing expenses

Advertising and marketing expenses were $4.0 million for the year ended December 31, 2020, compared to $6.3 million for the year ended December 31, 2019, a decrease of $2.3 million or 36.5% The decrease was primarily due to postponing or cancelling trade shows in 2020 as a result of the COVID-19 pandemic.

Restructuring expenses

Restructuring expenses were $0.4 million for the year ended December 31, 2020, compared to $3.8 million for the year ended December 31, 2019, a decrease of $3.4 million or 89.5%. The decrease in restructuring expenses is a result of separation costs incurred in the year ended December 31, 2019 associated with the integration of the Merchant Link Acquisition in August 2019. See Note 6 in the notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K/A for more information on restructuring expenses.

Transaction-related expenses

Transaction-related expenses were $0.8 million for the year ended December 31, 2020. These represent financing fees incurred for the debt refinancing in October 2020, which was accounted for as a debt modification.

Other operating (income) expense, net

Other operating (income) expense, net includes the impact of modifying the terms and conditions of our SaaS arrangements and updating our operational procedures. As a result, beginning June 30, 2020, hardware provided under our SaaS agreements is accounted for as an operating lease, whereas prior to June 30, 2020, these arrangements were accounted for as sales-type leases. An adjustment of $12.4 million was recorded in the second quarter of 2020 to reflect the impact of the lease modifications.

Loss on extinguishment of debt

A loss on extinguishment of debt, representing unamortized capitalized financing costs, was incurred of $16.6 million comprised of $7.1 million in connection with the pre-payment on the First Lien Term Loan Facility and the full repayment on the Second Lien Term Loan Facility in June 2020 and $9.5 million associated with the debt refinancing in October 2020. See Note 12 in the notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K/A for more information.

Other income, net

Other income, net was $0.6 million for the year ended December 31, 2020 compared to $1.0 million for year ended December 31, 2019, a decrease of $0.4 million or 40.0%. The decrease is primarily driven by unearned contingent liabilities associated with our residual commission buyout agreements.

Interest expense

Interest expense was $40.2 million for the year ended December 31, 2020, compared to $51.5 million for the year ended December 31, 2019, a decrease of $11.3 million or 21.9%. The decrease in interest expense was primarily due to the pre-payments for the First Lien and Second Lien Term Loan Facilities, as well as the repayment of the Revolving Credit Facility, in June 2020, which impacted interest expense by approximately $11.0 million. In addition, the debt refinancing in October 2020 reduced the interest rate on our First Lien Term Loan Facility from 5.50% to 4.625% on the 2026 Senior Notes, which reduced interest expense by $1.3 million. This was partially offset by the amortization of the debt discount on the 2025 Convertible Notes of $1.9 million, additional borrowings under the First Lien Term Loan Facility from refinancing of our outstanding indebtedness in October 2019 and additional borrowings under the Revolving Credit Facility during 2020 prior to the pre-payments.

Income tax provision

The effective tax rate for the year ended December 31, 2020 was 2.1%, compared to the effective tax rate for the year ended December 31, 2019 of (3.1)%.

The 2020 income tax benefit was different than the U.S. federal statutory income tax rate of 21% primarily due to the loss allocated to the noncontrolling interest, changes in the valuation allowances in the U.S. and recording a tax benefit of $0.6 million for a net operating loss carryback at Shift4 Corporation which was allowed due to the CARES Act. The 2019 income tax expense was different than the U.S. federal statutory income tax rate of 21% primarily due to Shift4 Payments, LLC being treated as a partnership and not paying income tax. The change in the effective tax rate between the periods was primarily a result of a mix of earnings between entities, the 2020 net operating loss carryback due to the CARES Act and the change in the noncontrolling interest and valuation allowance adjustment.

Net loss attributable to noncontrolling interests

Net loss attributable to noncontrolling interests of Shift4 Payments, LLC was $93.0 million for the year ended December 31, 2020. There was no net loss attributable to noncontrolling interests of Shift4 Payments, LLC for the years ended December 31, 2019

Key performance indicators and non-GAAP measures

The following table sets forth our key performance indicators and non-GAAP measures for the periods presented.

	Year Ended December 31,		
(in millions)	**2021**	**2020**	**2019**
End-to-end payment volume	$ 46,663.3	$ 24,284.4	$ 22,125.2
Gross revenue less network fees	529.0	323.0	305.5
EBITDA	55.3	10.6	59.2
Adjusted EBITDA	167.2	87.7	89.8

End-to-end payment volume

End-to-end payment volume is defined as the total dollar amount of card payments that we authorize and settle on behalf of our merchants. This volume does not include volume processed through our gateway-only merchants.

Gross revenue less network fees, EBITDA and Adjusted EBITDA

We use supplemental measures of our performance which are derived from our consolidated financial information but which are not presented in our consolidated financial statements prepared in accordance with GAAP. These non-GAAP financial measures include: gross revenue less network fees, which includes interchange and assessment fees; earnings before interest expense, income taxes, depreciation, and amortization ("EBITDA"); and Adjusted EBITDA. Gross revenue less network fees represents a key performance metric that management uses to measure changes in the mix and value derived from our customer base as we continue to execute our strategy to expand our reach to serve larger, complex merchants. For the year ended December 31, 2021, gross revenue less network fees excludes the impact of the payments to merchants, included in "Gross revenue," and payments to partners and associated expenses due to the TSYS outage, included in "Cost of sales" in our Consolidated Statements of Operations. These are nonrecurring payments that occurred outside of our day-to-day operations, and we have excluded them in order to provide more useful information to investors in the evaluation of our performance period-over-period. Adjusted EBITDA is the primary financial performance measure used by management to evaluate its business and monitor results of operations. Adjusted EBITDA represents EBITDA further adjusted for certain non-cash and other nonrecurring items that management believes are not indicative of ongoing operations. These adjustments include acquisition, restructuring and integration costs, equity-based compensation expense and other nonrecurring items. The financial impact of certain elements of these activities is often large relative to the Company's overall financial performance and can adversely affect the comparability of our operating results and investors' ability to analyze the business from period to period.

We use non-GAAP financial measures to supplement financial information presented on a GAAP basis. We believe that excluding certain items from our GAAP results allows management to better understand our consolidated financial performance from period to period and better project our future consolidated financial performance as forecasts are developed at a level of detail different from that used to prepare GAAP-based financial measures. Moreover, we believe these non-GAAP financial measures provide our stakeholders with useful information to help them evaluate our operating results by facilitating an enhanced understanding of our operating performance and enabling them to make more meaningful period to period comparisons. There are limitations to the use of the non-GAAP financial measures presented in this report. Our non-GAAP financial measures may not be comparable to similarly titled measures of other companies. Other companies, including companies in our industry, may calculate non-GAAP financial measures differently than we do, limiting the usefulness of those measures for comparative purposes.

The non-GAAP financial measures are not meant to be considered as indicators of performance in isolation from or as a substitute for net income (loss) prepared in accordance with GAAP, and should be read only in conjunction with financial information presented on a GAAP basis. Reconciliations of gross revenue less network fees, EBITDA and Adjusted EBITDA to its most directly comparable GAAP financial measure are presented below. We encourage you to review the reconciliations in conjunction with the presentation of the non-GAAP financial measures for each of the periods presented. In future fiscal periods, we may exclude such items and may incur income and expenses similar to these excluded items.

Reconciliations of gross revenue less network fees, EBITDA and Adjusted EBITDA

The tables below provide reconciliations of gross profit to gross revenue less network fees and net loss on a consolidated basis for the periods presented to EBITDA and Adjusted EBITDA.

Gross revenue less network fees:

	Year Ended December 31,		
(in millions)	2021	2020	2019
Gross revenue	$ 1,367.5	$ 766.9	$ 731.4
Less: Network fees	(861.8)	(443.9)	(425.9)
Less: Other costs of sales (exclusive of depreciation of equipment under lease)	(227.3)	(145.2)	(132.1)
	278.4	177.8	173.4
Less: Depreciation of equipment under lease	(21.8)	(9.8)	(0.2)
Gross profit (a) (b) (c)	$ 256.6	$ 168.0	$ 173.2
Gross profit (a) (b) (c)	$ 256.6	$ 168.0	$ 173.2
Add back: Other costs of sales (b)	227.3	145.2	132.1
Add back: Depreciation of equipment under lease	21.8	9.8	0.2
Add back: TSYS outage payments and associated costs (c)	23.3	—	—
Gross revenue less network fees	$ 529.0	$ 323.0	$ 305.5

(a) The determination of gross profit is inclusive of depreciation of equipment under lease that is included within Depreciation and amortization expense in the Consolidated Statements of Operations. The table reflects the determination of gross profit for all periods presented. Although gross profit is no longer presented on the Consolidated Statements of Operations, it represents the most comparable metric calculated under U.S. GAAP to non-GAAP gross revenues less network fees.

(b) The year ended December 31, 2021 includes $2.8 million of nonrecurring payments to partners associated with the TSYS outage. See *Recent developments* above and Note 5 in the notes to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K/A for more information about the TSYS outage.

(c) The year ended December 31, 2021 includes $23.1 million of nonrecurring payments to merchants associated with the TSYS outage and associated expenses of $0.2 million. See *Recent developments* above and Note 5 in the notes to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K/A for more information about the TSYS outage.

EBITDA and Adjusted EBITDA:

(in millions)	Year Ended December 31, 2021	2020	2019
Net loss	$ (74.0)	$ (111.4)	$ (56.6)
Interest expense	28.0	40.2	51.5
Income tax (benefit) provision	(3.1)	(2.4)	1.7
Depreciation and amortization expense	104.4	84.2	62.6
EBITDA	55.3	10.6	59.2
TSYS outage payments and associated costs (a)	26.3	—	—
Acquisition, restructuring and integration costs (b)	36.9	2.2	27.2
Equity-based compensation (c)	47.3	66.9	—
Impact of lease modifications (d)	—	(12.4)	—
Other nonrecurring items (e)	1.4	20.4	3.4
Adjusted EBITDA	$ 167.2	$ 87.7	$ 89.8

(a) Includes nonrecurring payments we made in the year ended December 31, 2021 to our merchants of $23.1 million and partners of $2.8 million due to the TSYS outage and other expenses incurred associated with the TSYS outage of $0.4 million. See Recent developments above and Note 5 in the notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K/A for more information about the TSYS outage.

(b) For the year ended December 31, 2021, consists primarily of expenses related to the integration of 3dcart and its rebranding as Shift4Shop of $20.8 million, acquisition-related costs incurred of $7.3 million, $3.7 million of costs associated with the Inspiration4 seat and $1.6 million of severance costs. For the year ended December 31, 2020, consists primarily of transaction expenses incurred related to the two acquisitions in the fourth quarter of 2020 of $2.1 million, change of control liabilities as a result of the IPO of $3.8 million, deferred compensation arrangements of $2.1 million, severance costs of $1.2 million, restructuring expenses of $0.4 million and transaction expenses of $0.8 million related to the October 2020 debt refinancing, partially offset by fair value adjustments to contingent liabilities of $8.2 million. For the year ended December 31, 2019, consists primarily of adjustments to contingent liabilities of $15.5 million, one-time professional fees of $6.7 million, restructuring expenses of $3.8 million, and deferred compensation arrangements of $0.9 million. See Note 6 and Note 14 in the notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K/A for more information on the restructuring expenses and contingent liability adjustments, respectively.

(c) Represents equity-based compensation expense for RSUs, including employer taxes for vested RSUs. See Note 22 in the notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K/A for more information on equity-based compensation.

(d) Effective June 30, 2020, we modified the terms and conditions of our SaaS arrangements and updated operational procedures. As a result, beginning June 30, 2020, hardware provided under our SaaS agreements is accounted for as an operating lease, whereas prior to June 30, 2020, these arrangements were accounted for as sales-type leases. This adjustment of $12.4 million represents the one-time cumulative impact of modifying the contracts effective June 30, 2020. Prior to amending the terms, the sales-type lease accounting treatment impacted EBITDA and Adjusted EBITDA negatively by $8.6 million for the year ended December 31, 2020 and $4.1 million for the year ended December 31, 2019.

(e) For the year ended December 31, 2020, primarily consists of a $16.6 million in losses on the extinguishment of debt associated with the debt pre-payments in 2020 and $1.6 million for temporary fee waivers given on certain products from March 2020 through June 2020 as a result of COVID-19. See Note 12 in the notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K/A for more information on the losses on the extinguishment of debt. Also includes fees to the Continuing Equity Owners for consulting and managing services through the date of the IPO of $0.8 million and $2.0 million for the years ended December 31, 2020 and 2019, respectively. These fees are not required to be paid subsequent to the IPO. See Note 17 in the notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K/A for more information about these related party transactions.

Liquidity and capital resources

Overview

We have historically sourced our liquidity requirements primarily with cash flow from operations and, when needed, with borrowings under our Credit Facilities or equity transactions. The principal uses for liquidity have been debt service, capital expenditures (including research and development) and funds required to finance acquisitions. Given the impact the COVID-19 pandemic has had on the restaurant and hospitality industries, we continue to evaluate and take action, as necessary, to preserve adequate liquidity and ensure we can continue to operate during these uncertain times.

We do not intend to pay cash dividends on our Class A common stock in the foreseeable future. Shift4 Payments, Inc. is a holding company that does not conduct any business operations of its own. As a result, Shift4 Payments, Inc.'s ability to pay cash dividends on its common stock, if any, is dependent upon cash dividends and distributions and other transfers from Shift4 Payments, LLC. The amounts available to Shift4 Payments, Inc. to pay cash dividends are subject to the covenants and distribution restrictions in its subsidiaries' agreements governing its indebtedness, including covenants in such agreements providing that the payments of dividends or other distributions are subject to annual limitations based on our market capitalization.

The following table sets forth summary cash flow information for the periods presented.

	Year Ended December 31,		
(in millions)	2021	2020	2019
Net cash provided by operating activities (a) (b)	$ 3.0	$ 4.0	$ 8.0
Net cash used in investing activities (a) (b)	(170.5)	(82.7)	(80.1)
Net cash provided by financing activities	471.2	1,002.8	71.0
Change in cash and cash equivalents	$ 303.7	$ 924.1	$ (1.1)

(a) Amounts are restated. See Note 3 for more information.

(b) Effective June 30, 2020, we modified the terms and conditions of our SaaS arrangements and updated our operational procedures. As a result, hardware provided to our merchants is accounted for as an operating lease, whereby the cost of the equipment is included in investing activities when purchased and the depreciation of the equipment under lease is included in operating activities. Prior to June 30, 2020, this hardware was treated as a sales-type lease, in which the hardware was expensed when shipped and included in operating activities. To provide comparability, if this equipment had been accounted for as an operating lease for the period January 1, 2020 through June 29, 2020, net cash provided by operating leases for the year ended December 31, 2020 would be higher by $9.3 million, with a corresponding decrease to investing activities. If this equipment had been accounted for as an operating lease for the year ended December 31, 2019, net cash provided by operating activities for the year ended December 31, 2019 would be higher by $13.7 million, with a corresponding decrease to investing activities.

Operating activities

Net cash provided by operating activities consists of net loss adjusted for certain non-cash items and changes in other assets and liabilities.

For the year ended December 31, 2021, net cash provided by operating activities of $3.0 million is primarily a result of:

- net loss of $74.0 million, which includes $25.8 million of nonrecurring payments to our merchants and partners due to the TSYS outage and associated costs incurred in the third and fourth quarters of 2021, adjusted for non-cash expenses, including depreciation and amortization of $104.4 million, equity-based compensation of $40.8 million, provision for bad debts of $11.3 million; plus
- changes in operating assets and liabilities of $(84.0) million, which is primarily a result of $37.8 million of funds deposited in our sponsor bank merchant settlement account to facilitate gross card transaction deposits for those customers we bill on a monthly, versus a daily basis, $26.2 million of capitalized customer acquisition costs, and $20.9 million of interest payments on outstanding debt, offset by working capital fluctuations.

For the year ended December 31, 2020, net cash provided by operating activities of $4.0 million is primarily a result of:

- net loss of $111.4 million adjusted for non-cash expenses, including equity-based compensation of $66.2 million, depreciation and amortization of $84.2 million, cumulative impact of modifying our lease contracts of $(12.4) million, loss on extinguishment of debt of $16.6 million, revaluation of contingent liabilities of $(6.1) million, provision for bad debts of $7.7 million and amortization of capitalized financing costs and debt discount of $5.4 million; plus
- changes in operating assets and liabilities of $(45.4) million, which is primarily a result of $19.4 million of capitalized customer acquisition costs, $15.5 million of funds deposited in our sponsor bank merchant settlement account to facilitate gross card transaction deposits for those customers we bill on a monthly, versus a daily basis, and a $5.6 million reduction in interest payable on our long-term debt at December 31, 2020 as compared to December 31, 2019.

For the year ended December 31, 2019, net cash provided by operating activities of $8.0 million is primarily a result of:

- net loss of $56.6 million adjusted for non-cash expenses, including depreciation and amortization of $62.6 million, revaluation of contingent liabilities of $15.5 million, and amortization of capitalized financing costs of $4.0 million; less
- changes in operating assets and liabilities of $(24.7) million, which is primarily a result of $18.7 million of capitalized customer acquisition costs.

Investing activities

Net cash used in investing activities includes cash paid for acquisitions, purchases of future commission streams of our software partners, purchases of property and equipment, purchases of equipment to be leased, and capitalized software development costs.

Net cash used in investing activities was $170.5 million for the year ended December 31, 2021, an increase of $87.8 million compared to net cash used in investing activities of $82.7 million for the year ended December 31, 2020. This increase is primarily the result of:

- the acquisition of VenueNext Inc. in March 2021 for $68.5 million in aggregate purchase consideration, including $40.6 million in cash, net of cash acquired of $1.6 million;
- higher purchases for equipment to be leased of $31.4 million;
- investments in non-marketable securities of $30.5 million, including investments in SpaceX of $27.5 million;
- the acquisition of Postec Inc. in September 2021 for $14.3 million in cash, net of cash acquired of $1.4 million;
- higher capitalized software development costs of $11.3 million; and
- higher residual commission buyouts of $6.5 million;

partially offset by:

- the acquisition of 3dcart in November 2020 for $40.2 million, net of cash acquired of $0.3 million; and
- the acquisition of a Hospitality Technology Vendor in October 2020 for $10.5 million, net of cash acquired of $0.6 million.

Net cash used in investing activities was $82.7 million for the year ended December 31, 2020, an increase of $2.6 million compared to net cash used in investing activities of $80.1 million for the year ended December 31, 2019. This increase is primarily the result of:

- the acquisition of 3dcart in November 2020 for $40.2 million, net of cash acquired of $0.3 million; plus,
- the acquisition of a Hospitality Technology Vendor in October 2020 for $10.5 million, net of cash acquired of $0.6 million; and
- $14.5 million in purchases for equipment to be leased;

partially offset by:

- the acquisition of Merchant Link in August 2019 for $64.0 million, net of cash acquired of $3.8 million.

Financing activities

Net cash provided by financing activities was $471.2 million for the year ended December 31, 2021, a decrease of $531.6 million compared to net cash provided by financing activities of $1,002.8 million for the year ended December 31, 2020. This decrease was primarily a result of:

- the IPO, concurrent private placement and September Follow-on Offering net proceeds of approximately $557.6 million after deducting underwriting discounts, commissions and offering costs paid in the year ended December 31, 2020;
- the net proceeds from the 2025 Convertible Notes of $673.6 million in the year ended December 31, 2020;
- the net proceeds from the 2026 Senior Notes of $442.8 million in the year ended December 31, 2020;
- $125.6 million in employee taxes paid on vested RSUs in the year ended December 31, 2021; and
- payments for the repurchase of common stock of $19.5 million in the year ended December 31, 2021;

partially offset by:

- the repayments of our First Lien Term Loan Facility and our Second Lien Term Loan Facility during the year ended December 31, 2020, totaling $639.8 million; and

- the net proceeds from the 2027 Convertible Notes of $617.7 million in the year ended December 31, 2021.

Net cash provided by financing activities was $1,002.8 million for the year ended December 31, 2020, an increase of $931.8 million, compared to net cash provided by financing activities of $71.0 million for the year ended December 31, 2019. This increase was primarily a result of:

- the IPO, concurrent private placement and September Follow-on Offering net proceeds of approximately $557.6 million after deducting underwriting discounts, commissions and offering costs paid in the year ended December 31, 2020;
- the net proceeds from the 2025 Convertible Notes of $673.6 million in the year ended December 31, 2020; and
- the net proceeds from the 2026 Senior Notes of $442.8 million in the year ended December 31, 2020;

partially offset by:

- the repayments of our First Lien Term Loan Facility and our Second Lien Term Loan Facility during the year ended December 31, 2020, totaling $639.8 million;
- the net repayment of $21.0 million on the Revolving Credit Facility during the year ended December 31, 2020; and
- the net proceeds from the First Lien Term Loan Facility during the year ended December 31, 2019 of $90.0 million.

Convertible Notes, Senior Notes and Credit Facilities

As of December 31, 2021, we had $1,772.5 million total principal amount of debt outstanding, including $690.0 million of 2025 Convertible Notes, $632.5 million of 2027 Convertible Notes and $450.0 million of 2026 Senior Notes.

Convertible Notes Offering – 2027 Notes

In July 2021, Shift4 Payments, Inc. issued an aggregate principal amount of $632.5 million of 2027 Convertible Notes to qualified institutional buyers in an offering exempt from registration under the Securities Act. We received net proceeds, after deducting initial purchasers' discounts and estimated offering expenses, of approximately $617.7 million from the offering of the 2027 Convertible Notes. The net proceeds of the 2027 Convertible Notes Offering, together with cash on hand, will be used for general corporate purposes. The 2027 Convertible Notes will mature on August 1, 2027, unless earlier repurchased, redeemed or converted, and accrue interest at a rate of 0.50% per year. Interest on the 2027 Convertible Notes is payable semi-annually in arrears on each February 1 and August 1, commencing on February 1, 2022. We will settle conversions by paying in cash up to the principal amount of the 2027 Convertible Notes with any excess to be paid or delivered, as the case may be, in cash or shares of Class A common stock or a combination of both at our election, based on the conversion rate. The initial conversion rate is 8.1524 shares of Class A common stock per $1,000 principal amount of 2027 Convertible Notes (equivalent to an initial conversion price of approximately $122.66 per share of Class A common stock), subject to adjustment upon the occurrence of specified events. None of the specified events for the conversion of the 2027 Convertible Notes occurred as of December 31, 2021. See Note 12 in the notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K/A for more information.

Convertible Notes Offering – 2025 Notes

In December 2020, Shift4 Payments, Inc. issued an aggregate principal amount of $690.0 million of 2025 Convertible Notes, to qualified institutional buyers in an offering exempt from registration under the Securities Act. We received net proceeds, after deducting initial purchasers' discounts and estimated offering expenses, of approximately $673.6 million from the 2025 Convertible Notes Offering. The net proceeds of the 2025 Convertible Notes Offering, together with cash on hand, will be used for general corporate purposes. The 2025 Convertible Notes do not bear regular interest, and the principal amount of the 2025 Convertible Notes does not accrete and will mature on December 15, 2025 unless earlier repurchased, redeemed or converted. The initial conversion rate is 12.4262 shares of Class A common stock per $1,000 principal amount of 2025 Convertible Notes (equivalent to an initial conversion price of approximately $80.48 per share of Class A common stock), subject to adjustment upon the occurrence of specified events. None of the specified events for the conversion of the 2025 Convertible Notes occurred as of December 31, 2021. See Note 12 in the notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K/A for more information.

Senior Notes Offering – 2026 Notes

In October 2020, Shift4 Payments, LLC and Shift4 Payments Finance Sub, Inc., or the Issuers, issued an aggregate $450.0 million principal amount of the 2026 Senior Notes. We received net proceeds, after deducting initial purchasers' discounts and estimated offering expenses, of approximately $442.8 million from the offering of the 2026 Senior Notes. The net proceeds of the 2026 Senior Notes offering, together with cash on hand, were used to repay all indebtedness outstanding under the First Lien Term Loan Facility. The 2026 Senior Notes mature on November 1, 2026, and accrue interest at a rate of 4.625% per year. Interest on the 2026 Senior Notes is payable semi-annually in arrears on each May 1, and November 1, commencing on May 1, 2021. The Issuers may redeem all or a portion of the 2026 Senior Notes at any time prior to November 1, 2022 at a redemption price equal to 100% of the principal amount of the 2026 Senior Notes, plus the applicable "make-whole" premium as provided in the indenture governing the 2026 Senior Notes, plus accrued and unpaid interest, if any, to, but excluding, the redemption date. At any time on or after November 1, 2022, the Issuers may redeem all or a portion of the 2026 Senior Notes at the redemption prices set forth in the indenture governing the 2026 Senior Notes, plus accrued and unpaid interest, if any, to but excluding, the date of redemption. In addition, at any time prior to November 1, 2022, the Issuers may also redeem up to 40% of the original aggregate principal amount of the 2026 Senior Notes (including any additional 2026 Senior Notes) with the proceeds of certain equity offerings, at a redemption price equal to 104.625% of the principal amount of the 2026 Senior Notes, plus accrued and unpaid interest, if any to the redemption date. The Issuers may make such redemption so long as, after giving effect to any such redemption, at least 50% of the original aggregate principal amount of the 2026 Senior Notes (including any additional 2026 Senior Notes) remains outstanding (unless all 2026 Senior Notes are redeemed concurrently) and such redemption occurs within 90 days of the closing of the applicable equity offering. See Note 12 in the notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K/A for more information.

Revolving Credit Facility

In October 2020, we fully repaid the $650.0 million of aggregate principal amount of secured term loans comprised of first lien term loans of $520.0 million due November 30, 2024 ("First Lien Term Loan Facility"), using the proceeds from the 2026 Senior Notes. The credit agreement governing the First Lien Term Loan Facility ("First Lien Credit Agreement") included a revolving credit facility that had a borrowing capacity of $90.0 million ("Revolving Credit Facility"), which previously matured on November 30, 2022.

Amended and Restated Revolving Credit Facility

In January 2021, Shift4 Payments, LLC amended and restated its First Lien Credit Agreement ("the Amended Credit Agreement") and increased the borrowing capacity under the Revolving Credit Facility to $100.0 million. The Revolving Credit Facility matures on January 29, 2026 or, if greater than $150.0 million aggregate principal amount of our 2025 Convertible Notes remains outstanding on September 15, 2025, on that date. The Amended Credit Facility requires periodic interest payments until maturity.

Loans incurred under the amended Revolving Credit Facility bear interest at our option at either the LIBO rate plus a margin ranging from 3.00% to 3.50% per year or the alternate base rate (the highest of the Federal Funds rate plus 0.50%, or the prime rate announced from time to time in The Wall Street Journal) plus a margin ranging from 2.00% to 2.50% per year ("Applicable Rate"). The Applicable Rate varies depending on our total leverage ratio (as defined in the Credit Agreement). The alternate base rate and the LIBO rate are each subject to a zero percent floor. In addition, we are required to pay a commitment fee under the Revolving Credit Facility in respect of the unutilized commitments thereunder at a rate ranging from 0.25% per year to 0.50% per year, in each case based on the total leverage ratio. We are also subject to customary letter of credit and agency fees. The Revolving Credit Facility has a borrowing capacity of $99.5 million, net of a $0.5 million letter of credit. As of December 31, 2021, we had no outstanding borrowings under the Revolving Credit Facility.

Stock Repurchases

On December 16, 2021, our board of directors authorized commencement of a stock repurchase program. The stock repurchase program authorizes us to repurchase up to $100.0 million of the Company's Class A common stock, par value $0.0001 ("Common Stock") and will expire on December 31, 2022.

Repurchases under the program may be made in the open market, in privately negotiated transactions or otherwise, with the amount and timing of repurchases depending on market conditions and corporate needs. Open market repurchases will be structured to occur within the pricing and volume requirements of Rule 10b-18. We may also, from time to time, enter into Rule 10b5-1 plans to facilitate repurchases of its shares under this authorization.

This program does not obligate us to acquire any particular amount of Common Stock and the program may be extended, modified, suspended or discontinued at any time at our discretion.

As of December 31, 2021, we repurchased 378,475 shares of Common stock for $21.1 million, including commissions paid, at an average price paid of $55.81 per share, which is recorded as "Treasury stock" on our Consolidated Balance Sheets. As of December 31, 2021, approximately $78.9 million remained available for future purchases under the program.

In January 2022, we repurchased 245,700 shares of Common stock for $13.9 million, including commissions paid, at an average price paid of $56.48 per share.

Cash requirements

Our material cash requirements include the following contractual obligations.

Debt

As of December 31, 2021, we had $1,772.5 million of fixed rate debt outstanding with maturities beginning in 2025. Future interest payments associated with the Notes total $123.1 million with $24.0 million payable within twelve months.

Leases

As of December 31, 2021, we are obligated under non-cancellable operating leases for our premises, which expire through November 2030. Rent expense incurred under operating leases, which totaled $6.1 million for the year ended December 31, 2021, is included in "General and administrative expenses" in our consolidated statements of operations.

Critical accounting policies

Our discussion and analysis of our historical financial condition and results of operations for the periods described is based on our consolidated financial statements which have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The preparation of these historical financial statements in conformity with U.S. GAAP requires management to make estimates, assumptions and judgments in certain circumstances that affect the reported amounts of assets, liabilities and contingencies as of the date of the financial statements and the reported amounts of revenue and expenses during the reporting periods. We evaluate our assumptions and estimates on an ongoing basis. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Additionally, the full impact of the COVID-19 pandemic is unknown and cannot be reasonably estimated. However, we have made accounting estimates for our allowance for doubtful accounts, valuation of our contingent liabilities, other intangible assets and goodwill based on the facts and circumstances available as of the reporting date. Actual results may differ from these estimates under different assumptions or conditions.

We have provided a summary of our significant accounting policies in Note 2 in the notes to the consolidated financial statements. The following critical accounting discussion pertains to accounting policies management believes are most critical to the portrayal of our historical financial condition and results of operations and that require significant, difficult, subjective or complex judgments. Other companies in similar businesses may use different estimation policies and methodologies, which may impact the comparability of our financial condition, results of operations and cash flows to those of other companies.

Revenue recognition

Application of the accounting principles in U.S. GAAP related to the measurement and recognition of revenue requires us to make judgments and estimates. Complex arrangements with nonstandard terms and conditions may require significant contract interpretation to determine the appropriate accounting. Specifically, the determination of whether we are a principal to a transaction or an agent can require considerable judgment. We have concluded that we are the principal in our payment processing arrangements as we control the service on our payments platform, which is transformative in nature and allows for front-end and back-end risk mitigation, merchant portability, third party software integrations, and enhanced reporting functionality. We also contract directly with our merchants and have complete pricing latitude on the processing fees charged to our merchants. As such, we bear the credit risk for network fees and transactions charged back to the merchant. For our SaaS arrangements, we allocate revenue to each performance obligation based on its relative standalone selling price, which is based on the fair value of each product and service. Changes in judgments with respect to these assumptions and estimates could impact the amount of revenue recognized.

Business combinations

Upon acquisition of a company, we determine if the transaction is a business combination, which is accounted for using the acquisition method of accounting. Under the acquisition method, once control is obtained of a business, the assets acquired, and liabilities assumed, including amounts attributed to noncontrolling interests, are recorded at fair value. We use our best estimates and assumptions to assign fair value to the tangible and intangible assets acquired and liabilities assumed at the acquisition date. One of the most significant estimates relates to the determination of the fair value of these assets and liabilities. The determination of the fair values is based on estimates and judgments made by management. Our estimates of fair value are based upon assumptions we believe to be reasonable, but which are inherently uncertain and unpredictable. Measurement period adjustments are reflected at the time identified, up through the conclusion of the measurement period, which is the time at which all information for determination of the values of assets acquired and liabilities assumed is received, and is not to exceed one year from the acquisition date. We may record adjustments to the fair value of these tangible and intangible assets acquired and liabilities assumed, with the corresponding offset to goodwill.

Additionally, uncertain tax positions and tax-related valuation allowances are initially recorded in connection with a business combination as of the acquisition date. We continue to collect information and reevaluate these estimates and assumptions periodically and record any adjustments to preliminary estimates to goodwill, provided we are within the measurement period. If outside of the measurement period, any subsequent adjustments are recorded to the consolidated statement of operations.

Goodwill and intangible assets

We perform a goodwill impairment test annually at October 1 and whenever events or circumstances make it more likely than not that impairment may have occurred. We have determined that our business comprises one reporting unit. We have the option to first assess qualitative factors to determine whether events or circumstances indicate it is more likely than not that the fair value of a reporting unit is greater than its carrying amount, in which case a quantitative impairment test is not required.

Intangible assets with finite lives are amortized over their estimated useful life on a straight-line basis. We monitor conditions related to these assets to determine whether events and circumstances warrant a revision to the remaining amortization or depreciation period. We test these assets for potential impairment whenever our management concludes events or changes in circumstances indicate that the carrying amount may not be recoverable. The original estimate of an asset's useful life and the impact of an event or circumstance on either an asset's useful life or carrying value involve significant judgment regarding estimates of the future cash flows associated with each asset.

Tax receivable agreement

We entered into a TRA with Shift4 Payments, LLC, each of the Continuing Equity Owners and each of the Blocker Shareholders that will provide for the payment by Shift4 Payments, Inc. to the Continuing Equity Owners of 85% of the amount of certain tax benefits, if any, that Shift4 Payments Inc. actually realizes or in some circumstances is deemed to realize in its tax reporting, as a result of (1) the increases in our share of the tax basis of assets of Shift4 Payments, LLC resulting from any redemptions of LLC Interests from the Continuing Equity Owners, (2) our utilization of certain tax attributes of the Blocker Companies and (3) certain other tax benefits related to making our payments under the TRA.

In addition to tax expenses, we will also make payments under the TRA, which we expect to be significant. We will account for the income tax effects and corresponding TRA's effects resulting from future taxable purchases or redemptions of LLC Interests of the Continuing LLC Owners by us or Shift4 Payments, LLC or the Blocker Shareholders by recognizing an increase in our deferred tax assets, based on enacted tax rates at the date of the purchase or redemption. Further, we will evaluate the likelihood that we will realize the benefit represented by the deferred tax asset and, to the extent that we estimate that it is more likely than not that we will not realize the benefit, we will reduce the carrying amount of the deferred tax asset with a valuation allowance. The amounts to be recorded for both the deferred tax assets and the liability for our obligations under the TRA will be estimated at the time of any purchase or redemption as a reduction to shareholders' equity, and the effects of changes in any of our estimates after this date will be included in net income (loss). Similarly, the effect of subsequent changes in the enacted tax rates will be included in net income (loss). Judgement is required in assessing the future tax consequences of events that have been recognized in Shift4 Payments, Inc.'s financial statements. A change in our assessment of such consequences, such as realization of deferred tax assets, changes in tax laws or interpretations thereof could materially impact our results. As we currently do not generate taxable income, the consolidated financial statements assume that no payments under the TRA will be made.

Noncontrolling Interests

After the Reorganization Transactions, we are the sole managing member of Shift4 Payments, LLC. We have the majority of the voting interest in and control the management of Shift4 Payments, LLC. As a result, we consolidate the financial results of Shift4 Payments, LLC and report a noncontrolling interest related to the interests in Shift4 Payments, LLC held by the Continuing Equity Owners on our consolidated balance sheet.

New accounting pronouncements

For information regarding new accounting pronouncements, and the impact of these pronouncements on our consolidated financial statements, if any, refer to Note 2 to the consolidated financial statements.

JOBS Act

Prior to December 31, 2021, we were an EGC as defined by the JOBS Act. The JOBS Act provides that an EGC can take advantage of the extended transition period for complying with new or revised accounting standards. This allows an EGC to delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We had elected to avail ourselves of this exemption prior to December 31, 2021, when we were an EGC, and as a result, our financial statements prior to that date may not have been comparable to the financial statements of issuers who are required to comply with the effective dates for new or revised accounting standards that are applicable to public companies. As of December 31, 2021, we are no longer an EGC.

Subject to certain conditions, as an EGC we also were able to rely on certain of the exemptions and reduced reporting requirements of the JOBS Act, including without limitation, from providing an auditor's attestation report on our system of internal control over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act of 2002 and from complying with any requirement that may be adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation or a supplement to the auditor's report providing additional information about the audit and the financial statements, known as the auditor discussion and analysis. Because we no longer qualify as an EGC, we are no longer able to take advantage of the extended transition period for the adoption of certain accounting standards or of the reduced disclosure and other benefits available to EGCs, including our exemption from providing our auditor's attestation on our system of internal control over financial reporting, which is included in this Annual Report on Form 10-K/A.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our future income, cash flows and fair values relevant to financial instruments are subject to risks relating to interest rates.

As of December 31, 2021, we had approximately $1,772.5 million of fixed rate debt outstanding pursuant to the Notes with a fair value of $1,757.6 million, none of which was subject to an interest rate hedge. Since these notes bear interest at fixed rates, they do not result in any financial statement risk associated with changes in interest rates. However, the fair value of these notes fluctuates when interest rates change.

We also have a Revolving Credit Facility available to us with available borrowing capacity of $99.5 million, net of a $0.5 million letter of credit. We are obligated to pay interest on loans under the Revolving Credit Facility as well as other customary fees, including an upfront fee and an unused commitment fee based on our debt rating. Borrowings under the Revolving Credit Facility, if any, bear interest at floating rates. As a result, we are exposed to the risk related to fluctuations in interest rate to the extent of our borrowings. As of December 31, 2021 and 2020, we had no amounts outstanding under the Revolving Credit Facility. See "Liquidity and capital resources" in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of this Annual Report on Form 10-K/A and Note 12 in the notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K/A for more information.

Item 8: Financial Statements and Supplementary Data

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Shift4 Payments, Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Shift4 Payments, Inc. and its subsidiaries (the "Company") as of December 31, 2021 and 2020, and the related consolidated statements of operations, of changes in redeemable preferred units and stockholders'/members' equity (deficit) and of cash flows for each of the three years in the period ended December 31, 2021, including the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2021, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2021 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company did not maintain, in all material respects, effective internal control over financial reporting as of December 31, 2021, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO because a material weakness in internal control over financial reporting existed as of that date related to a lack of an effectively designed control activity over the classification of customer acquisition costs within the consolidated statements of cash flows.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis. The material weakness referred to above is described in Management's Annual Report on Internal Control over Financial Reporting appearing under Item 9A. We considered this material weakness in determining the nature, timing, and extent of audit tests applied in our audit of the 2021 consolidated financial statements, and our opinion regarding the effectiveness of the Company's internal control over financial reporting does not affect our opinion on those consolidated financial statements.

Restatement of Previously Issued Financial Statements and Management's Conclusion Regarding Internal Control over Financial Reporting

As discussed in Note 3 to the consolidated financial statements, the Company has restated its 2021, 2020, and 2019 financial statements to correct errors. Management and we previously concluded that the Company maintained effective internal control over financial reporting as of December 31, 2021. However, management has subsequently determined that a material weakness in internal control over financial reporting existed as of that date related to a lack of an effectively designed control activity over the classification of customer acquisition costs within the consolidated statements of cash flows. Accordingly, management's report has been restated and our present opinion on internal control over financial reporting, as presented herein, is different from that expressed in our previous report.

Changes in Accounting Principle

As discussed in Note 2 and Note 5 to the consolidated financial statements, the Company changed the manner in which it accounts for leases and the manner in which it accounts for convertible instruments and contracts in an entity's own equity in 2021 and the manner in which it accounts for revenue from contracts with customers in 2019.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Annual Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Acquisition of VenueNext Inc. - Valuation of Customer Relationships and Developed Technology Intangible Assets

As described in Note 4 to the consolidated financial statements, on March 3, 2021, the Company completed the acquisition of VenueNext Inc. for total purchase consideration, net of cash acquired, of $66.9 million. Other intangible assets acquired as part of the acquisition of $19.8 million consist of definite-lived intangible assets, with a significant portion related to customer relationships and developed technology. The fair values of these intangible assets were estimated by management under the income approach using either the relief-from-royalty method for developed technology or the multi-period excess earnings method for the customer relationships. Management's estimates of fair value are based upon assumptions related to projected revenues and earnings before interest expense, income taxes, depreciation, and amortization ("EBITDA") margins.

The principal considerations for our determination that performing procedures relating to the valuation of the acquired customer relationships and developed technology intangible assets from the VenueNext Inc. acquisition is a critical audit matter are (i) the significant judgment by management when determining the fair values of the customer relationships and developed technology intangible assets acquired; (ii) a high degree of auditor judgment, subjectivity, and effort in performing procedures and evaluating management's significant assumptions related to projected revenues and EBITDA margins; and (iii) the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the acquisition accounting, including controls over management’s valuation of the customer relationships and developed technology intangible assets. These procedures also included, among others (i) reading the purchase agreement; (ii) testing management’s process for determining the fair values of the customer relationships and developed technology intangible assets acquired; (iii) evaluating the appropriateness of the relief-from-royalty method and the multi-period excess earnings method; (iv) testing the completeness and accuracy of the underlying data used in the relief-from-royalty method and the multi-period excess earnings method; and (v) evaluating the reasonableness of the significant assumptions used by management related to projected revenues and EBITDA margins. Evaluating management’s significant assumptions related to projected revenues and EBITDA margins involved evaluating whether the significant assumptions used by management were reasonable considering (i) the current and past performance of VenueNext Inc.; (ii) the consistency with external market and industry data; and (iii) whether these significant assumptions were consistent with evidence obtained in other areas of the audit. Professionals with specialized skill and knowledge were used to assist in evaluating the appropriateness of the relief-from-royalty method and the multi-period excess earnings method.

/s/ PricewaterhouseCoopers LLP
Philadelphia, Pennsylvania

March 1, 2022, except for the effects of the restatement discussed in Note 3 to the consolidated financial statements and the matter discussed in the fourth paragraph of Management’s Annual Report on Internal Control over Financial Reporting, as to which the date is November 8, 2022

We have served as the Company’s auditor since 2016.

SHIFT4 PAYMENTS, INC.
CONSOLIDATED BALANCE SHEETS
(in millions, except share and per share amounts)

	December 31,	
	2021	2020
Assets		
Current assets		
Cash and cash equivalents	$ 1,231.5	$ 927.8
Accounts receivable, net of allowance for doubtful accounts of $ 8.0 in 2021 ($5.7 in 2020)	205.9	92.7
Inventory	3.5	1.5
Contract assets (Note 5)	0.3	—
Prepaid expenses and other current assets (Note 13)	12.4	11.5
Total current assets	1,453.6	1,033.5
Noncurrent assets		
Goodwill (Note 7)	537.7	477.0
Other intangible assets, net (Note 8)	188.5	186.3
Capitalized customer acquisition costs, net (Note 9)	35.1	30.2
Equipment for lease, net (Note 10)	58.4	36.6
Property, plant and equipment, net (Note 11)	18.4	15.1
Right-of-use assets (Note 16)	18.5	—
Investments in securities (Note 2)	30.5	—
Other noncurrent assets	1.9	0.6
Total noncurrent assets	889.0	745.8
Total assets	$ 2,342.6	$ 1,779.3
Liabilities and Stockholders' Equity		
Current liabilities		
Current portion of debt (Note 12)	$ —	$ 0.9
Accounts payable	121.1	60.6
Accrued expenses and other current liabilities (Note 13)	42.9	30.1
Deferred revenue (Note 5)	15.0	7.8
Current lease liabilities (Note 16)	4.8	—
Total current liabilities	183.8	99.4
Noncurrent liabilities		
Long-term debt (Note 12)	1,738.5	1,005.4
Deferred tax liability (Note 15)	0.3	2.8
Noncurrent lease liabilities (Note 16)	17.9	—
Other noncurrent liabilities (Note 6)	2.4	1.7
Total noncurrent liabilities	1,759.1	1,009.9
Total liabilities	1,942.9	1,109.3
Commitments and contingencies (Note 18)		
Stockholders' equity (Note 20)		
Preferred stock, $0.0001 par value, 20,000,000 shares authorized at December 31, 2021 and 2020, none issued and outstanding	—	—
Class A common stock, $0.0001 par value per share, 300,000,000 shares authorized, 51,793,127 and 39,737,950 shares issued and outstanding at December 31, 2021 and 2020, respectively	—	—
Class B common stock, $0.0001 par value per share, 100,000,000 shares authorized, 26,272,654 and 30,625,857 shares issued and outstanding at December 31, 2021 and 2020, respectively	—	—
Class C common stock, $0.0001 par value per share, 100,000,000 shares authorized, 5,035,181 and 10,188,852 shares issued and outstanding at December 31, 2021 and 2020, respectively	—	—
Additional paid-in capital	619.2	738.3
Treasury stock, at cost; 378,475 shares and no shares repurchased at December 31, 2021 and 2020, respectively	(21.1)	—
Retained deficit	(325.3)	(278.7)
Total stockholders' equity attributable to Shift4 Payments, Inc.	272.8	459.6
Noncontrolling interests (Note 21)	126.9	210.4
Total stockholders' equity	399.7	670.0
Total liabilities and stockholders' equity	$ 2,342.6	$ 1,779.3

See accompanying notes to consolidated financial statements.

SHIFT4 PAYMENTS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(in millions, except share and per share amounts)

	Year Ended December 31,		
	2021	2020	2019
Gross revenue (a)	$ 1,367.5	$ 766.9	$ 731.4
Cost of sales (exclusive of depreciation and amortization expense shown separately below) (b)	(1,089.1)	(589.1)	(558.0)
General and administrative expenses	(219.5)	(180.0)	(117.1)
Depreciation and amortization expense (c)	(62.2)	(51.9)	(40.2)
Professional fees	(16.8)	(10.7)	(10.4)
Advertising and marketing expenses	(28.9)	(4.0)	(6.3)
Restructuring expenses (Note 6)	(0.2)	(0.4)	(3.8)
Transaction-related expenses (Note 13)	—	(0.8)	—
Other operating income, net (Note 5)	—	12.4	—
Loss from operations	(49.2)	(57.6)	(4.4)
Loss on extinguishment of debt (Note 12)	(0.2)	(16.6)	—
Other income, net	0.3	0.6	1.0
Interest expense	(28.0)	(40.2)	(51.5)
Loss before income taxes	(77.1)	(113.8)	(54.9)
Income tax benefit (provision) (Note 15)	3.1	2.4	(1.7)
Net loss (d)	(74.0)	(111.4)	$ (56.6)
Net loss attributable to noncontrolling interests (e)	(25.8)	(93.0)	
Net loss attributable to Shift4 Payments, Inc. (f)	$ (48.2)	$ (18.4)	
Basic and diluted net loss per share: (g)			
Class A net loss per share - basic and diluted	$ (0.89)	$ (0.43)	
Class A weighted average common stock outstanding - basic and diluted	47,594,839	28,148,355	
Class C net loss per share - basic and diluted	$ (0.89)	$ (0.43)	
Class C weighted average common stock outstanding - basic and diluted	7,329,534	16,882,903	

(a) For the year ended December 31, 2021, includes $ 23.1 million of payments to merchants associated with the TSYS outage, which are recorded as contra revenue and reflected as a reduction of "Gross revenue." See Note 5 for more information.
(b) For the year ended December 31, 2021, includes $ 2.8 million of payments to partners associated with the TSYS outage. See Note 5 for more information.
(c) Depreciation and amortization expense includes depreciation of equipment under lease of $ 21.8 million, $9.8 million, and $0.2 million for the years ended December 31, 2021, 2020, and 2019, respectively.
(d) Net loss is equal to comprehensive loss.
(e) Net loss attributable to noncontrolling interests is equal to comprehensive loss attributable to noncontrolling interests for the years ended December 31, 2021 and 2020. For the year ended December 31, 2020, this includes the net loss for the period January 1, 2020 through June 4, 2020, the date the Securities and Exchange Commission ("SEC") declared effective the Company's Registration Statement on S-1 filed in connection with its IPO. See Note 1 for more information.
(f) Net loss attributable Shift4 Payments, Inc. is equal to comprehensive loss attributable to Shift4 Payments, Inc. for the years ended December 31, 2021 and 2020.
(g) The amounts for the year ended December 31, 2020 represent basic and diluted net loss per share of Class A and Class C common stock and weighted average shares of Class A and Class C common stock outstanding for the period from June 5, 2020 through December 31, 2020, the period following the Reorganization Transactions and Shift4 Payments, Inc.'s initial public offering described in Note 1. See Note 23 for additional information on basic and diluted net loss per share.

See accompanying notes to consolidated financial statements.

SHIFT4 PAYMENTS, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN REDEEMABLE PREFERRED UNITS AND STOCKHOLDERS'/MEMBERS' EQUITY (DEFICIT)
(in millions, except unit and share amounts)

	Redeemable Preferred Units		Class A Common Units		Class B Common Units		Class A Common Stock		Class B Common Stock		Class C Common Stock		Additional paid-in capital	Treasury Stock		Members' Equity	Retained Deficit	Non-controlling Interests	Total equity (deficit)
	Units	Amount	Units	Amount	Units	Amount	Shares	Amount	Shares	Amount	Shares	Amount		Shares	Amount				
Balances at December 31, 2018	430	$ 43.0	100,000	$ —	1,010	$ 0.3	—	$ —	—	$ —	—	$ —	$ —	—	$ —	$ 154.4	$ (118.8)	$ —	$ 35.9
Net loss	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	(56.6)	—	(56.6)
Capital distributions	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	(0.2)	—	—	(0.2)
Preferred return on redeemable preferred units	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	(5.0)	—	—	(5.0)
Cumulative effect of ASC 606 adoption	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	(7.0)	—	(7.0)
Balances at December 31, 2019	430	$ 43.0	100,000	$ —	1,010	$ 0.3	—	$ —	—	$ —	—	$ —	$ —	—	$ —	$ 149.2	$ (182.4)	$ —	$ (32.9)
Net loss prior to Reorganization Transactions, IPO and concurrent private placement	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	(77.9)	—	(77.9)
Capital distributions	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	(0.5)	—	—	(0.5)
Preferred return on redeemable preferred units	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	(2.1)	—	—	(2.1)
Balances at June 4, 2020 prior to Reorganization Transactions, IPO and concurrent private placement	430	$ 43.0	100,000	$ —	1,010	$ 0.3	—	$ —	—	$ —	—	$ —	$ —	—	$ —	$ 146.6	$ (260.3)	$ —	$ (113.4)
Reorganization transactions	(430)	(43.0)	(100,000)	—	(1,010)	(0.3)	528,150	—	39,204,989	—	15,513,817	—	189.9	—	—	(146.6)	—	—	43.0
Net loss	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	(18.4)	(15.1)	(33.5)
Preferred dividends settled with LLC interests	—	—	—	—	—	—	—	—	—	—	—	—	2.3	—	—	—	—	—	2.3
Issuance of common stock in IPO and concurrent private placement	—	—	—	—	—	—	17,250,000	—	—	—	4,625,346	—	462.6	—	—	—	—	—	462.6
Allocation of equity to noncontrolling interests	—	—	—	—	—	—	—	—	—	—	—	—	(209.5)	—	—	—	—	209.5	—
Allocation of equity to noncontrolling interests from September Follow-on Offering	—	—	—	—	—	—	—	—	—	—	—	—	(45.7)	—	—	—	—	45.7	—
Issuance of Class A common stock for change of control contingent liabilities	—	—	—	—	—	—	915,503	—	—	—	—	—	21.1	—	—	—	—	—	21.1
Issuance of restricted stock units for change of control contingent liabilities	—	—	—	—	—	—	—	—	—	—	—	—	2.1	—	—	—	—	—	2.1
Issuance of Class A common stock in connection with September Follow-on Offering	—	—	—	—	—	—	2,000,000	—	—	—	—	—	93.1	—	—	—	—	—	93.1
Exchange of shares held by Searchlight	—	—	—	—	—	—	18,529,443	—	(8,579,132)	—	(9,950,311)	—	35.7	—	—	—	—	(35.7)	—
Issuance of Class A common stock for 3dcart Acquisition	—	—	—	—	—	—	380,879	—	—	—	—	—	11.5	—	—	—	—	7.7	19.2
Equity-based compensation	—	—	—	—	—	—	—	—	—	—	—	—	65.9	—	—	—	—	—	65.9
Vesting of restricted stock units, net of tax withholding	—	—	—	—	—	—	133,975	—	—	—	—	—	(2.2)	—	—	—	—	(1.7)	(3.9)
Conversion feature of convertible senior notes, due 2025	—	—	—	—	—	—	—	—	—	—	—	—	111.5	—	—	—	—	—	111.5
Balances at December 31, 2020	—	$ —	—	$ —	—	$ —	39,737,950	$ —	30,625,857	$ —	10,188,852	$ —	$ 738.3	—	$ —	$ —	$ (278.7)	$ 210.4	$ 670.0
Net loss	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	(48.2)	(25.8)	(74.0)
Cumulative effect of ASC 2020-06 adoption	—	—	—	—	—	—	—	—	—	—	—	—	(111.5)	—	—	—	1.6	—	(109.9)
Issuance of Class A common stock and fair value of equity-based compensation awards assumed in connection with VenueNext acquisition	—	—	—	—	—	—	341,924	—	—	—	—	—	13.5	—	—	—	—	12.8	26.3
Transfer from Founder of right associated with Inspiration4 seat	—	—	—	—	—	—	—	—	—	—	—	—	1.3	—	—	—	—	0.8	2.1
Exchange of shares held by Continuing Equity Owners	—	—	—	—	—	—	9,506,874	—	(4,353,203)	—	(5,153,671)	—	23.2	—	—	—	—	(23.2)	—
Repurchases of Class A common stock to treasury stock	—	—	—	—	—	—	—	—	—	—	—	—	4.2	(378,475)	(21.1)	—	—	(4.2)	(21.1)
Equity-based compensation	—	—	—	—	—	—	—	—	—	—	—	—	40.8	—	—	—	—	—	40.8
Vesting of restricted stock units, net of tax withholding	—	—	—	—	—	—	2,206,379	—	—	—	—	—	(90.6)	—	—	—	—	(43.9)	(134.5)
Balances at December 31, 2021	—	$ —	—	$ —	—	$ —	51,793,127	$ —	26,272,654	$ —	5,035,181	$ —	$ 619.2	(378,475)	$ (21.1)	$ —	$ (325.3)	$ 126.9	$ 399.7

See accompanying notes to consolidated financial statements.

SHIFT4 PAYMENTS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in millions)

	Year Ended December 31,		
	2021	2020	2019
Operating activities	As Restated	As Restated	As Restated
Net loss	$ (74.0)	$ (111.4)	$ (56.6)
Adjustment to reconcile net loss to net cash provided by operating activities			
Depreciation and amortization	104.4	84.2	62.6
Amortization of capitalized financing costs and debt discount	5.9	5.4	4.0
Loss on extinguishment of debt	0.2	16.6	—
Deferred income taxes	(2.5)	(1.3)	0.2
Provision for bad debts	11.3	7.7	5.5
Revaluation of contingent liabilities	0.2	(6.1)	15.5
Impairment of intangible assets	—	0.4	1.9
Equity-based compensation expense	40.8	66.2	—
Other noncash items	0.7	0.1	(0.4)
Impact of lease modifications	—	(12.4)	—
Change in operating assets and liabilities			
Accounts receivable	(120.7)	(19.3)	(18.6)
Contract assets	(0.3)	(0.6)	(2.4)
Prepaid expenses and other current assets	(0.4)	(1.2)	(2.7)
Inventory	1.8	1.2	(1.7)
Capitalized customer acquisition costs	(26.2)	(19.4)	(18.7)
Accounts payable	56.5	(2.0)	12.3
Accrued expenses and other current liabilities	5.1	(5.3)	6.0
Right-of-use assets and lease liabilities, net	(0.5)	—	—
Deferred revenue	0.7	1.2	1.1
Net cash provided by operating activities	3.0	4.0	8.0
Investing activities			
Acquisitions, net of cash acquired	(54.5)	(49.8)	(60.2)
Acquisition of equipment to be leased	(45.9)	(14.5)	—
Investments in securities	(30.5)	—	—
Capitalized software development costs	(21.0)	(9.7)	(8.4)
Residual commission buyouts	(10.4)	(3.9)	(3.3)
Acquisition of property, plant and equipment	(8.2)	(4.8)	(8.2)
Net cash used in investing activities	(170.5)	(82.7)	(80.1)
Financing activities			
Proceeds from long-term debt	632.5	1,140.0	90.0
Payments for withholding tax related to vesting of restricted stock units	(125.6)	(3.9)	—
Repurchases of Class A common stock to treasury stock	(19.5)	—	—
Deferred financing costs	(15.3)	(23.2)	(3.0)
Repayment of debt	(0.9)	(643.6)	(5.2)
IPO proceeds, net of underwriting discounts and commissions	—	372.9	—
Proceeds from private placement	—	100.0	—
September 2020 follow-on offering proceeds, net of underwriting discounts and commissions	—	93.4	—
Proceeds from revolving line of credit	—	68.5	91.0
Repayment of revolving line of credit	—	(89.5)	(90.0)
Offering costs	—	(8.7)	—
Payments on contingent liabilities	—	(1.7)	(3.1)
Preferred return on preferred stock	—	(0.9)	(8.5)
Capital distributions	—	(0.5)	(0.2)
Net cash provided by financing activities	471.2	1,002.8	71.0
Change in cash and cash equivalents	303.7	924.1	(1.1)
Cash and cash equivalents - beginning of period	927.8	3.7	4.8
Cash and cash equivalents - end of period	$ 1,231.5	$ 927.8	$ 3.7

Supplemental cash flows information and noncash activities are further described in Note 24.
See accompanying notes to consolidated financial statements.

SHIFT4 PAYMENTS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(in millions, except share, unit, per unit and merchant count amounts)

1. Organization and Basis of Presentation

Organization

Shift4 Payments, Inc. ("Shift4 Payments") or ("the Company"), was incorporated in Delaware on November 5, 2019 in order to carry on the business of Shift4 Payments, LLC and its consolidated subsidiaries.

The Company is a leading provider of integrated payment processing and technology solutions. Through the *Shift4Model*, the Company offers software providers a single integration to an end-to-end payments offering, a powerful gateway and a robust suite of technology solutions (including cloud enablement, business intelligence, analytics, and mobile) to enhance the value of their software suites and simplify payment acceptance. The Company provides for its merchants a seamless customer experience at scale, rather than simply acting as one of multiple providers they rely on to operate their businesses. The *Shift4Model* is built to serve a range of merchants from small-to-medium-sized businesses to large and complex enterprises across numerous verticals, including food and beverage, hospitality, stadiums and arenas, gaming, specialty retail, non-profits and eCommerce. This includes the Company's point of sale ("POS") software offerings, as well as over 425 additional software integrations in virtually every industry.

Senior Notes Offering – 2026 Notes

In October 2020, Shift4 Payments, LLC and Shift4 Payments Finance Sub, Inc. completed the issuance and sale of $450.0 million aggregate principal amount of 4.625% Senior Notes due 2026 ("2026 Senior Notes") to qualified institutional buyers in an offering exempt from registration under the Securities Act of 1933, as amended ("Securities Act"). The Company received net proceeds, after deducting initial purchasers' discounts and estimated offering expenses, of approximately $442.8 million from the offering of the Notes. The net proceeds of the 2026 Senior Notes, together with cash on hand, were used to repay all indebtedness outstanding under the First Lien Term Loan Facility.

Convertible Notes Offering – 2025 Notes

In December 2020, Shift4 Payments, Inc. issued an aggregate $690.0 million of Convertible Senior Notes due 2025 ("2025 Convertible Notes") to qualified institutional buyers in an offering exempt from registration under the Securities Act. The Company received net proceeds, after deducting initial purchasers' discounts and estimated offering expenses, of approximately $673.6 million from the offering of the 2025 Convertible Notes. The net proceeds of the 2025 Convertible Notes, together with cash on hand, will be used for general corporate purposes.

Convertible Notes Offering – 2027 Notes

In July 2021, Shift4 Payments, Inc. issued an aggregate principal amount of $632.5 million of 0.50% Convertible Senior Notes due 2027 ("2027 Convertible Notes") to qualified institutional buyers in an offering exempt from registration under the Securities Act. The Company received net proceeds, after deducting initial purchasers' discounts and estimated offering expenses, of approximately $617.7 million from the offering of the 2027 Convertible Notes. The net proceeds of the 2027 Convertible Notes, together with cash on hand will be used for general corporate purposes.

Amended and Restated Revolving Credit Facility

In January 2021, Shift4 Payments, LLC amended and restated its First Lien Credit Agreement and increased the borrowing capacity under the revolving credit facility to $100.0 million ("Revolving Credit Facility"). The Revolving Credit Facility matures on September 15, 2025. A commitment fee of 0.5% of the unused commitment under the Revolving Credit Facility is payable quarterly. Interest is payable in arrears on any outstanding principal balance at a rate equal to the LIBO rate plus 3.5% or Alternate Base Rate, dependent on type of borrowing.

Basis of Presentation

The consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States ("U.S. GAAP"). The consolidated financial statements include the accounts of Shift4 Payments, Inc. and its wholly-owned subsidiaries. Shift4 Payments, Inc. consolidates the financial results of Shift4 Payments, LLC, which is considered a variable interest entity ("VIE"). Shift4 Payments, Inc. is the primary beneficiary and sole managing member of Shift4 Payments, LLC and has decision making authority that significantly affects the economic performance of the entity. As a result, the Company consolidates Shift4 Payments, LLC. All intercompany balances and transactions have been eliminated in consolidation. The consolidated financial statements reflect all adjustments consisting only of normal recurring adjustments necessary to state fairly the financial position, results of operations and cash flows for the years presented.

The assets and liabilities of Shift4 Payments, LLC represent substantially all of the consolidated assets and liabilities of Shift4 Payments, Inc. with the exception of certain cash balances and the aggregate principal amount of $690.0 million of 2025 Convertible Notes and $632.5 million of 2027 Convertible Notes that are held by Shift4 Payments, Inc. directly. See Note 12 for information about the 2025 Convertible Notes and 2027 Convertible Notes. As of December 31, 2021 and 2020, $ 9.8 million and $684.5 million of cash was held by Shift4 Payments, Inc., respectively. For the years ended December 31, 2021 and 2020, Shift4 Payments Inc., which was established November 5, 2019, has not had any material operations on a standalone basis since its inception, and all of the operations of the Company are carried out by Shift4 Payments, LLC and its subsidiaries.

Change in Presentation of Consolidated Statements of Operations

The Company has changed the presentation of its Consolidated Statements of Operations to remove the "Gross profit" line item and update the "Cost of sales" line item to indicate it is exclusive of depreciation and amortization expense shown separately for the years ended December 31, 2021, 2020 and 2019. The Company has also changed the presentation of the disclosure in Note 25 to remove the reconciliation between "Gross revenue" and "Gross profit."

2. Summary of Significant Accounting Policies

Liquidity and Management's Plan

As of December 31, 2021, the Company had $1,772.5 million outstanding under its credit facilities and was in compliance with the financial covenants under its debt agreements. The Company expects to be in compliance for at least 12 months following issuance of these consolidated financial statements. See Note 12 for further information on the Company's debt obligations.

In March 2020, the World Health Organization characterized COVID-19 as a pandemic. The rapid spread of COVID-19 resulted in governmental authorities throughout the United States implementing a variety of containment measures with the objective of slowing the spread of the virus, including travel restrictions, shelter-in-place orders and business shutdowns. The COVID-19 pandemic and these containment measures have had, and could continue to have, a significant impact on the Company's business. While the Company has experienced year-over-year growth in its gross revenues and end-to-end payment volumes, end-to-end payment volumes in certain merchant categories associated with international travel and corporate travel are running lower than pre-COVID-19 pandemic levels. The ultimate impact that the COVID-19 pandemic and any variants will have on the Company's consolidated results of operations in future periods remains uncertain. The Company will continue to evaluate the nature and extent of these potential impacts to its business, consolidated results of operations and liquidity.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Significant estimates inherent in the preparation of the accompanying consolidated financial statements include estimates of fair value of acquired assets and liabilities through business combinations, fair value of debt instruments, fair value of contingent liabilities related to earnout payments and change of control, allowance for doubtful accounts, income taxes, investments in securities, noncontrolling interests and the February 2021 transfer of the right to select a participant for one seat on the board of Inspiration4, the first all-civilian mission to space, from Jared Isaacman, the Company's Chief Executive Officer and founder (“Founder”). Estimates are based on past experience and other considerations reasonable under the circumstances. Actual results may differ from these estimates.

Additionally, the full impact of the COVID-19 pandemic is unknown and cannot be reasonably estimated. However, the Company has made accounting estimates based on the facts and circumstances available as of the reporting date. To the extent there are differences between these estimates and actual results, the consolidated financial statements may be materially affected.

Cash and cash equivalents

Highly liquid investments with maturities of three months or less at the date of the purchase are considered to be cash equivalents and are stated at cost, which approximates fair value. Cash equivalents consist of highly liquid investments in money market funds and were $1,176.7 million and $886.7 million at December 31, 2021 and 2020, respectively.

The Company maintains its cash with high credit quality financial institutions. The total cash balances insured by the Federal Deposit Insurance Corporation (“FDIC”), are up to $250 thousand per bank.

Accounts Receivable

Accounts receivable are primarily comprised of amounts due from the Company’s processing partners. The receivables are typically received within10 business days following the end of the month. In addition, accounts receivable includes amounts due from merchants for point-of-sale software, support services, and other miscellaneous service fees, as well as receivables related to chargeback transactions, as described below. Accounts receivable are stated at the invoice amount.

Disputes between a cardholder and a merchant periodically arise as a result of, among other things, cardholder dissatisfaction with merchandise quality, unsatisfactory merchant services, nondelivery of goods or nonperformance of services. Such disputes may not be resolved in the merchant’s favor. In these cases, the transaction is “charged back” to the merchant, which means the disputed amount is refunded to the cardholder through the acquiring bank and charged to the merchant. If the merchant has inadequate funds, the Company must bear the credit risk for the full amount of the transaction. The Company’s sponsorship bank holds merchant funds that are available to meet merchant chargeback liabilities if the merchant has inadequate funds to the meet the obligation. Total merchant funds held at the Company’s sponsorship bank totaled $10.7 million, and $4.6 million as of December 31, 2021 and 2020, respectively.

The Company has funds deposited in a sponsor bank merchant settlement account to facilitate gross card transaction deposits for those customers we bill on a monthly, versus a daily basis. This amount fluctuates based upon end-to-end payment volumes and timing of billing cycles. As of December 31, 2021 and 2020, the Company had $53.3 million and $15.5 million, respectively, in funds deposited at the sponsor bank included within “Accounts Receivable” on its Consolidated Balance Sheets.

The carrying amount of accounts receivable is reduced by an allowance for doubtful accounts that reflects management’s best estimate of accounts that will not be collected. The allowance for doubtful accounts is primarily comprised of (1) credit risk associated with processing receivables where the credit card or automatic clearing house (“ACH”) transaction to settle the customer accounts was rejected and the Company estimates an amount to be uncollectible (2) transactions disputed by a cardholder in which the Company bears the credit risk (chargeback receivables) and (3) a portion of gateway and other merchant billing receivables for which the Company estimates amounts to be uncollectible.

The allowance is based on current economic trends, historical loss experience, and any current or forecasted risks identified through collection matters. Any change in the assumptions used may result in an additional allowance for doubtful accounts being recognized in the period in which the change occurs. Changes in the allowance related to chargeback receivables are recognized within "Cost of sales" in the Consolidated Statements of Operations. Changes in the allowance for all other receivables are recognized within "General and administrative expenses" in the Consolidated Statements of Operations.

The change in the Company's allowance for doubtful accounts was as follows:

	December 31,	
	2021	2020
Beginning balance	$ 5.7	$ 2.5
Additions to expense (a)	11.3	7.6
Write-offs, net of recoveries and other adjustments	(9.0)	(4.4)
Ending balance	$ 8.0	$ 5.7

(a) The year ended December 31, 2021 includes a $ 5.5 million allowance on chargebacks from a single merchant, which is included in "Cost of Sales" on the Consolidated Statements of Operations.

Accounts Payable

Accounts payable are primarily comprised of amounts due to the Company's processing partners for interchange and processing fees.

Inventory

Inventory represents credit and debit card terminals, point-of-sale systems and electronic cash registers on hand and not in service.

Inventory is recorded using the weighted average cost method. Inventory deemed to have costs greater than their respective values are reduced to net realizable value as a loss in the period recognized.

Shipping and Handling Costs

The Company includes shipping and handling costs relating to the delivery of its terminal and point-of sale systems directly from third-party vendors to the Company and, from the Company to its merchants within "Cost of sales" in the Consolidated Statements of Operations. The Company incurred shipping and handling costs of $3.9 million for the year ended December 31, 2021 and $2.8 million for each of the years ended December 31, 2020 and 2019, respectively.

Property, Plant and Equipment, Net

Property, plant and equipment are stated at cost. Depreciation is computed using the straight-line method over the asset's estimated useful life. Leasehold improvements are depreciated over the lesser of the estimated life of the leasehold improvement or the remaining lease term. Maintenance and repairs, which do not extend the useful life of the respective assets, are charged to expense as incurred. The estimated useful life of each asset category is as follows:

	Useful life
Equipment	3-5 years
Capitalized software	3-5 years
Leasehold improvements	5-10 years
Furniture and fixtures	5 years
Vehicles	5 years

Goodwill

Goodwill represents the excess of the purchase price over the fair value of net tangible and intangible assets acquired in a business combination. The Company evaluates goodwill for impairment annually at October 1 and whenever events or circumstances make it more likely than not that impairment may have occurred. The Company has determined that its business comprises one reporting unit. The Company has the option to first assess qualitative factors to determine whether events or circumstances indicate it is more likely than not that the fair value of a reporting unit is greater than its carrying amount. Factors the Company considers in performing a qualitative assessment include, but are not limited to, general macroeconomic conditions, industry and market conditions, company financial performance, changes in strategy and other relevant entity-specific events. If the Company elects to bypass the qualitative assessment or does not pass the qualitative assessment, a quantitative assessment is performed.

For 2020, the Company performed a quantitative impairment test. When performing a quantitative assessment, the carrying amount of the reporting unit is compared to its estimated fair value. If goodwill is deemed impaired, an impairment loss is recognized for the amount by which the carrying value of the reporting unit exceeds its fair value. The fair value of the reporting unit may be estimated using income and market approaches. The discounted cash flow method, a form of the income approach, uses expected future operating results and a market participant discount rate. The market approach uses comparable company prices and other relevant information generated by market transactions (either publicly traded entities or mergers and acquisitions) to develop pricing metrics to be applied to historical and expected future operating results of the reporting unit. Failure to achieve these expected results, changes in the discount rate, or market pricing metrics may cause a future impairment of goodwill at the reporting unit level.

During our annual impairment test in 2021, management performed the optional qualitative assessment which indicated that a quantitative assessment was not necessary.

Other Intangible Assets, Net

Other intangible assets, net consists of merchant relationships, acquired technology, trademarks and trade names, noncompete agreements, capitalized software development costs, leasehold interests, and residual commission buyouts.

The Company capitalizes software development costs in developing internal use software when capitalization requirements have been met. Costs prior to meeting the capitalization requirements are expensed as incurred.

Residual commission buyouts represent amounts paid to an independent sales organization (“ISO”) to buy out their future residual commission streams. The typical payment to the ISO is comprised of a lump sum payment due immediately and a contingent payment due fourteen months following the buyout agreement dependent on attrition rates and/or other financial metrics within the respective merchant portfolios.

Impairment of long-lived assets

We evaluate long-lived assets (including intangible assets) for impairment whenever events or circumstances indicate that the carrying amounts of such assets may not be recoverable. An asset is considered impaired when the carrying amount of the asset exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. If impaired, the asset’s carrying value is written down to its fair value.

Equipment for Lease

Equipment for lease represents terminals and point-of-sale systems that are provided under the Company’s software as a service (“SaaS”) arrangements. Equipment for lease is stated at cost, less accumulated depreciation. Certain costs incurred in connection with the assembly and delivery of leased assets to the merchant are capitalized as part of the cost of such assets.

Depreciation commences when new equipment is first deployed to a merchant and is computed using the straight-line method over an estimated useful life of three years.

Leases

Effective January 1, 2021, the Company adopted ASU 2016-2: Leases ("ASC 842") using the modified retrospective method. Prior period amounts were not adjusted. Additional information about the Company's lease policies and the related impact of the adoption is included in *Recent Accounting Pronouncements* within this Note and Note 16 to the consolidated financial statements.

Leases are classified as either operating or capital, based on the substance of the transaction at inception of the lease. Classification is reassessed if the terms of the lease are changed.

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments under an operating lease (net of any incentives received from the lessor) are recognized to "General and administrative expenses" in the Consolidated Statements of Operations on a straight-line basis over the period of the lease.

Revenue Recognition

ASC 606: *Revenue from Contracts with Customers* ("ASC 606") provides a single model to determine when and how revenue is recognized. The core principle of ASC 606 is that an entity should recognize revenue to depict the transfer of control of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The Company recognizes revenue using a five-step model resulting in revenue being recognized as performance obligations within a contract have been satisfied. The steps within that model include: (i) identifying the existence of a contract with a customer; (ii) identifying the performance obligations within the contract; (iii) determining the contract's transaction price; (iv) allocating the transaction price to the contract's performance obligations; and, (v) recognizing revenue as the contract's performance obligations are satisfied. Judgment is required to apply the principles-based, five-step model for revenue recognition. Management is required to make certain estimates and assumptions about the Company's contracts with its customers, including, among others, the nature and extent of its performance obligations, its transaction price amounts and any allocations thereof, the events which constitute satisfaction of its performance obligations, and when control of any promised goods or services is transferred to its customers.

The Company provides its merchants with an end-to-end payments offering that combines its payments platform, including its proprietary gateway and breadth of software integrations, and its suite of technology solutions. The Company primarily earns revenue through volume-based payments and transactions fees, as well as subscription revenue for its software and technology solutions.

Payments-Based Revenue

Payments-based revenue includes fees for payment processing and gateway services. Payment processing fees are primarily driven as a percentage of payment volume. They may have a fixed fee, a minimum monthly usage fee and a fee based on transactions. Gateway services, data encryption and tokenization are primary driven by per transaction fees as well as monthly usage fees.

The Company's payment processing agreements have an initial term of three years and automatically renew every two years thereafter. The Company satisfies its performance obligations and recognizes transaction fees upon authorization of a transaction by the merchant's bank. These transaction fees represent the full amount of the fee charged to the merchant, including interchange and payment network costs paid to the card brands pursuant to the transactions the Company facilitates through the network while performing an end-to-end payment obligation.

The Company's performance obligation is to stand-ready to provide payment processing services for each day during the duration of the payment processing agreement. Providing payment processing services involves multiple promises including: 1) payment processing, 2) gateway services including tokenization and data encryption, 3) risk mitigation, and 4) settlement services. The Company considers each of these promises to be inputs to produce a combined output of providing a fully secured and integrated end-to-end payment processing service to a merchant. Further, the combination of these services is transformative in nature in that the significant integration allows for front-end and back-end risk mitigation, merchant portability, third party software integrations, and enhanced reporting functionality. In addition, the Company applies the right to invoice practical expedient to payment processing services as each performance obligation is recognized over time and the amounts invoiced are reflective of the value transferred to the customer.

Payments-based revenue is recognized on a gross basis as the Company is the principal in the delivery of the payment processing solution to its merchants because it controls the service on its payments platform. The Company also contracts directly with its merchants and has complete pricing latitude on the processing fees charged to its merchants. As such, it bears the credit risk for network fees and transactions charged back to the merchant.

Subscription-Based Revenue

The Company generates revenues from recurring SaaS fees for point-of-sale systems provided to merchants and SaaS fees for the Company's Shift4Shop eCommerce platform. Point-of-sale SaaS fees are based on the type and quantity of point-of-sale systems deployed to the merchant. This includes statement fees, fees for the Company's proprietary business intelligence software, annual fees, regulatory compliance fees and other miscellaneous services such as help desk support and warranties on equipment. Shift4Shop SaaS fees are assessed based upon the selected plan. SaaS contracts are for a contractual term of one year beginning June 30, 2020 and three years prior to June 30, 2020, and are billed ratably over that time period. Annual fees are deferred and recognized as revenue over the respective period the fee covers, which is one year or less.

The Company's SaaS arrangements for its point-of-sale systems include multiple performance obligations. For such arrangements, the Company allocates revenue to each performance obligation based on its relative standalone selling price. The Company determines standalone selling prices based on the fair value of each product and service.

As part of the SaaS fees, for its point-of-sale systems provided to merchants, the Company identified the following separate performance obligations under ASC 606:

(1) Point-of-sale software: The Company provides a "Hybrid Cloud" arrangement which includes on-premise software as well as a cloud component. The on-premise solution interacts with the cloud service to provide an end-to-end integrated solution to the merchant. As the on-premise software and cloud-based service are transformative in nature, they are not distinct performance obligations. The revenue allocated to software from the monthly SaaS fee qualifies as a service and revenue is recognized ratably over time as the performance obligation represents a stand-ready obligation to provide the service.

(2) Hardware revenue: The Company provides hardware to its merchants. The Company satisfies its performance obligation upon delivery of the hardware to its merchants, at which time the revenue allocated to this performance obligation is recognized. For the period January 1, 2019 through June 29, 2020, the hardware was accounted for as a sales-type lease and as such, the revenue allocated to this performance obligation was recognized when the hardware was delivered to the merchant. Effective June 30, 2020, the Company modified the terms and conditions of its SaaS arrangements and updated its operational procedures. As a result, beginning June 30, 2020, the hardware is accounted for as an operating lease and the revenue allocated to this performance obligation is recognized ratably over time.

(3) Other support services: The Company offers merchants technical support services and warranty for the leased hardware. Technical support services include the promise to provide the merchant with software updates if and when available. The Company also provides the merchant with assurance that its equipment will function in accordance with contract specifications over the lease term. Revenue allocated to this performance obligation is recognized ratably over time as the performance obligation represents a stand-ready obligation to provide the service.

Other Revenue

Other revenue is generally recognized at a point-in-time and primarily includes revenue derived from software license sales, hardware sales, third party residuals, automated teller machine services, and fees charged for technology support to merchants.

Contract Assets

As discussed above, for the period January 1, 2019 through June 29, 2020, the revenue allocated to hardware under the Company's SaaS arrangements for its point-of-sale systems was treated as a sales-type lease and recognized in the Company's Consolidated Statements of Operations when the hardware was delivered to the merchant. The Company utilized its best estimate of selling price when calculating the hardware revenue to be recorded. At the time revenue was recognized, a Contract Asset was created in the Company's Consolidated Balance Sheet representing the present value of minimum lease payments. Accordingly, a portion of the lease payments were recognized as interest income. Such interest income for the years ended December 31, 2020 and 2019 was $1.0 million and $2.2 million, respectively. Effective June 30, 2020, the Company modified the terms and conditions of its SaaS arrangements and updated its operational procedures. As a result, beginning June 30, 2020, the hardware is accounted for as an operating lease and the revenue allocated to this performance obligation is recognized ratably over time. See Note 5 for more information on the impact the lease modification had on the Company's consolidated financial statements. In late 2021, the Company entered into certain contracts that are accounted for as sales-type leases.

The carrying amount of contract assets was reduced by an allowance for doubtful accounts that reflected management's best estimate of accounts that will not be collected. Changes in the allowance were recognized within "General and administrative expenses" in the Consolidated Statements of Operations.

Capitalized Customer Acquisition Costs

The Company incurs costs to obtain payment processing contracts with customers, primarily in the form of upfront processing bonuses provided to software partners, which consist of independent software vendors and value-added resellers. The Company recognizes as an asset the incremental costs of obtaining a contract with a customer if it expects to recover the costs. Capitalized customer acquisition costs are amortized ratably over the estimated life of the customer, which is generally three to five years. Amortization of costs to obtain a contract are classified as "Cost of sales" on the Company's Consolidated Statements of Operations.

Treasury Stock

The Company periodically purchases its own common stock that is traded on public markets as part of an announced stock repurchase program. The Company records repurchases of common stock at cost in treasury stock on the Company's Consolidated Balance Sheets.

Noncontrolling Interests

Noncontrolling interests represents the economic interests of LLC Interests held by the Continuing Equity Owners. Income or loss is attributed to the noncontrolling interests based on the weighted average LLC Interests outstanding during the period. The noncontrolling interests' ownership percentage can fluctuate over time as the Continuing Equity Owners elect to exchange LLC Interests for shares of Class A common stock. For the year ended December 31, 2020, noncontrolling interests also includes the loss prior to the IPO.

Equity-based Compensation

The Company's equity-based compensation consists of Restricted Stock Units ("RSUs") and Performance Restricted Stock Units ("PRSUs") issued to certain employees and non-employee directors. Equity-based compensation expense is recorded within "General and administrative expenses" in the Consolidated Statements of Operations. The Company accounts for forfeitures when they occur.

RSUs

Compensation expense for RSUs is recognized on a straight-line basis over the requisite service period based on the fair value of the award on the date of grant.

PRSUs

Vesting for PRSUs is subject to satisfying objective operating performance conditions. Compensation expense for PRSUs is based on the fair value of the award on the date of grant. Compensation expense is recognized ratably, following a graded vesting pattern, during the vesting period only when it is probable that the operating performance conditions will be achieved. The Company records a cumulative adjustment to compensation expense for PRSUs if there is a change in the determination of the probability that the operating performance conditions will be achieved.

Income Taxes

Shift4 Payments, Inc. is the sole managing member of Shift4 Payments, LLC, a partnership that is not subject to tax. Any taxable income or loss from Shift4 Payments, LLC is passed through and included in the taxable income or loss of its members, including Shift4 Payments, Inc., following the Reorganization Transactions. Shift4 Payments, Inc. is subject to U.S. federal income taxes, in addition to state and local income taxes with respect to Shift4 Payments, Inc.'s allocable share of any taxable income or loss of Shift4 Payments, LLC following the Reorganization Transactions.

The Company accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets ("DTAs") and deferred tax liabilities ("DTLs") for the expected future tax consequences of events that have been included in the financial statements. Under this method, we determine DTAs and DTLs on the basis of the differences between the financial statement and tax bases of assets and liabilities by using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on DTAs and DTLs is recognized in income in the period that includes the enactment date.

The Company recognizes DTAs to the extent it believes that these assets are more likely than not to be realized. In making such a determination, the Company considers all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax-planning strategies, and results of recent operations. If it's determined that the Company is able to realize DTAs in the future in excess of their net recorded amount, an adjustment to the DTA valuation allowance would be recorded, which would reduce the provision for income taxes.

The Company records uncertain tax positions in accordance with ASC 740, *Income Taxes,* on the basis of a two-step process in which (1) the Company determines whether it is more likely than not that the tax positions will be sustained on the basis of the technical merits of the position and (2) for those tax positions that meet the more-likely-than-not recognition threshold, the Company recognizes the largest amount of tax benefit that is more than 50 percent likely to be realized upon ultimate settlement with the related tax authority. See Note 15 for additional information.

The Company records interest and penalties related to uncertain tax positions in the provision for income taxes in the Consolidated Statements of Operations.

Basic and Diluted Net Loss Per Share

The Company applies the two-class method for calculating and presenting net loss per share, and separately presents net loss per share for Class A common stock and Class C common stock. In applying the two-class method, the Company determined that undistributed earnings should be allocated equally on a per share basis between Class A and Class C common stock. Under the Company's Certificate of Incorporation, the holders of the Class A and Class C common stock are entitled to participate in earnings ratably, on a share-for-share basis, as if all shares of common stock were of a single class, and in such dividends as may be declared by the board of directors. Holders of the Class A and Class C common stock also have equal priority in liquidation. Shares of Class B common stock do not participate in earnings of Shift4 Payments, Inc. As a result, the shares of Class B common stock are not considered participating securities and are not included in the weighted-average shares outstanding for purposes of loss per share.

Investments in securities

Investments in securities represents the Company's investments in equity of non-public entities. These non-marketable equity investments have no readily determinable fair values and are measured using the measurement alternative, which is defined as cost, less impairment, adjusted for observable price changes from orderly transactions for identical or similar investments of the same issuer. Adjustments, if any, are recorded in "Other income, net" on the Consolidated Statements of Operations. As of December 31, 2021, the Company has invested $27.5 million in Space Exploration Technologies Corp. ("SpaceX"), which designs, manufactures, and launches advanced rockets, spacecraft and satellites, $2.0 million in Sightline Payments, Inc. ("Sightline Payments"), a financial technology company that provides cashless, mobile, and omni-channel commerce solutions for the gaming, lottery, sports betting and other industries and $1.0 million in MagicCube, a software company that allows any android mobile device to function as a fully secure, EMV-certified, payment acceptance device, significantly reducing the cost and complexity associated with traditional hardware deployments. In January 2022, the Company invested $1.0 million in Interchecks Technologies, Inc. ("Interchecks"), one of the fastest growing instant payment infrastructure and service providers for the online gaming, fintech, and digital ecosystem verticals.

Advertising Costs

The Company expenses advertising costs as incurred. Advertising expenses were $16.6 million, $1.3 million and $1.2 million for the years ended December 31, 2021, 2020 and 2019, respectively, and are included in "Advertising and marketing expenses" in the Consolidated Statements of Operations. In the year ended December 31, 2021, the Company incurred $14.3 million of expenses related to the integration of 3dcart as it was rebranded as Shift4Shop.

Research and Development Costs

The Company expenses research and development costs as incurred. Research and development expenses, which consists primarily of third-party costs, were $1.8 million, $1.2 million and $1.6 million for the years ended December 31, 2021, 2020, and 2019, respectively, and are included in "General and administrative expenses" in the Consolidated Statements of Operations.

Business Combinations

Upon acquisition of a company, the Company determines if the transaction is a business combination, which is accounted for using the acquisition method of accounting. Under the acquisition method, once control is obtained of a business, the assets acquired, and liabilities assumed, including amounts attributed to noncontrolling interests, are recorded at fair value. The Company uses its best estimates and assumptions to assign fair value to the tangible and intangible assets acquired and liabilities assumed at the acquisition date. One of the most significant estimates relates to the determination of the fair value of these assets and liabilities. The determination of the fair values is based on estimates and judgments made by management. The Company's estimates of fair value are based upon assumptions it believes to be reasonable, but which are inherently uncertain and unpredictable. Measurement period adjustments are reflected at the time identified, up through the conclusion of the measurement period, which is the time at which all information for determination of the values of assets acquired and liabilities assumed is received, and is not to exceed one year from the acquisition date. The Company may record adjustments to the fair value of these tangible and intangible assets acquired and liabilities assumed, with the corresponding offset to goodwill.

Additionally, uncertain tax positions and tax-related valuation allowances are initially recorded in connection with a business combination as of the acquisition date. The Company continues to collect information and reevaluates these estimates and assumptions periodically and records any adjustments to preliminary estimates to goodwill, provided the Company is within the measurement period. If outside of the measurement period, any subsequent adjustments are recorded to the Company's Consolidated Statements of Operations.

Concentration of Credit Risk

The Company's merchant processing activity has been facilitated by two vendors. The Company believes that these vendors maintain appropriate backup systems and alternative arrangements to avoid a significant disruption of the processing in the event of an unforeseen event.

A majority of the Company's revenue is derived from the processing of card transactions. Because the Company is not a "member bank", in order to process these bank card transactions, the Company has entered into a sponsorship agreement with a member bank. The agreement with the bank sponsor requires, among other things, that the Company abide by the by-laws and regulations of the credit card companies. If the Company breaches the sponsorship agreement, the bank sponsor may terminate the agreement and, under the terms of the agreement, the Company would have 180 days to identify an alternative bank sponsor.

Recent Accounting Pronouncements

JOBS Act Accounting Election

Prior to December 31, 2021, the Company was an Emerging Growth Company ("EGC") under the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"), and as a result was eligible to take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not EGCs. The Company elected to take advantage of the extended transition period for adopting new or revised accounting standards that have different effective dates for public and private companies until such time as those standards apply to private companies. However, the Company satisfies the definition of a "large accelerated filer" under the definition of the Securities Exchange Act of 1934, as amended ("the Exchange Act"), and no longer qualifies as an EGC as of December 31, 2021. Therefore, the Company is no longer able to take advantage of the extended transition period for adopting new or revised accounting standards.

Accounting Pronouncements Adopted

In February 2016, the FASB issued ASC 842 with amendments in 2018 and 2019. This accounting guidance requires a lessee to record assets and liabilities on the balance sheet for the rights and obligations arising from leases with terms of more than 12 months. On January 1, 2021, the Company adopted ASC 842 using the modified retrospective method. Prior period amounts were not adjusted and continue to be reported in accordance with historic accounting under previous lease guidance, ASC Topic 840, Leases ("ASC 840"). The Company elected to use the package of practical expedients permitted under the transition guidance. The Company did not reassess (i) whether any expired or existing contracts are or contain leases, (ii) the lease classification for any expired or existing leases, or (iii) initial direct costs for any existing leases. For lease agreements where the Company is a lessee that include lease and non-lease components, the Company elected to use the practical expedient on all leases entered into or modified after January 1, 2021 to combine lease and non-lease components for all classes of assets. Additionally, the Company elected to not record on the balance sheet leases with a term of twelve months or less. Upon adoption, the Company recorded right-of-use assets of $21.4 million and lease liabilities of $25.7 million. The adoption of ASC 842 did not result in a material impact to consolidated statements of operations or cash flows. See Note 16 for more information about the adoption of ASC 842 and related disclosures.

In June 2016, the FASB issued ASU 2016-13: *Financial Instruments—Credit Losses (Topic 326)*, which changes the impairment model for most financial assets, including accounts receivable, and replaces the existing incurred loss impairment model with a current expected credit loss ("CECL") methodology, which will result in more timely recognition of credit losses. The Company adopted ASU 2016-13 on a modified retrospective basis on December 31, 2021, reflecting the adoption as of January 1, 2021 in the Company's annual results for the period ended December 31, 2021. The adoption of ASU 2016-13 did not result in a material impact to the Company's financial statements and disclosures.

In August 2018, the FASB issued ASU 2018-15, *Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement that is a Service Contract*. ASU 2018-15 aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software (and hosting arrangements that include an internal use software license). The accounting for the service element of a hosting arrangement that is a service contract is not affected. The Company adopted ASU 2018-15 effective January 1, 2021, on a prospective basis. The adoption did not have a significant impact on the Company's consolidated financial statements.

In October 2021, the FASB issued ASU 2021-08, *Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities From Contracts With Customers*. This ASU requires an acquirer to account for revenue contracts acquired in a business combination in accordance with ASC 606 as if it had originated the contracts. Prior to ASU 2021-08, an acquirer generally recognized assets acquired and liabilities assumed in a business combination, including contract assets and contract liabilities arising from revenue contracts with customers and other similar contracts, at fair value on the acquisition date. The Company adopted ASU 2021-08 in the third quarter of 2021 and retrospectively applied the ASU to its acquisitions that occurred in 2021. The adoption of ASU 2021-08 resulted in an increase to "Deferred revenue" of $5.7 million, of which $1.8 million was recognized as an increase to "Gross revenue" for the year ended December 31, 2021.

In August 2020, the FASB issued ASU 2020-06, *Debt-Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging-Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity.* This ASU removes certain separation models in ASC 470-20 for convertible instruments, and, as a result, embedded conversion features that do not require bifurcation under ASC 815 are no longer subject to separation into an equity classified component. Consequently, a convertible debt instrument, such as the Company's 2025 Convertible Notes, shall be accounted for as a single liability measured at its amortized cost. The Company adopted ASU 2020-06 on January 1, 2021 using the modified retrospective transition method. As of December 31, 2020, the Company had recorded a discount on the 2025 Convertible Notes of $111.5 million related to the separation of the conversion feature. This discount resulted in the accretion of interest expense over time and was removed upon adoption of this ASU. The adoption of ASU 2020-06 resulted in a decrease to additional paid-in capital of $111.5 million, a decrease to retained deficit of $1.6 million and a net increase to long-term debt of $109.9 million. Interest expense recognized in future periods will be reduced as a result of accounting for the convertible debt instrument as a single liability measured at its amortized cost. The impact on net loss per share and the Company's debt covenants was not material.

In December 2019, the FASB issued ASU 2019-12, *Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes*. ASU 2019-12 removes certain exceptions associated with (i) intraperiod tax allocations, (ii) recognition of deferred tax liability for equity method investments of foreign subsidiaries, and (iii) the calculation of income taxes in an interim period when in a loss position. Additionally, ASU 2019-12 simplifies accounting for (i) income taxes associated with franchise taxes, (ii) tax basis of goodwill in a business combination, (iii) the allocation of tax expense to a legal entity that is not subject to tax in standalone financial statements, (iv) enacted changes in tax laws, and (v) income taxes related to employee stock ownership plans and investments in qualified affordable housing projects accounted for under the equity method. The Company adopted ASU 2019-12 on a modified retrospective basis on December 31, 2021 and reflected the adoption as of January 1, 2021 in the Company's annual results for the period ended December 31, 2021. The adoption did not have a significant impact on the Company's consolidated financial statements.

In January 2017, the FASB issued ASU 2017-04: *Simplifying the Test for Goodwill Impairment*, which removes step 2 of the quantitative goodwill impairment test. Under the amended guidance, a goodwill impairment charge is recognized for the amount by which the carrying value of a reporting unit exceeds its fair value, not to exceed the carrying amount of goodwill. On January 1, 2021, the Company adopted ASU 2017-04 on a prospective basis. The adoption did not have a significant impact on the Company's consolidated financial statements.

In August 2018, the FASB issued ASU 2018-13: *Fair Value Measurement—Disclosure Framework (Topic 820)*. The updated guidance improves the disclosure requirements on fair value measurements. The Company adopted ASU 2018-13 effective January 1, 2020. There was no significant impact on the Company's disclosures upon adoption.

Accounting Pronouncements Not Yet Adopted

In March 2020, the FASB issued ASU 2020-04, *Reference Rate Reform*, which provides optional expedients and exceptions for applying U.S. GAAP to contract modifications and hedging relationships, subject to certain criteria, that reference the London Interbank Offered Rate ("LIBOR"), or another reference rate that is expected to be discontinued. Companies may elect to apply these amendments as of March 12, 2020 through December 31, 2022. The Company is currently evaluating whether we will elect the optional expedients, as well as evaluating the impact of ASU 2020-4 on the Company's consolidated financial statements.

In July 2021, the FASB issued ASU 2021-05: *Lessors —Certain Leases with Variable Lease Payments*, to amend lessor accounting for certain leases with variable lease payments that do not depend on a reference index or a rate and would have resulted in the recognition of a loss at lease commencement if classified as a sales-type or a direct financing lease. ASU 2021-05 amends the classification requirements of such leases for lessors to require operating lease classification. The Company adopted ASU 2021-05 on a retrospective basis effective January 1, 2022. The adoption is not expected to have a significant impact on the Company's consolidated financial statements.

3. Restatement of Previously Issued Consolidated Financial Statements

In October 2022, it was determined that there was an error in the Company's original Annual Report on Form 10-K for the year ended December 31, 2021 related to the classification of customer acquisition costs within the Company's Consolidated Statements of Cash Flows. Specifically, the Company determined that "Customer acquisition costs" were incorrectly classified within "Investing activities" rather than "Operating activities" in its Consolidated Statements of Cash Flows. The Company is correcting this misclassification by restating its Consolidated Statements of Cash Flows through the amendment of its Annual Report on Form 10-K.

The following tables summarize the impact of these adjustments for the periods presented:

	Year Ended December 31, 2021		
	As Reported	Adjustments	As Restated
Net cash provided by operating activities	$ 29.2	$ (26.2)	$ 3.0
Net cash used in investing activities	(196.7)	26.2	(170.5)
Net cash provided by financing activities	471.2	—	471.2
Change in cash and cash equivalents	$ 303.7	$ —	$ 303.7

	Year Ended December 31, 2020		
	As Reported	Adjustments	As Restated
Net cash provided by operating activities	$ 23.4	$ (19.4)	$ 4.0
Net cash used in investing activities	(102.1)	19.4	(82.7)
Net cash provided by financing activities	1,002.8	—	1,002.8
Change in cash and cash equivalents	$ 924.1	$ —	$ 924.1

	Year Ended December 31, 2019		
	As Reported	Adjustments	As Restated
Net cash provided by operating activities	$ 26.7	$ (18.7)	$ 8.0
Net cash used in investing activities	(98.8)	18.7	(80.1)
Net cash provided by financing activities	71.0	—	71.0
Change in cash and cash equivalents	$ (1.1)	$ —	$ (1.1)

4. Acquisitions

Each of the following acquisitions was accounted for as a business combination using the acquisition method of accounting. The respective purchase prices were allocated to the assets acquired and liabilities assumed based on the estimated fair values at the date of acquisition. The excess of the purchase price over the fair value of the net assets acquired was allocated to goodwill and represents the future economic benefits arising from other assets acquired, which cannot be individually identified or separately recognized. Under the acquisition method of accounting for business combinations, if there are changes to acquired deferred tax balances, valuation allowances or liabilities related to uncertain tax positions during the measurement period, and they are related to new information obtained about facts and circumstances that existed as of the acquisition date, those changes are considered a measurement-period adjustment, with the offset recorded to goodwill.

Postec

The Company completed the acquisition of Postec, Inc. ("Postec") on September 1, 2021, by acquiring100% of its membership interests for $14.3 million in cash, net of cash acquired. The purchase was funded with cash on hand. This acquisition enables the boarding of the vendor's customers on the Company's end-to-end acquiring solution and empowers the Company's distribution partners to sign the vendor's customer accounts and leverage the combined expertise to handle all aspects of installation, service, and support, similar to the Hospitality technology vendor acquired in October 2020.

The following table summarizes the fair value assigned to the assets acquired and liabilities assumed at the acquisition date. These amounts reflect various preliminary fair value estimates and assumptions, and are subject to change within the measurement period as valuations are finalized. The primary areas of preliminary purchase price allocation subject to change relate to the valuation of accounts receivable, accrued expenses and other current liabilities assumed and residual goodwill.

Cash	$	1.4
Accounts receivable		1.0
Prepaid expenses and other current assets		0.3
Inventory		0.5
Other intangible assets		5.7
Property, plant and equipment		0.3
Goodwill (a)		10.4
Accounts payable		(0.6)
Deferred revenue		(2.8)
Other accrued expenses		(0.5)
Net assets acquired		15.7
Less: cash acquired		(1.4)
Net cash paid for acquisition	$	14.3

(a) Goodwill is deductible for tax purposes.

During the year ended December 31, 2021, the Company incurred expenses in connection with the Postec acquisition of $0.3 million. These expenses are included in "Professional fees" in the Consolidated Statements of Operations.

The fair values of intangible assets were estimated using inputs classified as Level 3 under the income approach using either the relief-from-royalty method (developed technology, trademarks and trade names) or the multi-period excess earnings method (customer relationships). The transaction was taxable for income tax purposes. The weighted average life of trademarks and trade names and customer relationships is 2 years and 11 years, respectively. The goodwill arising from the acquisition largely consists of revenue synergies associated with a larger total addressable market, the ability to cross-sell existing customers, new customers and technology capabilities.

The Postec acquisition did not have a material impact on the Company's consolidated financial statements. Accordingly, revenue and expenses related to the acquisition and pro forma financial information have not been presented.

VenueNext

The Company completed the acquisition of VenueNext Inc. ("VenueNext"), a leader in integrated payments solutions in sporting arenas and event complexes, on March 3, 2021, for $66.9 million, by acquiring 100% of VenueNext's membership interests. This acquisition enhances the Company's presence and capabilities in a number of large and growing verticals such as stadiums and arenas, while significantly expanding its total addressable market with entry into entertainment, universities, theme parks, airports, and other verticals. The purchase price included the following forms of consideration:

Cash	$	42.2
Shares of Class A common stock (a)		24.5
RSUs granted for fair value of equity-based compensation awards (b)		1.8
Total purchase consideration		68.5
Less: cash acquired		(1.6)
Total purchase consideration, net of cash acquired	$	66.9

(a) Total purchase consideration includes 345,423 shares of common stock. As of December 31, 2021, 341,924 shares of common stock have been issued.

(b) The Company assumed all equity awards held by continuing employees. The portion of the fair value of the equity-based compensation awards associated with prior service of VenueNext employees represents a component of the total consideration as presented above and was valued based on the fair value of the VenueNext awards on March 3, 2021, the acquisition date.

The following table summarizes the fair value assigned to the assets acquired and liabilities assumed at the acquisition date. These amounts reflect various preliminary fair value estimates and assumptions, and are subject to change within the measurement period as valuations are finalized. The primary areas of preliminary purchase price allocation subject to change relate to the valuation of accounts receivable, accrued expenses, other current liabilities assumed and residual goodwill.

Accounts receivable	$	0.7
Prepaid expenses and other current assets		0.2
Inventory		0.2
Other intangible assets		19.8
Goodwill (a)		52.7
Accounts payable		(0.9)
Deferred revenue		(5.8)
Net assets acquired	$	66.9

(a) Goodwill is not deductible for tax purposes.

As a result of the adoption of ASC 2021-08 in the third quarter of 2021, the Company retrospectively evaluated the revenue contracts acquired and adjusted the preliminary purchase price allocation to reflect an increase to deferred revenue of $5.7 million. This resulted in corresponding adjustments of $1.3 million in the preliminary fair value assigned to “Other intangible assets” and “Goodwill.”

During the year ended December 31, 2021, the Company incurred expenses in connection with the VenueNext acquisition of $1.1 million. These expenses are included in “Professional fees” in the Consolidated Statements of Operations.

Other intangible assets consists of definite-lived intangible assets, with a significant portion related to customer relationships and developed technology. The fair values of these intangible assets were estimated using inputs classified as Level 3 under the income approach using either the relief-from-royalty method (developed technology, trademarks and trade names) or the multi-period excess earnings method (customer relationships). Management’s estimates of fair value are based upon assumptions related to projected revenues and earnings before interest expense, income taxes, depreciation, and amortization (“EBITDA”) margins. The transaction was not taxable for income tax purposes. The weighted average life of developed technology, trademarks and trade names, and customer relationships is 10 years, 10 years and 11 years, respectively. The goodwill arising from the acquisition largely consists of revenue synergies associated with a larger total addressable market, the ability to cross-sell existing customers, new customers and technology capabilities.

The VenueNext acquisition did not have a material impact on the Company’s consolidated financial statements. Accordingly, revenue and expenses related to the acquisition and pro forma financial information have not been presented.

3dcart

The Company completed the acquisition of Infomart2000 Corp., doing business as 3dcart, on November 5, 2020, by acquiring100% of its membership interests for $39.9 million in cash, net of cash acquired, and approximately $19.2 million in shares of the Company's Class A common stock. The purchase was funded with cash on hand. Since the acquisition, 3dcart has been rebranded as Shift4Shop to align the eCommerce offering with Shift4's existing ecosystem of services. The acquisition expanded the Company's omni-channel transaction capabilities and enabled Shift4Shop merchants to augment their eCommerce platform experience with the Company's secure integrated payments solutions. In addition, the Company's indirect sales distribution network is able to offer Shift4Shop's turnkey eCommerce capabilities to the Company's new and existing point of sale ("POS") and payments customers.

The following table summarizes the consideration paid and the fair value assigned to the assets acquired and liabilities assumed at the acquisition date, adjusted for measurement period adjustments.

Cash	$	0.3
Accounts receivable		0.3
Other intangible assets		12.5
Goodwill (a)		46.9
Accounts payable		(0.1)
Accrued expenses and other current liabilities		(0.5)
Net assets acquired		59.4
Less: cash acquired		(0.3)
Less: Class A common stock		(19.2)
Net cash paid for acquisition	$	39.9

(a) Goodwill is deductible for tax purposes

In connection with the 3dcart Acquisition, the Company incurred expenses of $1.8 million for the year ended December 31, 2020, which are included in "General and administrative expenses" in the Consolidated Statements of Operations.

The fair values of intangible assets were estimated using inputs classified as Level 3 and included either an income approach or cost approach. Intangible assets valued under the income approach used either the relief-from-royalty method (developed technology, trademarks and trade names) or the multi-period excess earnings method (customer relationships). The transaction was taxable for income tax purposes, and all assets and liabilities have been recorded at fair value for both book and income tax purposes. Therefore, no deferred taxes have been recorded. The weighted average life of developed technology, trademarks and trade names, and customer relationships is 5 years, 3 years and 7 years, respectively. The goodwill arising from the acquisition largely consists of revenue synergies associated with a larger total addressable market, the ability to cross-sell existing customers, new customers and technology capabilities.

The 3dcart acquisition did not have a material impact on the Company's consolidated financial statements. Accordingly, pro forma financial information has not been presented.

Hospitality Technology Vendor

The Company completed the acquisition of a Hospitality Technology Vendor on October 16, 2020, by acquiring 100% of the membership interests for $9.9 million, net of cash acquired. Subsequently, in the year ended December 31, 2021, the total consideration was adjusted to $9.5 million during the measurement period due to a working capital adjustment of $0.4 million, which reduced goodwill. In addition, in the year ended December 31, 2021, the Company made measurement period adjustments totaling $2.0 million to accounts receivable with a corresponding change to goodwill to reflect the facts and circumstances in existence as of the effective date of the acquisition. The purchase was funded with cash on hand. This acquisition enables the boarding of the vendor's customers on the Company's end-to-end acquiring solution and empowers the Company's distribution partners to sign the vendor's customer accounts and leverage the combined expertise to handle all aspects of installation, service, and support.

The following table summarizes the consideration paid and the fair value assigned to the assets acquired and liabilities assumed at the acquisition date, adjusted for measurement period adjustments.

Cash	$	0.6
Accounts receivable		4.0
Prepaid expenses and other current assets		0.1
Property, plant and equipment		0.1
Inventory		0.6
Other intangible assets		3.9
Goodwill (a)		5.6
Accounts payable		(1.2)
Accrued expenses and other current liabilities		(2.7)
Deferred revenue		(0.8)
Long-term debt		(0.1)
Net assets acquired		10.1
Less: cash acquired		(0.6)
Net cash paid for acquisition	$	9.5

(a) Goodwill is deductible for tax purposes.

In connection with the Hospitality Technology Vendor Acquisition, the Company incurred expenses of $0.3 million for the year ended December 31, 2020, which are included in "General and administrative expenses" in the Consolidated Statements of Operations.

The fair values of intangible assets were estimated using inputs classified as Level 3 and included either an income approach or cost approach. Intangible assets valued under the income approach used either the relief from royalty method (developed technology, trademarks, trade names, company names and domain names) or the multi-period excess earnings method (customer relationships). The weighted average life of developed technology, trademarks and trade names, and customer relationships is 5 years, 11 years and 9 years, respectively. The transaction was taxable for income tax purposes, and all assets and liabilities have been recorded at fair value for both book and income tax purposes. Therefore, no deferred taxes have been recorded. The goodwill arising from the acquisition includes revenue synergies and go-forward expense growth synergies associated with a combined go-to-market model and the ability to win new customers.

The Hospitality Technology Vendor Acquisition did not have a material impact on the Company's consolidated financial statements. Accordingly, pro forma financial information has not been presented.

5. Revenue

Adoption of ASC 606: Revenue from Contracts with Customers

The Company recorded a net reduction to retained earnings of $7.0 million as of January 1, 2019 due to the cumulative impact of adopting ASC 606, primarily as a result of no longer being able to defer the upfront cost for the Company's free equipment program to its merchants under the contract terms existing at January 1, 2019 and recognizing the revenue allocated to this hardware in retained earnings for contracts open as of January 1, 2019.

Under ASC 606, *Revenue from Contracts with Customers*, the Company has three separate performance obligations under its recurring software-as-a-service ("SaaS fees") for point-of-sale systems provided to merchants: (1) point-of-sale software, (2) lease of hardware and (3) other support services. For the period January 1, 2019 through June 29, 2020, the hardware provided under the Company's software as a service, or SaaS, agreements was accounted for as a sales-type lease. Effective June 30, 2020, the Company modified the terms and conditions of its SaaS arrangements and updated its operational procedures. As a result, beginning June 30, 2020, hardware provided under the Company's SaaS agreements is accounted for as an operating lease; therefore, an increase in income of $12.4 million was recorded within "Other operating (income) expense, net" in the Consolidated Statements of Operations in the year ended December 31, 2020 to reflect the impact of the lease modifications. In late 2021, the Company entered into certain contracts that are accounted for as sales-type leases. See Note 10 for more information on equipment for lease.

The effect of the lease modifications on the consolidated financial statements as of its effective date, June 30, 2020, was as follows:

	Balance prior to lease modification	Balance subsequent to lease modification	Effect of change
Contract assets, net	$ 11.3	$ —	$ (11.3)
Accounts receivable, net	67.7	68.6	0.9
Equipment under lease	—	23.3	23.3
Deferred revenue	7.7	8.2	(0.5)
Other operating (income) expense, net			(12.4)

TSYS outage

On August 21, 2021, Total System Services, Inc. ("TSYS"), a Global Payments company and an important vendor to the Company, experienced a significant platform outage that resulted in the disruption of payment processing for the Company's merchants ("TSYS outage"). TSYS is utilized by many major credit card issuers and payment processors, which meant the impact of the outage was felt by many card accepting merchants and cardholders across the nation. In response to the TSYS outage, the Company distributed payments to both merchants and partners in order to alleviate the impact of the outage on their businesses. The following paragraphs describe how these payments are reflected in the Company's consolidated financial statements.

In the year ended December 31, 2021, the Company distributed $23.1 million in payments to its merchants to approximate the lost revenues they experienced as a result of the TSYS outage. Under ASC 606, these payments were recorded as contra revenue, which is reflected as a reduction of "Gross revenue" in the Company's Consolidated Statements of Operations for the year ended December 31, 2021.

In the year ended December 31, 2021 the Company also distributed $2.8 million in payments to its partners to approximate their lost revenues and compensate them for the additional support required from them to manage the outage. Consistent with the treatment of the Company's payments to its partners in the normal course of business, these payments are reflected in "Cost of sales" in the Company's Consolidated Statements of Operations for the year ended December 31, 2021.

Disaggregated Revenue

Based on similar operational characteristics, the Company's revenue from contracts with customers is disaggregated as follows:

	Year Ended December 31,		
	2021	2020	2019
Payments-based revenue (a)	$ 1,258.0	$ 684.2	$ 643.6
Subscription and other revenues	109.5	82.7	87.8
Total	$ 1,367.5	$ 766.9	$ 731.4

(a) For the year ended December 31, 2021, payments-based revenue includes nonrecurring payments of $ 23.1 million the Company made to merchants related to the TSYS outage that are treated as contra revenue and as such reduce payments-based revenue.

Based on similar economic characteristics, the Company's revenue from contracts with customers is disaggregated as follows:

	Year Ended December 31,		
	2021	2020	2019
Over-time revenue (a)	$ 1,328.5	$ 736.7	$ 687.9
Point-in-time revenue	39.0	30.2	43.5
Total	$ 1,367.5	$ 766.9	$ 731.4

(a) For the year ended December 31, 2021, over-time revenue includes nonrecurring payments of $ 23.1 million the Company made to merchants related to the TSYS outage that are treated as contra revenue and as such reduce over-time revenue.

Contract Assets

Contract assets were as follows:

	Year Ended December 31,	
	2021	2020
Contract assets, net - beginning of period	$ —	$ 10.7
Less: Contract assets, net - beginning of the period, current	—	(6.8)
Contract assets, net - beginning of period, noncurrent	$ —	$ 3.9
Contract assets, net - end of period	$ 0.3	$ —
Less: Contract assets, net - end of the period, current	(0.3)	—
Contract assets, net - end of period, noncurrent	$ —	$ —

The change in the Company's allowance for contract assets was as follows:

	December 31, 2020
Beginning balance	$ 4.6
Conversion from sales-type lease to operating lease accounting treatment	(4.5)
Additions to expense	0.7
Write-offs, net of recoveries and other adjustments	(0.8)
Ending Balance	$ —

There was no allowance for contract assets as of December 31, 2021.

Contract Liabilities

The Company charges merchants for various post-contract license support/service fees and annual regulatory compliance fees. These fees typically relate to a period of one year. The Company recognizes the revenue on a straight-line basis over its respective period. As of December 31, 2021 and 2020, the Company had deferred revenue of $17.4 million and $8.1 million, respectively. The change in the contract liabilities is primarily the result of a timing difference between payment from the customer and the Company's satisfaction of each performance obligation.

The following reflects the amounts the Company recognized as annual service fees and regulatory compliance fees within “Gross revenue” in its Consolidated Statements of Operations and the amount of such fees that was included in deferred revenue at the beginning of the respective period.

	Year Ended December 31,		
	2021	2020	2019
Annual service fees and regulatory compliance fees	$ 27.6	$ 13.6	$ 11.1
Amount of these fees included in deferred revenue at beginning of period	4.9	4.2	2.8

6. Restructuring

The following table summarizes the changes in the Company’s restructuring accrual:

	2018 Restructuring Activities	2019 Restructuring Activities	Total
Balance at Balance at December 31, 2019	$ 4.2	$ 1.5	$ 5.7
Severance payments	(1.7)	(1.5)	(3.2)
Accretion of interest (a)	0.4	—	0.4
Balance at Balance at December 31, 2020	$ 2.9	$ —	$ 2.9
Severance payments	(1.6)	—	(1.6)
Accretion of interest (a)	0.2	—	0.2
Balance at December 31, 2021	$ 1.5	$ —	$ 1.5

(a) Accretion of interest is included within “Restructuring expenses” in the Consolidated Statements of Operations.

2018 Restructuring Activities

During the year ended December 31, 2018, the Company recognized $18.3 million of restructuring expenses associated with a historical acquisition.

2019 Restructuring Activities

During the year ended December 31, 2019, the Company recognized $3.3 million of restructuring expenses associated with the integration of Merchant Link, consisting primarily of employee and severance benefits which were paid by March 31, 2020.

The current portion of the restructuring accrual of $1.5 million and $1.4 million at December 31, 2021 and 2020, respectively, is included within “Accrued expenses and other current liabilities” on the Consolidated Balance Sheets. The long-term portion of the restructuring accrual of $1.5 million at December 31, 2020 is included within “Other noncurrent liabilities” on the Consolidated Balance Sheets.

Of the $1.5 million restructuring accrual outstanding as of December 31, 2021, approximately $1.6 million is expected to be paid in 2022, less accreted interest of $0.1 million.

7. Goodwill

The changes in the carrying amount of goodwill were as follows:

Balance at December 31, 2019	$ 421.3
Merchant Link measurement period adjustment	0.7
3dcart acquisition (Note 4)	46.9
Hospitality Technology Vendor acquisition (Note 4)	8.1
Balance at December 31, 2020	477.0
VenueNext acquisition (Note 4)	52.7
Postec acquisition (Note 4)	10.4
Hospitality Technology Vendor adjustments (Note 4)	(2.4)
Balance at December 31, 2021	$ 537.7

8. Other Intangible Assets, Net

Other intangible assets, net consisted of the following:

	Weighted Average Amortization Period (in years)	December 31, 2021		
		Carrying Value	Accumulated Amortization	Net Carrying Value
Merchant relationships	8	$ 200.1	$ 133.7	$ 66.4
Acquired technology	9	113.2	54.9	58.3
Trademarks and trade names	18	20.3	3.8	16.5
Capitalized software development costs	4	42.6	9.1	33.5
Residual commission buyouts (a)	3	20.3	6.5	13.8
Total intangible assets		$ 396.5	$ 208.0	$ 188.5

	Weighted Average Amortization Period (in years)	December 31, 2020		
		Carrying Value	Accumulated Amortization	Net Carrying Value
Merchant relationships	8	$ 185.8	$ 106.5	$ 79.3
Acquired technology	9	105.1	42.2	62.9
Trademarks and trade names	9	57.4	39.1	18.3
Noncompete agreements	2	3.9	3.9	—
Capitalized software development costs	4	25.1	5.8	19.3
Leasehold interest	2	0.1	0.1	—
Residual commission buyouts (a)	3	20.0	13.5	6.5
Total intangible assets		$ 397.4	$ 211.1	$ 186.3

(a) Residual commission buyouts include contingent payments of $4.2 million and $3.4 million as of December 31, 2021 and 2020, respectively.

As of December 31, 2021, the estimated amortization expense for intangible assets for each of the five succeeding years and thereafter is as follows:

2022	$	48.0
2023		35.2
2024		30.0
2025		23.7
2026		18.4
Thereafter		33.2
Total	$	188.5

Amounts charged to expense in the Consolidated Statements of Operations for amortization of intangible assets were as follows:

	Year Ended December 31,		
	2021	2020	2019
Depreciation and amortization expense	$ 36.6	$ 38.5	$ 37.6
Cost of sales	19.1	15.0	11.0
Total	$ 55.7	$ 53.5	$ 48.6

In the fourth quarter of 2020, the Company completed an assessment of the useful lives of certain acquired technology included in "Other intangible assets, net" on the Consolidated Balance Sheet and determined that the estimated useful life of certain acquired technology should decrease from approximately 7 years to approximately 3 years. The effect of this change in estimate was $1.1 million and is included in "Cost of sales" in the Company's Consolidated Statements of Operations for the year ended December 31, 2020.

9. Capitalized Customer Acquisition Costs, Net

Capitalized customer acquisition costs, net were $35.1 million and $30.2 million at December 31, 2021 and 2020, respectively. This consists of upfront processing bonuses with a gross carrying value of $69.1 million and $55.7 million less accumulated amortization of $34.0 million and $25.5 million at December 31, 2021 and 2020, respectively.

Capitalized customer acquisition costs had a weighted average amortization period of three years at December 31, 2021 and 2020. Amortization expense for capitalized customer acquisition costs is $21.5 million, $15.7 million, and $10.0 million for the years ended December 31, 2021, 2020 and 2019, respectively, is included in "Cost of sales" in the Consolidated Statements of Operations.

As of December 31, 2021, the estimated future amortization expense for capitalized customer acquisition costs is as follows:

2022	$	19.3
2023		12.0
2024		3.8
Total	$	35.1

10. Equipment for Lease, Net

Effective June 30, 2020, the Company modified the terms and conditions of its SaaS arrangements and updated its operational procedures. As a result, beginning June 30, 2020, hardware provided under the Company's SaaS agreements is accounted for as an operating lease resulting in equipment for lease recorded in "Equipment for lease, net" on the Company's Consolidated Balance Sheet.

Equipment for lease, net consisted of the following:

	Weighted Average Depreciation Period *(in years)*	December 31, 2021		
		Carrying Value	Accumulated Depreciation	Net Carrying Value
Equipment under lease	3	$ 72.9	$ 24.2	$ 48.7
Equipment held for lease (a)	N/A	9.7	—	9.7
Total equipment for lease, net		$ 82.6	$ 24.2	$ 58.4

	Weighted Average Depreciation Period *(in years)*	December 31, 2020		
		Carrying Value	Accumulated Depreciation	Net Carrying Value
Equipment under lease	3	$ 36.5	$ 6.9	$ 29.6
Equipment held for lease (a)	N/A	7.0	—	7.0
Total equipment for lease, net		$ 43.5	$ 6.9	$ 36.6

(a) Represents equipment that was not yet initially deployed to a merchant and, accordingly, is not being depreciated.

The amount charged to "Depreciation and amortization" expense in the Consolidated Statements of Operations for depreciation of equipment under lease was $21.8 million and $9.8 million for the years ended December 31, 2021 and 2020, respectively.

11. Property, Plant and Equipment, Net

Property, plant and equipment, net consisted of the following:

	Year Ended December 31,	
	2021	2020
Equipment	$ 10.5	$ 16.0
Capitalized software	5.1	8.7
Leasehold improvements	9.1	11.6
Furniture and fixtures	2.0	3.1
Vehicles	0.3	0.2
Total property and equipment, gross	27.0	39.6
Less: Accumulated depreciation	(8.6)	(24.5)
Total property, plant and equipment, net	$ 18.4	$ 15.1

Amounts charged to expense in the Consolidated Statements of Operations for depreciation of property, plant and equipment were as follows:

	Year Ended December 31,		
	2021	2020	2019
Depreciation and amortization expense	$ 3.8	$ 3.6	$ 2.4
Cost of sales	1.6	1.6	1.4
Total depreciation expense	$ 5.4	$ 5.2	$ 3.8

12. Debt

The Company’s outstanding debt consisted of the following:

	Year Ended December 31,	
	2021	2020
Convertible Notes due 2025 (2025 Convertible Notes)	$ 690.0	$ 577.5
Convertible Notes due 2027 (2027 Convertible Notes)	632.5	—
Senior Notes due 2026 (2026 Senior Notes)	450.0	450.0
Other financing arrangements	—	0.9
Total borrowings	1,772.5	1,028.4
Less: Current portion of debt	—	(0.9)
	1,772.5	1,027.5
Less: Unamortized capitalized financing costs	(34.0)	(22.1)
Total long-term debt	$ 1,738.5	$ 1,005.4

Amortization of capitalized financing fees is included in “Interest expense” within the Consolidated Statements of Operations. Amortization expense for capitalized financing fees was $5.9 million, $5.4 million, and $4.0 million for the years ended December 31, 2021, 2020, and 2019, respectively.

Convertible Notes due 2025

In December 2020, Shift4 Payments, Inc. issued an aggregate principal amount of $690.0 million of convertible senior notes due 2025 (“2025 Convertible Notes”) to qualified institutional buyers in an offering exempt from registration under the Securities Act. The Company received net proceeds, after deducting initial purchasers’ discounts and estimated offering expenses, of approximately $673.6 million from the 2025 Convertible Notes Offering. The 2025 Convertible Notes do not bear regular interest the principal amount of the 2025 Convertible Notes does not accrete. The 2025 Convertible Notes will mature on December 15, 2025 unless earlier repurchased, redeemed or converted. The Company will settle conversions by paying in cash up to the principal amount of the 2025 Convertible Notes with any excess to be paid or delivered, as the case may be, in cash or shares of Class A common stock or a combination of both at its election, based on the conversion rate. The initial conversion rate for the 2025 Convertible Notes is 12.4262 shares of Class A common stock per $1,000 principal amount of 2025 Convertible Notes (equivalent to an initial conversion price of approximately $80.48 per share of Class A common stock), subject to customary adjustments upon the occurrence of specified events. Before September 15, 2025, holders will have the right to convert their 2025 Convertible Notes under the following circumstances: (1) during any calendar quarter commencing after the calendar quarter ended March 31, 2021 (and only during such calendar quarter), if the last reported sale price of the Company’s common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day; (2) during thefive business day period after any five consecutive trading day period in which the trading price per $1,000 principal amount of the 2025 Convertible Notes for each trading day of the 2025 Measurement Period was less than 98% of the product of the last reported sale price of the Company’s common stock and the conversion rate in effect on each such trading day; (3) if the Company calls any or all of the 2025 Convertible Notes for redemption, at any time prior to the close of business on the second scheduled trading day immediately preceding the redemption date; or (4) upon the occurrence of specified corporate events. From and after September 15, 2025, holders may convert their 2025 Convertible Notes at any time at their election until the close of business on the second scheduled trading day immediately before the maturity date. Upon conversion of the 2025 Convertible Notes, the Company will pay in cash the principal amount of the 2025 Convertible Notes with any excess to be paid or delivered, as the case may be, in cash or shares of the Company's Class A common stock or a combination of both at the Company’s election. The 2025 Convertible Notes will be redeemable, in whole or in part, for cash at the Company’s option at any time, and from time to time, on or after December 20, 2023 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 the Company’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 2025 Convertible Notes to be redeemed, plus accrued and unpaid special interest, if any, to, but excluding, the redemption date. Upon the occurrence of a "fundamental change," which term includes certain change of control transactions, the Company must offer to repurchase the 2025 Convertible Notes at a price equal to 100% of their principal amount, plus accrued and unpaid special interest, if any, to, but not including, the date of repurchase. In addition, if a "make-whole fundamental change" occurs prior to the maturity date or if the Company delivers a notice of redemption, the Company will, in certain circumstances, increase the conversion rate for a holder who elects to convert its 2025 Convertible Notes in connection with such make-whole fundamental change or notice of redemption, as the case may be.

In connection with the issuance of the 2025 Convertible Notes, Shift4 Payments, Inc. entered into an Intercompany Convertible Note with Shift4 Payments, LLC, whereby Shift4 Payments, Inc. provided the net proceeds from the issuance of the 2025 Convertible Notes to Shift4 Payments, LLC in the amount of $673.6 million. The terms of the Intercompany Convertible Note mirror the terms of the 2025 Convertible Notes issued by Shift4 Payments, Inc. The intent of the Intercompany Convertible Note is to maintain the parity of shares of Class A common stock with LLC Units as required by the Shift4 Payments LLC Agreement.

As of December 31, 2020, in accounting for the issuance of the 2025 Convertible Notes, the Company separated the 2025 Convertible Notes into liability and equity components. The carrying amount of the liability component was calculated by measuring the fair value of a similar debt instrument that does not have an associated convertible feature. The carrying amount of the equity component representing the conversion option was $114.2 million and was determined by deducting the fair value of the liability component from the par value of the 2025 Convertible Notes. The equity component was not remeasured as long as it continued to meet the conditions for equity classification. The excess of the principal amount of the liability component over its carrying amount ("debt discount") was amortized to interest expense over the term of the 2025 Convertible Notes at an effective interest rate of 4.10%.

Debt issuance costs related to the 2025 Convertible Notes comprised of discounts and commissions payable to the initial purchasers and third-party offering costs total $16.4 million. As of December 31, 2020, the Company allocated the total amount incurred to the liability and equity components of the 2025 Note based on their relative values.

The Company adopted ASU 2020-06 on January 1, 2021 using the modified retrospective transition method. As of December 31, 2020, the Company recorded a debt discount on the 2025 Convertible Notes of $111.5 million related to the separation of the conversion feature. This discount was removed upon adoption of ASU 2020-06. The adoption of ASU 2020-06 resulted in a decrease to additional paid-in capital of $111.5 million, a decrease to retained deficit of $1.6 million, and a net increase to long-term debt of $109.9 million.

The net carrying amount of the 2025 Convertible Notes was as follows:

	December 31, 2021	December 31, 2020
Principal outstanding	$ 690.0	$ 690.0
Unamortized debt discount	—	(112.5)
Unamortized debt issuance costs	(13.0)	(13.5)
Net carrying value	$ 677.0	$ 564.0

The net carrying amount of the equity component of the 2025 Convertible Notes as of December 31, 2020 was as follows:

Amount allocated to the conversion option	$ 114.2
Less: allocated issuance costs	(2.7)
Equity component, net	$ 111.5

The debt issuance costs are amortized to interest expense over the term of the 2025 Convertible Notes at an effective interest rate of 0.48%.

Convertible Notes due 2027

In July 2021, Shift4 Payments, Inc. issued an aggregate principal amount of $632.5 million 0.50% Convertible Senior Notes due 2027 ("2027 Convertible Notes") to qualified institutional buyers in an offering exempt from registration under the Securities Act. The Company received net proceeds, after deducting initial purchasers' discounts and estimated offering expenses, of approximately $617.7 million from the 2027 Convertible Notes Offering. The 2027 Convertible Notes are the Company's senior, unsecured obligations and are equal in right of payment with the Company's existing and future senior, unsecured indebtedness, senior in right of payment to the Company's future indebtedness that is expressly subordinated to the 2027 Convertible Notes and effectively subordinated to the Company's existing and future secured indebtedness, to the extent of the value of the collateral securing that indebtedness. The 2027 Convertible Notes are structurally subordinated to all existing and future indebtedness and other liabilities, including trade payables, and (to the extent the Company is not a holder thereof) preferred equity, if any, of the Company's subsidiaries.

The 2027 Convertible Notes bear regular interest 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 2027 Convertible Notes will mature on August 01, 2027, unless earlier repurchased, redeemed or converted. Before May 1, 2027, noteholders will have the right to convert their 2027 Convertible Notes only upon the occurrence of certain events. From and after May 1, 2027, noteholders may convert their 2027 Convertible Notes at any time at their election until the close of business on the second scheduled trading day immediately before the maturity date. The Company will settle conversions by paying in cash up to the principal amount of the 2027 Convertible Notes with any excess to be paid or delivered, as the case may be, in cash or shares of Class A common stock or a combination of both at its election, based on the conversion rate. The initial conversion rate is 8.1524 shares of Class A common stock per $1,000 principal amount of 2027 Convertible Notes (equivalent to an initial conversion price of approximately $122.66 per share of Class A common stock), subject to customary adjustments upon the occurrence of specified events. Before May 1, 2027, holders will have the right to convert their 2027 Convertible Notes under the following circumstances: (1) during any calendar quarter commencing after the calendar quarter ended September 30, 2021 (and only during such calendar quarter), if the last reported sale price of the Company's common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day; (2) during the five business day period after any five consecutive trading day period in which the trading price per $1,000 principal amount of the 2027 Convertible Notes for each trading day of the 2027 Measurement Period was less than 98% of the product of the last reported sale price of the Company's common stock and the conversion rate in effect on each such trading day; (3) if the Company calls any or all of the 2027 Convertible Notes for redemption, at any time prior to the close of business on the second scheduled trading day immediately preceding the redemption date; or (4) upon the occurrence of specified corporate events. From and after May 1, 2027, holders may convert their 2027 Convertible Notes at any time at their election until the close of business on the second scheduled trading day immediately before the maturity date.

In addition, if certain corporate events that constitute a "make-whole fundamental change" occur, then the conversion rate will, in certain circumstances, be increased for a specified period of time. The 2027 Convertible Notes will be redeemable, in whole or in part, at the Company'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, at a cash redemption price equal to the principal amount of the 2027 Convertible Notes to be redeemed, plus accrued and unpaid special interest, if any, to, but excluding, the redemption date, but only if the last reported sale price per share of the Company's Class A common stock exceeds 130% of the conversion price on (i) each of at least 20 trading days, whether or not consecutive, during the 30 consecutive trading days ending on, and including, the trading day immediately before the date the Company sends the related redemption notice; and (2) the trading day immediately before the date the Company sends such notice. In addition, calling any 2027 Convertible Note for redemption will constitute a make-whole fundamental change with respect to that 2027 Convertible Note, in which case the conversion rate applicable to the conversion of that 2027 Convertible Note will be increased in certain circumstances if it is converted after it is called for redemption and prior to the second business day immediately before the related redemption date. If certain corporate events that constitute a "fundamental change" occur, then, subject to a limited exception for certain cash mergers, noteholders may require the Company to repurchase their 2027 Convertible Notes at a cash repurchase price equal to the principal amount of the 2027 Convertible Notes to be repurchased, plus accrued and unpaid special interest, if any, to, but excluding, the fundamental change repurchase date. The definition of fundamental change includes certain business combination transactions involving the Company and certain de-listing events with respect to the Company's Class A common stock.

In connection with the issuance of the 2027 Convertible Notes, Shift4 Payments, Inc. entered into an Intercompany Convertible Note with Shift4 Payments, LLC, whereby Shift4 Payments, Inc. provided the net proceeds from the issuance of the 2027 Convertible Notes to Shift4 Payments, LLC in the amount of $617.7 million. The terms of the Intercompany Convertible Note mirror the terms of the 2027 Convertible Notes issued by Shift4 Payments, Inc. The intent of the Intercompany Convertible Note is to maintain the parity of shares of Class A common stock with LLC Units as required by the Shift4 Payments LLC Agreement.

Debt issuance costs related to the 2027 Convertible Notes are comprised of discounts and commissions paid to the initial purchasers and third-party offering costs and total $14.8 million. The net carrying amount of the 2027 Convertible Notes was as follows:

	December 31, 2021
Principal outstanding	$ 632.5
Unamortized debt issuance costs	(13.8)
Net carrying value	$ 618.7

The debt issuance costs are amortized to interest expense over the term of the 2027 Convertible Notes at an effective interest rate of 0.89%.

Senior Notes due 2026

In October 2020, the Company's subsidiaries Shift4 Payments, LLC and Shift4 Payments Finance Sub, Inc. (together, the "Issuers") issued an aggregate of $450.0 million principal amount of 4.625% Senior Notes due 2026 ("2026 Senior Notes"). The Company received net proceeds, after deducting initial purchasers' discounts and estimated offering expenses, of approximately $442.8 million from the 2026 Senior Notes Offering. The net proceeds of the 2026 Senior Notes Offering, together with cash on hand, were used to repay the remaining $450.0 million left on the First Lien Term Loan Facility. The 2026 Senior Notes mature on November 1, 2026, and accrue interest at a rate of 4.625% per year. Interest on the 2026 Senior Notes is payable semi-annually in arrears on each May 1 and November 1, commencing on May 1, 2021. The Issuers may redeem all or a portion of the 2026 Senior Notes at any time prior to November 1, 2022 at a redemption price equal to 100% of the principal amount of the 2026 Senior Notes, plus the applicable "make-whole" premium as provided in the indenture governing the 2026 Senior Notes, plus accrued and unpaid interest, if any, to, but excluding, the redemption date. At any time on or after November 1, 2022, the Issuers may redeem all or a portion of the 2026 Senior Notes at the redemption prices set forth in the indenture governing the 2026 Senior Notes, plus accrued and unpaid interest, if any, to but excluding, the date of redemption. In addition, at any time prior to November 1, 2022, the Issuers may also redeem up to 40% of the original aggregate principal amount of the 2026 Senior Notes (including any additional 2026 Senior Notes) with the proceeds of certain equity offerings, at a redemption price equal to 104.625% of the principal amount of the 2026 Senior Notes, plus accrued and unpaid interest, if any to the redemption date. The Issuers may make such redemption so long as, after giving effect to any such redemption, at least 50% of the original aggregate principal amount of the 2026 Senior Notes (including any additional 2026 Senior Notes) remains outstanding (unless all 2026 Senior Notes are redeemed concurrently) and such redemption occurs not less than 10 days nor more than 60 days prior notice to the holders of the 2026 Senior Notes.

The 2026 Senior Notes Offering and the corresponding payment on the remaining First Lien Term Loan Facility was accounted for as a debt refinancing. In connection with the debt refinancing, the Company incurred a loss on extinguishment of $9.5 million comprised of the write-off of capitalized financing costs on the First Lien Term Loan Facility. The Company incurred financing fees of $7.2 million, of which $6.4 million was capitalized and recognized in the Consolidated Balance Sheet as a reduction of long-term debt and $0.8 million was recorded to "Transaction-related expenses" in the Consolidated Statements of Operations.

The 2026 Senior Notes have not been registered under the Securities Act of 1933, as amended ("the Securities Act"), or the securities laws of any other jurisdiction. The 2026 Senior Notes were sold to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A and outside the United States pursuant to Regulation S of the Securities Act.

First Lien and Second Lien Term Loan Facility

As of December 31, 2019, Shift4 Payments, LLC had borrowings of $650.0 million in aggregate principal amount of secured term loans comprised of first lien term loans of $520.0 million due November 30, 2024 ("First Lien Term Loan Facility") and second lien term loans of $130.0 million due November 30, 2025 ("Second Lien Term Loan Facility"). Interest with respect to the First Lien Term Loan Facility was payable quarterly in arrears at a rate of LIBOR plus 4.50% per annum. Interest with respect to the Second Lien Term Loan Facility was payable quarterly in arrears at a rate of LIBOR plus 8.50% per annum. The interest rate was determined based on Shift4 Payments, LLC first lien leverage ratio for the preceding fiscal quarter. Additional details on the credit agreement governing the First Lien Term Loan Facility are provided below under the heading "Revolving Credit Facility."

In June 2020, the Company made $59.8 million in principal payments on the First Lien Term Loan Facility and repaid in full the $130.0 million outstanding under the Second Lien Term Loan Facility. In connection with these prepayments, the Company incurred a loss on extinguishment of debt of $7.1 million representing the unamortized capitalized financing costs associated with the prepaid debt, which was recorded to "Loss on extinguishment of debt" in the Consolidated Statements of Operations in the second quarter of 2020.

In October 2020, the Company fully repaid the First Lien Term Loan Facility, as discussed above, using the proceeds from the 2026 Senior Notes.

The First Lien Term Loan Facility and Second Lien Term Loan Facility were subject to covenants that, among other things, limited or restricted the Company in creating liens, holding any unpermitted investments or new indebtedness, making any dispositions or restricted payments unless otherwise permitted in the agreement, and making material changes to the business. In connection with the full repayment of the Second Lien Term Loan Facility in the second quarter of 2020, the Company obtained applicable releases customary to the payment in full.

Revolving Credit Facility

The credit agreement governing the First Lien Term Loan Facility ("First Lien Credit Agreement") included a revolving credit facility of $90.0 million ("Revolving Credit Facility"), with a maturity date of November 30, 2022. The First Lien Credit Agreement required compliance with certain financial covenants, including a maximum first lien net leverage ratio, tested quarterly when the loans and certain letters of credit outstanding under the Revolving Credit Facility exceed 35% of the total revolving commitments. In addition, the First Lien Credit Agreement contained various covenants that, among other restrictions, limited the Company's and its subsidiaries' ability to incur indebtedness; incur certain liens; consolidate, merge or sell or otherwise dispose of assets; alter the business conducted by the Company and its subsidiaries; make investments, loans, advances, guarantees and acquisitions; enter into sale and leaseback transactions; pay dividends or make other distributions on equity interests, or redeem, repurchase or retire equity interests; enter into transactions with affiliates; enter into agreements restricting the ability to pay dividends; redeem, repurchase or refinance other indebtedness; and amend or modify governing documents. The Company was in compliance with these covenants at December 31, 2020.

Loans incurred under the Revolving Credit Facility bore interest at the Company's option at either the LIBO rate plus a margin ranging from 4.00% to 4.50% per year or the alternate base rate plus a margin ranging from 3.00% to 3.50% per year. The interest rate varied depending on the Company's first lien leverage ratio. The alternate base rate and the LIBO rate were each subject to a zero percent floor.

The Revolving Credit Facility unused commitment fee ranged from 0.25% to 0.50%. The applicable margin and unused commitment fee were determined based on the Company's first lien net leverage ratio at the previously reported fiscal quarter.

In the first quarter of 2020, the Company drew $68.5 million under the Revolving Credit Facility for general corporate purposes and to strengthen its financial position amid the COVID-19 pandemic. In June 2020, the Company repaid the outstanding borrowings of $89.5 million under the Revolving Credit Facility. Borrowing capacity on the Revolving Credit Facility was $89.5 million as of December 31, 2020, net of a $0.5 million letter of credit.

Borrowings under the First Lien Credit Agreement were guaranteed by each of the Company's current and future direct and indirect wholly owned domestic subsidiaries, subject to certain customary exceptions as set forth in the First Lien Credit Agreement. The obligations under the First Lien Credit Agreement were secured by a first priority lien on substantially all the property and assets (real and personal, tangible and intangible) of the Company and the other guarantors, subject to certain customary exceptions.

Amended and Restated Revolving Credit Facility

In January 2021, Shift4 Payments, LLC amended and restated its First Lien Credit Agreement ("the Amended Credit Agreement"), and increased the borrowing capacity under the Revolving Credit Facility to $100.0 million. $25.0 million of the Revolving Loan Facility is available for letters of credit. Subject to certain exceptions, all obligations under the First Lien Term Credit Agreement were repaid in full and all commitments thereunder terminated in connection with the Amended Credit Agreement. In connection with the amendment, the Company incurred a loss on extinguishment of debt of $0.2 million, representing unamortized capitalized financing costs, which was recorded to "Loss on extinguishment of debt" in the Consolidated Statements of Operations for the year ended December 31, 2021.

The Revolving Credit Facility matures on January 29, 2026, or, if greater than $150.0 million aggregate principal amount of the Company's 2025 Convertible Notes remains outstanding on September 15, 2025, on that date.

The Amended Credit Agreement requires periodic interest payments until maturity. The Company may prepay all revolving loans under the Amended Credit Agreement at any time without premium or penalty (other than customary LIBO breakage costs), subject to certain notice requirements. The Company may also be subject to mandatory prepayments if the Revolving Credit Exposure exceeds the Revolving Credit Commitments under the Revolving Credit Facility.

Loans incurred under the Revolving Credit Facility bear interest at the Company's option at either the LIBO rate plus a margin ranging from 3.00% to 3.50% per year or the alternate base rate (the highest of the Federal Funds rate plus 0.50%, or the prime rate announced from time to time in The Wall Street Journal) plus a margin ranging from 2.00% to 2.50% per year (such margins being referred to as the "Applicable Rate"). The Applicable Rate varies depending on the Company's total leverage ratio (as defined in the Amended Credit Agreement). The alternate base rate and the LIBO rate are each subject to a zero percent floor.

In addition, the Company is required to pay a commitment fee under the Revolving Credit Facility in respect of the unutilized commitments thereunder at a rate ranging from 0.25% per year to 0.50% per year, in each case based on the total leverage ratio. The Company is also subject to customary letter of credit and agency fees.

Borrowings under the Amended Credit Agreement are guaranteed by each of the Company's current and future direct and indirect wholly owned domestic subsidiaries, subject to certain customary exceptions as set forth in the Amended Credit Agreement. The obligations under the Amended Credit Agreement are secured by a first priority lien on substantially all the property and assets (real and personal, tangible and intangible) of the Company and the other guarantors, subject to certain customary exceptions.

The Amended Credit Agreement requires compliance with certain financial covenants, including a maximum secured leverage ratio, tested quarterly when the loans and certain letters of credit outstanding under the Revolving Credit Facility exceed 35% of the total revolving commitments. In addition, the Amended Credit Agreement contains various covenants that, among other restrictions, limit the Company's and its subsidiaries' ability to incur indebtedness; incur certain liens; consolidate, merge or sell or otherwise dispose of assets; alter the business conducted by the Company and its subsidiaries; make investments, loans, advances, guarantees and acquisitions; enter into sale and leaseback transactions; pay dividends or make other distributions on equity interests, or redeem, repurchase or retire equity interests; enter into transactions with affiliates; enter into agreements restricting the ability to pay dividends; redeem, repurchase or refinance other indebtedness; and amend or modify governing documents. The Company was in compliance with these covenants as of December 31, 2021.

The Amended Credit Agreement contains events of default that are customary for a secured credit facility. If an event of default relating to bankruptcy or other insolvency events with respect to a borrower occurs, all obligations under the Amended Credit Agreement will immediately become due and payable. If any other event of default exists under the Amended Credit Agreement, the lenders may accelerate the maturity of the obligations outstanding under the Amended Credit Agreement and exercise other rights and remedies, including charging a default rate of interest equal to 2.00% per year above the rate that would otherwise be applicable. In addition, if any event of default exists under the Amended Credit Agreement, the lenders may commence foreclosure or other actions against the collateral.

Borrowing capacity on this Revolving Credit Facility was $99.5 million as of December 31, 2021, net of a $0.5 million letter of credit.

Restrictions and covenants

The 2025 Convertible Notes, 2027 Convertible Notes, 2026 Senior Notes and Revolving Credit Facility include certain restrictions on the ability of Shift4 Payments, LLC to make loans, advances, or pay dividends to Shift4 Payments, Inc.

At December 31, 2021 and 2020, the Company was in compliance with all financial covenants.

13. Other Consolidated Balance Sheet Components

Prepaid expenses and other current assets

Prepaid expenses and other current assets consisted of the following:

	December 31,	
	2021	2020
Prepaid insurance	$ 3.3	$ 2.5
Taxes receivable	1.8	1.2
Prepaid merchant signing bonuses (a)	0.7	—
Other prepaid expenses (b)	6.1	6.5
Agent and employee loan receivables	0.2	0.3
Other current assets	0.3	1.0
Total prepaid expenses and other current assets	$ 12.4	$ 11.5

(a) Represents deal bonuses paid to merchants to obtain processing contracts, which are amortized over their contractual term of one year.
(b) Other prepaid expenses include prepayments related to information technology, rent, tradeshows and conferences.

Accrued expenses and other current liabilities

Accrued expenses and other current liabilities consisted of the following:

	December 31,	
	2021	2020
Accrued payroll	$ 15.3	$ 2.8
Residuals payable	13.1	6.8
Accrued interest	4.8	3.6
Deferred employer social security tax pursuant to the CARES Act	1.6	3.0
Taxes payable	1.6	1.4
Restructuring accrual	1.5	1.4
Deferred tenant reimbursement allowance	—	3.1
Escrow payable	—	2.3
Accrued rent	—	1.5
Other current liabilities	5.0	4.2
Total accrued expenses and other current liabilities	$ 42.9	$ 30.1

14. Fair Value Measurement

U.S. GAAP defines a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted process in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The Company determines the fair values of its assets and liabilities that are recognized or disclosed at fair value in accordance with the hierarchy described below. The following three levels of inputs may be used to measure fair value:

- Level 1—Quoted prices in active markets for identical assets or liabilities;

- Level 2—Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities;
- Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include items where the determination of fair value requires significant management judgment or estimation.

The Company makes recurring fair value measurements of contingent liabilities arising from certain acquisitions using Level 3 unobservable inputs. These amounts relate to a change of control provision and expected earnout payments related to the number of existing point-of-sale merchants that convert to full acquiring merchants.

The contingent liability related to a change of control was measured on the acquisition date using a Monte Carlo simulation model based on expected possible valuations of the Company upon a change of control and is remeasured at each reporting date due to changes in management's expectations regarding possible future valuations of the Company, including considerations of changes in results of the Company, guideline public company multiples, and expected volatility. The contingent liability related to change of control was settled for 915,503 shares of Class A common stock in conjunction with the IPO.

The contingent liabilities arising from expected earnout payments were measured on the acquisition date using a probability-weighted expected payment model and were remeasured periodically due to changes in management's estimates of the number of existing point-of-sale merchants that converted to full acquiring merchants. In determining the fair value of the contingent liabilities, management reviewed the then-current results of the acquired business, along with projected results for the remaining earnout period, to calculate the expected earnout payment to be made using the agreed upon formula as laid out in the respective acquisition agreement. The contingent liabilities related to earnout payments were not material as of December 31, 2020. The Company estimated the remaining earnout liability as of December 31, 2020, which was comprised of actual conversions during the fourth quarter 2020 that were fully paid in the first quarter of 2021.

The table below provides a reconciliation of the beginning and ending balances for the Level 3 contingent liabilities:

	Year Ended December 31,		
	2021	2020	2019
Balance at beginning of period (a)	$ —	$ 32.3	$ 19.9
Additions (b)	—	1.7	—
Cash payments made for contingent liabilities related to earnout payments	(0.2)	(3.0)	(3.1)
Contingent liabilities related to change of control settled with Class A common stock and restricted stock units	—	(23.2)	—
Fair value adjustments	0.2	(7.8)	15.5
Balance at end of period	$ —	$ —	$ 32.3

(a) The balance at beginning of period for the year ended December 31, 2020 includes $ 30.4 million of contingent liabilities related to change of control and $ 1.9 million of contingent liabilities related to earnout payments, both of which are included in "Accrued expenses and other current liabilities" on the Consolidated Balance Sheets.

(b) During the three months ended March 31, 2020, certain employment compensation agreements were amended. Consequently, previously recorded deferred compensation liabilities of $ 1.9 million associated with these agreements, included within "Other noncurrent liabilities" on the Consolidated Balance Sheets at December 31, 2019, were derecognized and new liabilities of $1.7 million were recognized at fair value within "Other noncurrent liabilities" on the Consolidated Balance Sheets. These contingent liabilities were settled at the IPO for 89,842 restricted stock units.

Fair value adjustments are recorded within "General and administrative expenses" within the Consolidated Statements of Operations. There were no transfers into or out of Level 3 during the years ended December 31, 2021, 2020 and 2019.

The estimated fair value of the Company's outstanding debt using quoted prices from over-the-counter markets, considered Level 2 inputs, was as follows.

	December 31, 2021		December 31, 2020	
	Carrying Value	Fair Value	Carrying Value	Fair Value
2025 Convertible Notes	$ 690.0	$ 735.4	$ 690.0	$ 843.9
2027 Convertible Notes	632.5	556.5	—	—
2026 Senior Notes	450.0	465.7	450.0	468.0
Total	$ 1,772.5	$ 1,757.6	$ 1,140.0	$ 1,311.9

Other financial instruments not measured at fair value on the Company's Consolidated Balance Sheets at December 31, 2021 and 2020 include cash and cash equivalents, accounts receivable, prepaid expenses and other current assets, other noncurrent assets, accounts payable, and accrued expenses and other current liabilities as their estimated fair values reasonably approximate their carrying value as reported on the Consolidated Balance Sheets.

15. Income Taxes

The Company holds an economic interest in Shift4 Payments, LLC and consolidates its financial position and results. The remaining ownership of Shift4 Payments, LLC not held by the Company is considered a noncontrolling interest. Shift4 Payments, LLC is treated as a partnership for income tax reporting and its members, including the Company, are liable for federal, state, and local income taxes based on their share of the LLC's taxable income. In addition, Shift4 Corporation and VenueNext Inc., two operating subsidiaries of Shift4 Payments, LLC, are considered C-Corporations for U.S. federal, state and local income tax purposes. Taxable income or loss from Shift4 Corporation and VenueNext Inc. is not passed through to Shift4 Payments, LLC. Instead, it is taxed at the corporate level subject to the prevailing corporate tax rates.

Components of income tax benefit (provision) consisted of the following for the years indicated:

	Year Ended December 31,		
	2021	2020	2019
Current			
Federal	$ 0.6	$ 1.4	$ (1.1)
State	—	(0.2)	(0.4)
Foreign	—	(0.1)	—
Total current income tax benefit (provision)	0.6	1.1	(1.5)
Deferred			
Federal	2.5	1.2	(0.2)
State	—	0.1	—
Total deferred income tax benefit (provision)	2.5	1.3	(0.2)
Total income tax benefit (provision)	$ 3.1	$ 2.4	$ (1.7)

A reconciliation of the United States statutory income tax rate to the Company's effective income tax rate is as follows for the years indicated:

	Year Ended December 31,		
	2021	2020	2019
Federal statutory rate	21.0 %	21.0 %	21.0 %
Noncontrolling interests/effect of pass-through entities (LLC loss)	(7.3 %)	(17.1 %)	(23.6) %
State income taxes, net of federal benefit	5.3 %	1.1 %	— %
Permanent items	(1.2 %)	1.6 %	— %
Change in valuation allowance	(60.1 %)	(4.5 %)	— %
Equity-based compensation	46.8 %	— %	— %
Other	(0.5 %)	— %	(0.5) %
Effective income tax rate	4.0 %	2.1 %	(3.1 %)

Details of the Company's deferred tax assets and liabilities are as follows:

	December 31,	
	2021	2020
Deferred tax assets:		
Investment in Shift4 Payments, LLC	$ 277.2	$ 181.2
Net operating loss and tax credits carryforward	110.0	19.8
Lease liabilities	2.4	—
Equity-based compensation	1.6	10.2
Accrued expenses	0.9	1.9
Other	6.1	0.8
Subtotal	398.2	213.9
Valuation allowance	(383.0)	(179.5)
Total deferred tax assets	15.2	34.4
Deferred tax liabilities:		
2025 Convertible Notes	—	(29.4)
Intangible assets	(9.9)	(5.9)
Fixed assets	(2.2)	(1.8)
Right-of-use assets	(1.5)	—
Other liabilities	(1.9)	(0.1)
Total deferred tax liabilities	(15.5)	(37.2)
Net deferred tax liability	$ (0.3)	$ (2.8)

The Company has a deferred tax asset for the difference between the financial reporting and the tax basis of its investment in Shift4 Payments, LLC. The deferred tax asset above does not consider the iterative impact of the Tax Receivable Agreement ("TRA") liability, as the liability has not been recorded as of December 31, 2021 or 2020.

Management assesses the available positive and negative evidence to estimate whether sufficient future taxable income will be generated to permit use of the existing deferred tax assets. A significant piece of objective negative evidence evaluated was the cumulative loss incurred by Shift4 Payments, LLC over the three-year period ended December 31, 2021. Such objective evidence limits the ability to consider other subjective evidence, such as projections for future growth.

On the basis of this evaluation, as of December 31, 2021 and 2020, a full valuation allowance of $383.0 million and $179.5 million, respectively, has been recorded at Shift4 Payments, Inc. to recognize only the portion of the deferred tax asset that is more likely than not to be realized. The amount of the deferred tax asset considered realizable could be adjusted if estimates of future taxable income during the carryforward period are increased or if objective negative evidence in the form of cumulative losses is no longer present and additional weight is given to subjective evidence such as projections for growth.

As of December 31, 2021, the Company has $432.5 million federal and $431.1 million state net operating loss carryforwards, which are expected to expire on various dates as follows. The Company's state net operating loss carryforwards are available to reduce future taxable income, which expire at various times through 2042. The federal net operating loss carryforwards of $378.6 million generated in tax years after 2017 have an unlimited carryforward period, while the remaining $53.9 million generated in earlier tax years have a twenty years carryforward, beginning in 2037.

Below is a tabular reconciliation of the total amounts of unrecognized tax benefits.

	Year Ended December 31,		
	2021	**2020**	**2019**
Beginning balance	$ 0.3	$ 0.3	$ —
Increase related to current year tax positions	—	—	0.3
Decrease attributable to settlements with taxing authorities	(0.3)	—	—
Ending balance	$ —	$ 0.3	$ 0.3

All of the unrecognized tax benefits reflected in the above table would affect the effective tax rate, if recognized.

The Company files income tax returns as required by the tax laws of the jurisdictions in which it operates. In the normal course of business, the Company may be subject to examination by federal and certain state and local tax authorities. As of December 31, 2021, the Company's federal income tax returns for the years 2018 through 2020 and state and local tax returns for the years 2018 through 2020 remain open and are subject to examination.

Tax Receivable Agreement

The Company expects to obtain an increase in its share of the tax basis in the net assets of Shift4 Payments, LLC as LLC Interests are redeemed from or exchanged by Continuing Equity Owners, at the option of the Company, determined solely by the Company's independent directors. The Company intends to treat any redemptions and exchanges of LLC Interests as direct purchases of LLC Interests for U.S. federal income tax purposes. These increases in tax basis may reduce the amounts that it would otherwise pay in the future to various tax authorities. In connection with the Reorganization Transactions and the IPO, the Company entered into the TRA, with the Continuing Equity Owners.

The TRA provides for the payment by Shift4 Payments, Inc. of 85% of the amount of any tax benefits the Company actually realizes, or in some cases is deemed to realize, as a result of (i) increases in the Company's share of the tax basis in the net assets of Shift4 Payments, LLC resulting from any redemptions or exchanges of LLC Interests, (ii) tax basis increases attributable to payments made under the TRA, and (iii) deductions attributable to imputed interest pursuant to the TRA. The Company expects to benefit from the remaining 15% of any of cash savings that it realizes.

The Company has not recognized a $248.3 million liability under the TRA after concluding it was not probable that such TRA Payments would be paid based on its estimates of future taxable income. No payments were made to the Continuing Equity Owners pursuant to the TRA during the years ended December 31, 2021 or December 31, 2020. The amounts payable under the TRA will vary depending upon a number of factors, including the amount, character, and timing of the taxable income of Shift4 Payments, Inc. in the future. If the valuation allowance recorded against the deferred tax assets applicable to the tax attributes referenced above is released in a future period, the TRA liability may be considered probable at that time and recorded within earnings.

If all of the remaining Continuing Equity Owners were to exchange all of their LLC Units, the Company would recognize an additional deferred tax asset of approximately $460.5 million and a TRA liability of approximately $391.5 million, assuming (i) that the Continuing Equity Owners redeemed or exchanged all of their LLC Units immediately as of December 31, 2021 at a price of $57.90 per share of its Class A common stock, (ii) no material changes in relevant tax law, (iii) a constant corporate tax rate of 24.6%, (iv) that the Company earns sufficient taxable income in each year to realize on a current basis all tax benefits that are subject to the TRA, and (v) that the blocker attributes are not limited pursuant to section 382 of the Internal Revenue Code. The actual amount of deferred tax assets and related liabilities are impacted by the timing of the exchanges, the valuation of Shift4 Corporation, the price of the Company's shares of Class A common stock at the time of the exchange, and the tax rates then in effect. The Company may elect to completely terminate the TRA early only with the written approval of a majority of its independent directors, although it has no plans to do so at this time. As a result, the Company would be required to make an immediate cash payment equal to the present value of the anticipated future tax benefits that are the subject of the TRA.

16. Lease Agreements

As Lessee

The Company has operating leases primarily for office space and equipment. Most leases are not cancellable prior to their expiration. The Company accounts for leases in accordance with ASC 842 by recording right-of-use assets and lease liabilities. The right-of-use assets represent the Company's right to use underlying assets for the lease term and the lease liability represents the Company's obligation to make lease payments under the leases. The Company determines if an arrangement is or contains a lease at contract inception and exercises judgment and applies certain assumptions when determining the discount rate, lease term and lease payments. ASC 842 requires a lessee to record a lease liability based on the discounted unpaid lease payments using the interest rate implicit in the lease or, if the rate cannot be readily determined, the incremental borrowing rate. Generally, the Company does not have knowledge of the rate implicit in the lease and, therefore, uses its incremental borrowing rate for a lease. The lease term includes the non-cancelable period of the lease plus any additional periods covered by an option to extend that the Company is reasonably certain to exercise.

The following amounts were recorded on the Consolidated Balance Sheets relating to leases:

	December 31, 2021
Assets	
Operating lease assets (a)	$ 18.5
Liabilities	
Current operating lease liabilities (a)	$ 4.8
Noncurrent operating lease liabilities (a)	17.9
Total lease liabilities	$ 22.7

(a) Operating lease assets are included within "Right-of-use assets" and operating lease liabilities are included within "Accrued expenses and other current liabilities" and "Other noncurrent liabilities" in the Company's Consolidated Balance Sheets.

The expected future payments related to leases with initial non-cancellable lease terms in excess of one year at December 31, 2021 are as follows:

2022	$	5.3
2023		4.4
2024		4.2
2025		3.3
2026		2.9
Thereafter		4.7
Total lease payments	$	24.8
Less: Interest		(2.1)
Present value of minimum payments	$	22.7

Total operating lease expense, which is included in “General and administrative expenses” in the Company's Consolidated Statements of Operations, was $6.1 million, $6.4 million, and $4.2 million for the years ended December 31, 2021, 2020 and 2019, respectively.

Additional information related to operating leases is as follows:

		Year ended December 31, 2021
Weighted average remaining in lease term (in years):		5.6
Weighted average discount rate		3.2 %
Cash paid for amounts included in the measurement of lease liabilities:		
Operating lease payments included in operating cash flows	$	6.3
Non-cash additions to operating lease assets		2.3

As Lessor

The Company provides hardware, including terminals and point-of-sale equipment, to its merchants under operating leases. The Company's operating leases generally include options to extend the contract for successive one-year periods. Extension options are not included in the determination of lease income unless, at lease inception, it is reasonably certain that the option will be exercised. The Company’s operating leases do not generally include purchase options.

Lease payments received are recognized as income on a straight-line basis over the term of the agreement in accordance with ASC 606 and classified as gross revenue on the Consolidated Statements of Operations.

Total lease income for the year ended December 31, 2021 was $16.8 million. Variable lease income was not material for the year ended December 31, 2021.

The Company expects to receive future minimum lease payments for hardware provided under the Company’s SaaS agreements of $11.1 million from January 1, 2022 through December 31, 2022. See Note 5 and Note 10 for more information on the accounting for these operating leases.

17. Related Party Transactions

The Company has a service agreement with the Founder, including access to aircrafts and a property. Total expense for this service, which is included in “General and administrative expenses” in the Consolidated Statements of Operations, was $1.0 million for the year ended December 31, 2021 and $0.4 million for each of the years ended December 31, 2020 and 2019. There were no amounts outstanding at December 31, 2021 or 2020. On May 31, 2020, the Company amended the monthly fee and added services in this month-to-month service agreement with the Founder.

Shift4 Payments, LLC incurred management fees to its respective shareholders, prior to the IPO, which is included in “Professional fees” in the Consolidated Statements of Operations, of $0.8 million and $2.0 million for the years ended December 31, 2020 and 2019, respectively. Management fees due to the Company’s respective shareholders were fully paid as of June 30, 2020 and are not required to be paid subsequent to the IPO.

The Company incurred $1.2 million and $1.0 million in costs associated with the September and December Follow-on Offerings, respectively, that were reimbursable by Searchlight, and were included in “Accounts receivable, net” in the Consolidated Balance Sheets at December 31, 2020. The total receivable of $2.2 million was paid in the first quarter of 2021. In the third and fourth quarters of 2021, the Company incurred $1.1 million in costs associated with a proposed Follow-on Offering and costs associated with the exchange of shares by Searchlight that are reimbursable by Searchlight and included in “Accounts receivable, net” on the Company's Consolidated Balance Sheets at December 31, 2021.

In February 2021, the Company accepted the transfer of the right to select a participant for one seat on board Inspiration4, the first all-civilian mission to space, from the Founder, who was also the commander of the mission. The right was transferred to the Company as a non-cash contribution and recorded at its estimated fair value of $2.1 million in “Additional paid-in capital” on the Company’s Consolidated Balance Sheets as of December 31, 2021, and expensed within “Advertising and marketing” on the Company's Consolidated Statements of Operations in March 2021 when the participant was selected for the mission through a contest held by the Company.

In the year ended December 31, 2021, the Company incurred a significant amount of nonrecurring expenses to integrate, rebrand and promote 3dcart to Shift4Shop in conjunction with the Inspiration4 announcement. The Company leveraged this unique opportunity to deploy Shift4Shop and promote the Shift4 brand as a whole. A portion of these expenses represented a combined marketing and promotion effort designed to bring attention to both Shift4Shop and the Inspiration4 mission. Management performed a review of the expenses and determined that certain expenses, totaling $0.9 million for the year ended December 31, 2021 were directly associated with the Inspiration4 mission and were reimbursable by the Founder. As of December 31, 2021, $0.1 million is receivable from the Founder and is recorded as “Accounts receivable” on the Company's Consolidated Balance Sheets.

Rook entered into a margin loan agreement in September 2020, (“September 2020 Margin Loan”), pursuant to which it pledged LLC Interests and shares of the Company’s Class A and Class B common stock (collectively, “Rook Units”) to secure a margin loan. The September 2020 Margin Loan was repaid in March 2021.

Rook entered into a margin loan agreement, replacing the September 2020 Margin Loan, in March 2021 (“March 2021 Margin Loan”), pursuant to which it pledged Rook Units to secure a margin loan. If Rook were to default on its obligations under the margin loan and fail to cure such default, the lender would have the right to exchange and sell up to 10,000,000 Rook units for an equal number of the Company’s Class A common stock to satisfy Rook’s obligation.

In March 2021, the Founder, through a wholly-owned special purpose vehicle (“SPV”), entered into a variable prepaid forward contract (“VPF Contract”) with an unaffiliated dealer (“Dealer”), covering approximately 2.0 million shares of the Company’s Class A common stock. The VPF Contract is scheduled to settle on specified dates in February, March and April 2023, at which time the actual number of shares of the Company’s Class A common stock to be delivered by the SPV will be determined based on the price of the Company’s Class A common stock on such dates relative to the forward floor price of 73.19 per share and the forward cap price of $137.24 per share, with the aggregate number not to exceed approximately 2.0 million shares, which is the number of shares of Company’s Class B common stock and LLC units pledged by Rook to secure its obligations under the contract. Subject to certain conditions, the SPV can also elect to settle the VPF Contract in cash and thereby retain full ownership of the pledged shares and units.

In September 2021, the Founder, through the SPV, entered into two VPF Contracts with a Dealer, one covering approximately 2.18 million shares of the Company's Class A common stock and the other covering approximately 2.26 million shares of the Company's Class A common stock. The VPF Contracts are both scheduled to settle on specified dates in June, July, August and September 2024, at which time the actual number of shares of the Company's Class A common stock to be delivered by the SPV will be determined based on the price of the Company's Class A common stock on such dates relative to the forward floor price of approximately $ 66.4240 per share and the forward cap price of approximately $112.09 per share for the contract covering approximately 2.18 million shares of the Company's Class A common stock, and to the forward floor price of $66.4240 per share and the forward cap price of approximately $120.39 per share for the contract covering approximately 2.26 million shares of the Company's Class A common stock, with the aggregate number not to exceed approximately 4.44 million shares, which is the aggregate number of shares of Company's Class B common stock and their associated common units of Shift4 Payments, LLC pledged by the SPV to secure its obligations under the contracts. Subject to certain conditions, the SPV can also elect to settle the VPF Contracts in cash and thereby retain full ownership of the pledged shares and units.

If Rook were to default on its obligations under the VPF Contracts and fail to cure such default, the Dealer would have the right to exchange the pledged Class B stock and LLC interests for an equal number of the Company's Class A common stock, and sell such Class A common stock to satisfy Rook's obligation.

18. Commitments and Contingencies

From time to time, the Company may become involved in various lawsuits and legal proceedings, which arise, in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these, or other matters, may arise from time to time that may harm the Company's business. In August 2021, TSYS, a Global Payments company and an important vendor to the Company, experienced a significant platform outage resulting in a payment processing service disruption that lasted for several hours. TSYS is utilized by many major credit card issuers and payment processors, which meant the impact of the outage was felt by many card accepting merchants and cardholders across the nation. The Company took steps to lessen the financial impact to its merchants and partners due to the TSYS outage and is seeking compensation through a variety of channels, including engaging with the responsible party.

The Company is currently not aware of any legal proceedings or claims that the Company believes will have a material adverse effect on its business, financial condition or operating results.

19. Redeemable Preferred Units

As of December 31, 2019, Shift4 Payments, LLC had 430 non-convertible redeemable preferred units (with a stated value at $100,000 per unit) authorized, issued and outstanding with a carrying value and liquidation value of $43.0 million.

The redeemable preferred units earned a preferred dividend, which could be paid in cash or preferred units at a rate of 10.50% per annum, compounded quarterly. Any unpaid accumulated dividends were required to be paid prior to any other membership interest. The principal of the Redeemable Preferred units was payable only after all Common Unit holders were paid in full. The dividend was limited to $5.0 million each calendar year.

Holders of redeemable preferred units were not entitled to vote on any matters of the Company's affairs and had no preemptive rights. Redeemable preferred units could have been redeemed in cash, in whole or in part, at the option of the Company, at a redemption price equal to the stated value of the unit. In the event of the sale of the Company or qualified public offering (i.e., IPO with aggregate offering prices in excess of $150.0 million), each redeemable preferred unit became mandatorily redeemable at a redemption price equal to the stated value per unit (subject to the prior discharge of and full satisfaction of loans and the First Lien Term Loan Facility and Second Lien Term Loan Facility). As such, the redeemable preferred units were classified in temporary equity as they represented a contingently redeemable security. Redeemable preferred units could not have been transferred at any time, without prior consent of the Company.

During the years ended December 31, 2020 and 2019, $2.1 million and $5.0 million, respectively, of preferred dividends were accrued and recognized as a reduction of "Members' Deficit." Preferred dividends outstanding at the time of the IPO were $3.2 million, of which $0.9 million was settled in cash and $2.3 million was converted to LLC Interests in conjunction with the IPO.

In connection with the Reorganization Transactions, the redeemable preferred units were converted into LLC Interests.

20. Stockholders’ Equity/Members’ Deficit

Structure prior to the Reorganization Transactions

Prior to the completion of the Reorganization Transactions, Shift4 Payments, LLC had LLC Interests outstanding in the form of Class A Common units and Class B Common units.

As of December 31, 2019, the Company was authorized to issue 100,000 Class A Common units, and as of December 31, 2019, 60,000 units were issued and outstanding to Searchlight II GWN, L.P., (“SCP”) or (“SCP Common Units”), and 40,000 units were issued and outstanding to Rook Holdings Inc., (“Rook”) or (“Rook Common Units”), a wholly owned corporation of which the Company’s current Chief Executive Officer is the sole stockholder.

Prior to May 31, 2021, Class A Common units were non-transferrable, except in the event the Company’s current Chief Executive Officer was terminated for a reason other than for cause or resignation; all Class A Common units (but not less than all) held by Rook could be transferred. Members holding Class A Common units were entitled to one vote per unit.

As of December 31, 2019, the Company had 1,010 Class B Common units authorized, issued and outstanding. Members holding Class B Common units were not entitled to vote on any matters of the Company and were not entitled to any distributions until aggregate distributions to holders of Class A Common units exceed $565.2 million, after which holders of Class B Common units were entitled to 1.11% of distributions to holders of Class A Common units and Class B Common units up to $655.0 million, after which holders of Class B Common units share in distributions with holders of Class A Common units on a pro rata basis. In addition, if aggregate distributions to holders of Class A Common units exceeded $565.2 million, holders of Class B Common units were entitled to a special distribution of $9.0 million, divided on a pro rata basis.

Immediately prior to the completion of the Reorganization Transactions, the LLC Interests of Shift4 Payments, LLC were beneficially owned as set forth below.

- Searchlight owned 28,889,790 Class A units, representing 52.3% economic interest in Shift4 Payments, LLC.
- Rook owned 25,829,016 Class A units, representing 46.7% economic interest in Shift4 Payments, LLC.
- A former equity owner owned 528,150 Class B units, representing 1.0% economic interest in Shift4 Payments, LLC.

Amendment and Restatement of Certificate of Incorporation

In connection with the Reorganization Transactions, the Company’s certificate of incorporation was amended and restated to, among other things, provide for the (i) authorization of 300,000,000 shares of Class A common stock with a par value of $0.0001 per share; (ii) authorization of 100,000,000 shares of Class B common stock with a par value of $0.0001 per share; (iii) authorization of 100,000,000 shares of Class C common stock with a par value of $0.0001 per share; and (iv) authorization of 20,000,000 shares of preferred stock with a par value of $0.0001 per share.

Holders of Class A common stock are entitled to one vote per share, and holders of Class B and Class C common stock are entitled to ten votes per share. Holders of Class A, Class B, and Class C common stock will vote together as a single class on all matters presented to the Company's stockholders for their vote of approval, except for certain amendments to the Company's Certificate of Incorporation or as otherwise required by law. Holders of the Class A and Class C common stock are entitled to receive dividends, and upon the Company's dissolution or liquidation, after payment in full of all amounts required to be paid to creditors and to the holders of preferred stock having liquidation preferences, if any, the holders of shares of Class A and Class C common stock will be entitled to receive pro rata the Company's remaining assets available for distribution. Holders of the Company's Class B common stock are not entitled to receive dividends and will not be entitled to receive any distributions upon dissolution or liquidation of the Company. Holders of Class A, Class B, and Class C common stock do not have pre-emptive or subscription rights, and there will be no redemption or sinking fund provisions applicable to any class of common stock. Holders of Class A and Class B common stock do not have conversion rights. Shares of Class C common stock can only be held by the Continuing Equity Owners or their permitted transferees, and if any such shares are transferred to any other person, they will automatically convert into shares of Class A common stock on a one-to-one basis.

Shares of Class B common stock will be issued in the future only to the extent necessary to maintain a one-to-one ratio between the number of LLC Interests held by the Continuing Equity Owners and the number of shares of Class B common stock issued to each of the Continuing Equity Owners. Shares of Class B common stock are transferable only together with an equal number of LLC Interests (subject to certain exceptions). Only permitted transferees of LLC Interests held by the Continuing Equity Owners will be permitted transferees of Class B common stock.

Recapitalization of Shift4 Payments, LLC

In connection with the Reorganization Transactions, and the amendment and restatement of the Shift4 Payments, LLC Agreement, the Company modified its capital structure and converted all existing ownership interests in Shift4 Payments, LLC (including the redeemable preferred units) into LLC Interests of a single class.

In connection with the recapitalization:

- A total of 528,150 LLC Interests held by a former equity owner were exchanged for an equal number of shares of Class A common stock of Shift4 Payments, Inc.
- The Company acquired 15,513,817 LLC Interests from Searchlight in exchange for an equal number of shares of Class C common stock of Shift4 Payments, Inc.
- The Company issued 915,503 shares of Class A common stock to satisfy a contingent liability of Shift4 Payments, LLC arising from a previous acquisition. In exchange, Shift4 Payments, LLC issued 915,503 LLC Interests to Shift4 Payments, Inc.
- The Company issued 39,204,989 shares of Class B common stock to the Continuing Equity Owners on a one-for-one basis to the corresponding LLC Interests held by each of the Continuing Equity Owners.

Initial Public Offering

On June 9, 2020, the Company completed its IPO of 17,250,000 shares of Class A common stock, including 2,250,000 shares pursuant to the full exercise of the underwriters' option to purchase additional shares, at a price to the public of $23.00 per share. The Company received net proceeds of approximately $362.6 million, after deducting underwriting discounts and commissions and offering expenses. Concurrently with the IPO, the Company also completed a $100.0 million private placement of 4,625,346 shares of Class C common stock, which were valued by a third party at a price per share equal to the purchase price. The total net proceeds from the IPO and concurrent private placement were approximately $462.6 million. The Company used the total proceeds to purchase newly issued LLC Interests from Shift4 Payments, LLC. Shift4 Payments, LLC used these amounts received from Shift4 Payments, Inc. to repay certain existing indebtedness and for general corporate purposes.

Follow-on Offerings

In September 2020, the Company completed an offering of 2,000,000 shares of its Class A common stock, and Searchlight and a former equity owner, sold 7,856,373 and 143,627 shares, respectively, of Class A common stock at a price to the public of $48.50 per share. In October 2020, Searchlight and a former equity owner sold an additional 1,473,070 and 26,930 shares, respectively, of Class A common stock pursuant to the exercise by the underwriters of their option to purchase additional shares. The Company received net proceeds from the September Follow-on Offering of $93.1 million, after deducting underwriting discounts and commissions and offering expenses of approximately $3.9 million. The Company did not receive any of the proceeds from the sale of Class A common stock by the selling stockholders. The total net proceeds from the September Follow-on Offering were used to purchase newly-issued LLC Interests directly from Shift4 Payments, LLC at a price per unit equal to the price to the public of Class A common stock in the September Follow-on Offering, less underwriting discounts and commissions. Shift4 Payments, LLC used these amounts received from Shift4 Payments, Inc. for general corporate purposes.

In connection with the September Follow-on Offering, the Company also completed the following transactions:

- The redemption by Searchlight of 4,319,532 LLC Interests in exchange for 4,319,532 shares of Class A common stock, and an immediate cancellation of an equivalent number of shares of Class B common stock.
- The conversion of 5,009,911 shares of Class C common stock held by Searchlight to 5,009,911 shares of Class A common stock.

In December 2020, Searchlight sold 9,200,000 shares of the Company's Class A common stock in a registered public offering. The Company did not sell any shares of Class A common stock in the December Follow-on Offering and did not receive any of the proceeds from, nor incur any expenses for, the sale of shares by Searchlight in the December Follow-on Offering. Searchlight has agreed to reimburse the Company for the costs of the December Follow-on Offering. In connection with the December Follow-on Offering, the Company also completed the following transactions:

- The redemption by Searchlight of 4,259,600 LLC Interests in exchange for 4,259,600 shares of Class A common stock sold, and an immediate cancellation of an equivalent number of shares of Class B common stock.
- The conversion of 4,940,400 shares of Class C common stock held by Searchlight to 4,940,400 shares of Class A common stock sold.

Stock Repurchases

On December 16, 2021, the Company's board of directors authorized commencement of a stock repurchase program. The stock repurchase program authorizes the Company to repurchase up to $100.0 million of the Company's Class A common stock, par value $0.0001 ("Common Stock") and will expire on December 31, 2022.

Repurchases under the program may be made in the open market, in privately negotiated transactions or otherwise, with the amount and timing of repurchases depending on market conditions and corporate needs. Open market repurchases will be structured to occur within the pricing and volume requirements of Rule 10b-18. The Company may also, from time to time, enter into Rule 10b5-1 plans to facilitate repurchases of its shares under this authorization.

This program does not obligate the Company to acquire any particular amount of Common Stock and the program may be extended, modified, suspended or discontinued at any time at the Company's discretion.

As of December 31, 2021, the Company repurchased 378,475 shares of Common stock for $21.1 million, including commissions paid, at an average price paid of $55.81 per share, which is recorded as "Treasury stock" on the Company's Consolidated Balance Sheets. As of December 31, 2021, approximately $78.9 million remained available for future purchases under the program.

In January 2022, the Company repurchased 245,700 shares of Common stock for $13.9 million, including commissions paid, at an average price paid of $56.48 per share. As of February 23, 2022, approximately $65.0 million remained available for future purchases under the program.

21. Noncontrolling Interests

Shift4 Payments, Inc. is the sole managing member of Shift4 Payments, LLC, and consolidates the financial results of Shift4 Payments, LLC. The noncontrolling interests balance represents the economic interest in Shift4 Payments, LLC held by the Continuing Equity Owners. The following table summarizes the ownership of LLC Interests in Shift4 Payments, LLC:

	December 31, 2021		December 31, 2020	
	LLC Interests	Ownership %	LLC Interests	Ownership %
Shift4 Payments, Inc.	56,449,833	68.2 %	49,926,802	62.0 %
Continuing Equity Owners	26,272,654	31.8 %	30,625,857	38.0 %
Total	82,722,487	100 %	80,552,659	100 %

The Continuing Equity Owners have the right to require the Company to redeem their LLC Interests for, at the option of the Company, determined solely by the Company's independent directors, newly-issued shares of Class A common stock on a one-for-one basis or a cash payment equal to a volume weighted average market price of one share of Class A common stock for each LLC Interest redeemed. In connection with the exercise of the redemption or exchange of LLC Interests (1) the Continuing Equity Owners will be required to surrender a number of shares of Class B common stock registered in the name of such redeeming or exchanging Continuing Equity Owner (or its applicable affiliate), which the Company will cancel for no consideration on a one-for-one basis with the number of LLC Interests so redeemed or exchanged and (2) all redeeming members will surrender LLC Interests to Shift4 Payments, LLC for cancellation.

22. Equity-based Compensation

2020 Incentive Award Plan

In June 2020, the Company adopted the 2020 Incentive Award Plan ("2020 Plan"), which provides for the grant of stock options, restricted stock dividend equivalents, stock payments, RSUs, PRSUs, stock appreciation rights, and other stock or cash awards. A maximum of 7,159,924 shares of the Company's common stock is available for issuance under the 2020 Plan. The number of shares available for issuance is subject to an annual increase on the first day of each year beginning in 2021 and ending in and including 2030, equal to the lesser of (1) 1% 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 and (2) such smaller number of shares as determined by the Company's board of directors.

RSUs and PRSUs

RSUs represent the right to receive shares of the Company's Class A common stock at a specified date in the future. In connection with the IPO, the Company granted 4,690,167 RSUs under the 2020 Plan, consisting of:

- 2,475,830 RSUs not subject to continued service, which vested in June 2021.
- 421,548 RSUs subject to continued service, which vested 50% in December 2020, and the remaining 50% in December 2021.
- 1,764,535 RSUs subject to continued service, vesting in equal installments at each anniversary of the grant date, over a three-year period.
- 28,254 RSUs subject to continued service, granted to non-employee directors, which vested in June 2021. Each non-employee director is also entitled to an annual grant of RSUs valued at $0.1 million on the date of grant and which will vest in full on the date of the Company's annual shareholder meeting immediately following the date of grant, subject to the non-employee director continuing in service through such meeting date.

Additionally, for the year ended December 31, 2020, the Company granted:

- 107,105 RSUs subject to continued service, vesting 20% in October 2021, 30% in October 2022, and 50% in October 2023.

- 195,952 RSUs subject to continued service, vesting in equal installments at each anniversary of the grant date, over a three-year period.
- 71,403 PRSUs, subject to continued service, which vest in 25% increments based on achievement of certain targets related to the number of new end-to-end merchant sign-ups.

For the year ended December 31, 2021, the Company granted:

- 77,326 RSUs not subject to continued service, which vested immediately in March 2021.
- 35,973 RSUs issued in connection with the VenueNext acquisition, which vest at anniversary dates ranging from six months to two years.
- 943,290 RSUs issued as part of a discretionary equity award program for non-management employees, which vest in equal increments in three, four and five years.
- 39,564 RSUs subject to continued service, vesting 20% in 2022, 30% in 2023, and 50% in 2024.
- 59,347 PRSUs, subject to continued service, which vest based on achievement of certain targets related to the Company's end-to-end payment volume.

The RSU activity was as follows:

	Number of RSUs	Weighted Average Grant Date Fair Value
Unvested balance at December 31, 2019	—	$ —
Granted	5,064,627	24.30
Vested	(201,425)	23.00
Forfeited or cancelled	(22,694)	23.27
Unvested balance at December 31, 2020	4,840,508	24.35
Granted	1,480,962	58.98
Vested	(3,876,928)	23.98
Forfeited or cancelled	(41,848)	51.91
Unvested balance at December 31, 2021	2,402,694	$ 43.28

The grant date fair value of RSUs and PRSUs subject to continued service or those that vest immediately was determined based on the price of the Company's Class A common stock on the grant date (or, in the case of the RSUs granted in connection with the IPO, the IPO price of $23.00 per share). The grant date fair value of the RSUs issued in connection with the IPO, that are not subject to continued service, was determined using the Finnerty discount for lack of marketability pricing model, taking into account the vesting provisions on the shares prior to June 2021.

The Company recognized equity-based compensation expense and an income tax benefit from equity-based compensation expense as follows.

	Year ended December 31, 2021	Year ended December 31, 2020
Equity-based compensation expense	$ 40.8	$ 66.2
Income tax benefit	—	2.0

At December 31, 2021 and December 31, 2020, the total unrecognized equity-based compensation expense related to outstanding RSUs and PRSUs was $99.0 million and $56.6 million, respectively. The weighted average remaining vesting period over which expense is expected to be recognized is 3.63 years as of December 31, 2021 and 2.40 years as of December 31, 2020.

23. Basic and Diluted Net Loss per Share

The following table presents the calculation of basic and diluted net loss per share for the periods following the Reorganization Transactions under the two-class method. See Note 2 for additional information related to basic and diluted net loss per share.

Basic and diluted loss per share of the Company is calculated for the Company's current outstanding classes of common stock. Prior to the Reorganization Transactions, the Shift4 Payments, LLC membership structure included Class A Common units and Class B Common units. Certain of these units were exchanged for Class A and Class C common stock of the Company in the Reorganization Transactions, but not in a proportionate manner, with the remaining units reflecting a noncontrolling interest in the Company. Therefore, loss per unit information has not been presented for the year ended December 31, 2019 given the completion of the Reorganization Transactions on June 4, 2020, which created the Company's current capital structure, which is not reflective of the capital structure and relative ownership of the Company's business prior to the Reorganization Transactions in a manner similar to a stock split. Basic and diluted net loss per share for the year ended December 31, 2020 represents the period from June 5, 2020 to December 31, 2020, the period where the Company had outstanding Class A and Class C common stock following the Reorganization Transactions.

Basic net loss per share has been computed by dividing net loss attributable to common shareholders for the period subsequent to the Reorganization Transactions by the weighted average number of shares of common stock outstanding for the same period. Shares issued during the period and shares reacquired during the period are weighted for the portion of the period in which the shares were outstanding. Diluted net loss per share has been computed in a manner consistent with that of basic net loss per share while giving effect to all shares of potentially dilutive common stock that were outstanding during the period.

	Year Ended December 31, 2021	Year Ended December 31, 2020
Net loss	$ (74.0)	$ (111.4)
Less: Net loss attributable to Shift4 Payments, LLC prior to the Reorganization Transaction	—	(77.9)
Less: Net loss attributable to noncontrolling interests subsequent to the Reorganization Transactions	(25.8)	(15.1)
Net loss attributable to Shift4 Payments, Inc.	(48.2)	(18.4)
Adjustment to net loss attributable to common stockholders	(0.7)	(1.0)
Net loss attributable to common stockholders	$ (48.9)	$ (19.4)
Numerator - Basic and Diluted:		
Net loss attributable to common stockholders	$ (48.9)	$ (19.4)
Allocation of net loss among common stockholders:		
Net loss allocated to Class A common stock	$ (42.4)	$ (12.1)
Net loss allocated to Class C common stock	$ (6.5)	$ (7.3)
Denominator - Basic and Diluted:		
Weighted average shares of Class A common stock outstanding	47,594,839	28,148,355
Weighted average shares of Class C common stock outstanding	7,329,534	16,882,903
Net loss per share - Basic and Diluted:		
Class A common stock	$ (0.89)	$ (0.43)
Class C common stock	$ (0.89)	$ (0.43)

The following were excluded from the calculation of diluted net loss per share as the effect would be anti-dilutive.

	Year Ended December 31, 2021	Year Ended December 31, 2020
LLC Interests that convert into potential Class A common shares	26,272,654	30,625,857
RSUs and PRSUs - employee	2,389,752	2,336,424
RSUs - non-employee directors	12,942	39,745
Total	28,675,348	33,002,026

In addition, for the year ended December 31, 2020, the Company has excluded from the calculation of diluted net loss per share the effect of the conversion of the 2025 Convertible Notes, as the last reported sales price of the Company's common stock was not greater than or equal to 130% of the conversion price for 20 trading days during a period of 30 consecutive trading days prior to December 31, 2020, per the terms of the agreement.

For the year ended December 31, 2021, the Company has excluded from the calculation of diluted net loss per share the effect of the conversion of the 2025 Convertible Notes and 2027 Convertible Notes, as the last reported sales price of the Company's common stock was not greater than or equal to 130% of the conversion price for 20 trading days during a period of 30 consecutive trading days prior to December 31, 2021, per the terms of the agreements.

As discussed in Note 12, the Company will pay in cash the $690.0 million principal of the 2025 Convertible Notes and the $632.5 million principal of the 2027 Convertible Notes with any excess to be paid or delivered in cash or shares of the Company's Class A common stock or a combination of both at the Company's election.

24. Supplemental Cash Flows Information

Supplemental cash flows disclosures and noncash information consisted of the following:

	Year Ended December 31,		
	2021	2020	2019
Cash paid for income taxes, net of refunds	$ 0.4	$ 0.8	$ 0.2
Cash paid for interest	20.9	39.2	47.2
Noncash operating activities			
Deferred compensation settled with restricted stock units	—	2.1	—
Noncash investing activities			
Shares and equity-based compensation awards issued in connection with VenueNext acquisition	26.3	—	—
Shares issued in connection with 3dcart acquisition	—	19.2	—
Equipment for lease	3.1	2.0	—
Capitalized software development costs	0.4	0.6	0.9
Noncash financing activities			
Right associated with Inspiration4 seat	2.1	—	—
Repurchases of Class A Common Stock not yet paid	1.6	—	—
Contingent consideration settled with Class A common stock	—	21.1	—
Short-term financing for directors and officers insurance	—	3.4	—
Preferred return on preferred stock settled with LLC Interests	—	2.3	—
Accrued preferred return on redeemable preferred units	—	—	1.2

25. Segments

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the Chief Operating Decision Maker ("CODM") for the purposes of allocating resources and evaluating financial performance. The Company's CODM is the chief executive officer, who reviews financial information on a consolidated level for purposes of allocating resources and evaluating financial performance, and as such, the Company's operations constitute one operating segment and one reportable segment.

No single customer accounted for more than 10% of the Company's revenue during the years ended December 31, 2021, 2020 and 2019. The Company's operations are concentrated in the United States.

The following table summarizes gross revenue by revenue type:

	Year Ended December 31,		
	2021	2020	2019
Payments-based revenue (a)	$ 1,258.0	$ 684.2	$ 643.6
Subscription and other revenues	109.5	82.7	87.8
Gross revenue	$ 1,367.5	$ 766.9	$ 731.4

(a) For the year ended December 31, 2021, payments-based revenue includes nonrecurring payments of $ 23.1 million the Company made to merchants related to the TSYS outage that are treated as contra revenue and as such reduce payments-based revenue. See Note 5 for more information about the TSYS outage.

26. Subsequent Events

Investment in Interchecks

In January 2022, the Company invested $1.0 million in Interchecks Technologies, Inc. ("Interchecks"), one of the fastest growing instant payment infrastructure and service providers for the online gaming, fintech, and digital ecosystem verticals.

Acquisitions

On March 1, 2022, the Company entered into a definitive agreement to acquire Credorax, Inc. d/b/a Finaro ("Finaro") for approximately $200.0 million in cash, $325.0 million in shares of the Company's Class A common stock and a performance-based earnout of up to $50.0 million in Class A common stock. Consummation of the merger is subject to regulatory approvals. Finaro is a cross-border eCommerce platform and bank specializing in solving complex payment problems for multi-national merchants that the Company believes will accelerate its growth in international markets.

On February 28, 2022, the Company acquired The Giving Block, Inc. ("The Giving Block") for approximately $13.5 million in cash, $40.5 million in shares of the Company's Class A common stock and a performance-based earnout of up to $ 61.5 million in cash and $184.5 million in shares of the Company's Class A common stock. The Giving Block is a cryptocurrency donation marketplace that the Company expects to accelerate its growth in the non-profit sector with significant cross-sell potential.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Limitations on Effectiveness of Disclosure Controls and Procedures

In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and principal financial officer, evaluated, as of the end of the period covered by this Annual Report on Form 10-K/A, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). At the time our Annual Report on Form 10-K for the year ended December 31, 2021 was filed on March 1, 2022, our principal executive officer and principal financial officer had concluded that, as of December 31, 2021, our disclosure controls and procedures were effective at the reasonable assurance level.

Subsequent to that evaluation, our principal executive officer and principal financial officer concluded that, as of December 31, 2021, our disclosure controls and procedures were not effective at the reasonable assurance level due to the material weakness in our internal control over financial reporting described below in "Management's Annual Report on Internal Control over Financial Reporting (Restated)". In light of the material weakness, we performed additional analysis as deemed necessary to ensure that our financial statements were prepared in accordance with U.S. generally accepted principles. Accordingly, management concluded that the financial statements included in this Annual Report on Form 10-K/A present fairly in all material respects our financial position, results of operations and cash flows for each of the periods presented.

Management's Annual Report on Internal Control over Financial Reporting (Restated)

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis.

Management has assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2021. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in the Internal Control - Integrated Framework (2013).

On March 1, 2022, we filed the Original Form 10-K. At the time, our management, under the supervision of our Chief Executive Officer and Chief Financial Officer, had performed an evaluation and concluded that our internal control over financial reporting was effective as of December 31, 2021. Subsequent to that evaluation, our management concluded that we did not maintain effective internal control over financial reporting as of December 31, 2021 due to a material weakness related to a lack of an effectively designed control activity over the classification of customer acquisition costs within our Consolidated Statements of Cash Flows. Accordingly, management has restated its annual report on internal control over financial reporting.

The associated error related to the historical classification of customer acquisition costs within our Consolidated Statements of Cash Flows resulted in the restatement of the Company's previously filed consolidated financial statements as of and for the years ended December 31, 2021, 2020 and 2019 and for each of the quarterly periods ended September 30, 2021, March 31, 2022 and June 30, 2022. Additionally, the material weakness could result in a misstatement of the aforementioned account balances or disclosures that would result in a material misstatement to the annual or interim consolidated financial statements that would not be prevented or detected.

The effectiveness of our internal control over financial reporting as of December 31, 2021 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report, which is included in Item 8 of this Annual Report on Form 10-K/A.

Remediation Plan for the Material Weakness

In order to remediate the material weakness, our management plans to enhance the design of its control activity over the classification of customer acquisition costs within our Consolidated Statements of Cash Flows. The material weakness cannot be considered remediated until the newly designed control activity operates for a sufficient period of time and management has concluded, through testing, that the control is operating effectively.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended December 31, 2021 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

Merger Agreement – Entry into a Material Definitive Agreement and Unregistered Sales of Equity Securities

On February 28, 2022, Shift4 Payments, LLC ("Shift4 LLC"), a subsidiary of Shift4 Payments, Inc. entered into an agreement and plan of merger (the "Merger Agreement") with Credorax, Inc., a company incorporated under the laws of the British Virgin Islands and d/b/a Finaro ("Finaro") alongside (i) Shift4 (BVI) Limited, a company incorporated under the laws of the British Virgin Islands which is a wholly owned subsidiary of Shift4 LLC ("Shift4 Sub"), (ii) Krieg Merger Sub Limited, a company incorporated under the laws of the British Virgin Islands which is a wholly owned subsidiary of Shift4 Sub ("Merger Sub"), and (iii) certain sellers named in the Merger Agreement (the "Sellers").

Subject to the terms and conditions of the Merger Agreement, the Merger Sub will merge with and into Finaro, with Finaro being the surviving company following the merger and will become the wholly-owned subsidiary of the Shift4 Sub (such merger, the "Merger"). In connection with the Merger, Shift4 Payments, Inc. has provided an undertaking to Finaro that it will comply with the terms of the Merger Agreement (in respect of issuance of the shares of Class A common stock and the restricted stock units in accordance with the terms of the Merger). Shift4 Payments, Inc., Shift4 LLC, Shift4 Sub and Merger Sub are hereinafter referred to as "Buyer Group".

The Boards of Directors of Shift4 Payments, Inc. and the parties to the Merger Agreement have unanimously approved the Merger Agreement and the transactions contemplated thereby.

The consideration to be delivered by the Buyer Group to the holders of the ordinary shares, ordinary A shares, the warrants and vested options or vested restricted stock units of Finaro as identified in the Merger Agreement, at the closing of the transaction contemplated by the Merger Agreement (the "Closing") consists of the following (collectively, the "Merger Consideration"):

- Closing Consideration. Payment of $200.0 million in cash by the Buyer Group, $325.0 million in Class A common stock with customary lock-up provisions (the "Closing Consideration Stock").
- Earn Out. Additional consideration for the Merger of $50.0 million to be paid by the Buyer Group and further distributed contingent upon the achievement of certain milestones as specified in the Merger Agreement.
- In addition, $25.0 million will be provided to employees incentives by way of restricted stock units via a Shift4 Payments plan on a one-third vesting schedule per year.

The Merger is expected to close in the fourth quarter of 2022. The consummation of the Merger is subject to customary closing conditions, including, among others regulatory approvals led by the Buyer Group in the UK, Malta and Hong Kong and specific license authorization requested by Finaro and the Buyer Group from OFAC.

The Merger Agreement contains customary representations and warranties by Finaro and the Buyer Group. The Merger Agreement contains indemnification obligations of the Sellers and the Buyer Group arising from breach of any fundamental representation, certain specified matters or any fraud or willful breach by the Sellers. The breach of business warranties provided by Finaro is covered through a representation and warranty insurance policy of the Buyer Group.

The assertions embodied in the foregoing terms were made solely for purposes of the Merger Agreement, and may be subject to qualifications and limitations agreed to by the parties in connection with negotiating their respective terms. Moreover, they may be subject to a contractual standard of materiality that may be different from what may be viewed as material to stockholders, or may have been used for the purpose of allocating risk between the parties rather than establishing matters as facts. For the foregoing reasons, no person should rely on such representations, warranties, covenants or other terms, provisions or conditions as statements of factual information at the time they were made or otherwise.

Unregistered Sales of Equity Securities

On February 28, 2022, we acquired The Giving Block, Inc. As part of that acquisition, we issued an aggregate of 802,438 million shares of Class A common stock for aggregate consideration of $40.5 million in reliance on the exemptions provided by Rule 144 and Rule 701 promulgated under the Securities Act for transactions not involving a public offering. We also agreed to issue additional shares of Class A common stock as the equity component of earnout consideration for the acquisition in an amount up to $184.5 million.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Certain information relating to our executive officers and directors is included in Part I, Item 1 of this Form 10-K/A. The remaining information with respect to this Item will be set forth in our proxy statement for the 2022 annual meeting of stockholders (the "2022 Proxy Statement"), which will be filed with the SEC no later than 120 days after December 31, 2021, and is incorporated herein by reference.

Our board of directors has adopted a Code of Business Conduct and Ethics applicable to all officers, directors and employees, which is available on our investor relations website (investors.shift4.com) under "Corporate Governance." This website address is not intended to function as a hyperlink, and the information contained in our website is not intended to be a part of this filing. We intend to post on our website all disclosures that are required by law or the NYSE listing standards concerning any amendments to, or waivers from, any provision of the code. The information on any of our websites is deemed not to be incorporated in this Annual Report on Form 10-K/A or to be part of this Annual Report on Form 10-K/A.

ITEM 11. EXECUTIVE COMPENSATION

Information with respect to this Item will be set forth in our 2022 Proxy Statement, which will be filed with the SEC no later than 120 days after December 31, 2021 and is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information with respect to this Item will be set forth in our 2022 Proxy Statement, which will be filed with the SEC no later than 120 days after December 31, 2021 and is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

Information with respect to this Item will be set forth in our 2022 Proxy Statement, which will be filed with SEC no later than 120 days after December 31, 2021 and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Information with respect to this Item will be set forth in our 2022 Proxy Statement, which will be filed with the SEC no later than 120 days after December 31, 2021 and is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a)(1) Consolidated Financial Statements

Our consolidated financial statements are included in Part II, Item 8, "Financial Statements and Supplementary Data."

(a)(2) Financial Statement Schedules

All financial statement schedules are omitted because the information called for is not required or is shown either in the consolidated financial statements or in the notes thereto.

(a)(3) Exhibits

The following is a list of exhibits filed as part of this Annual Report on Form 10-K/A.

INDEX TO EXHIBITS

		Incorporated by Reference				
Exhibit Number	Exhibit Description	Form	File No.	Exhibit	Filing Date	Filed/Furnished Herewith
3.1	Amended and Restated Certificate of Incorporation Shift4 Payments, Inc.	S-8	333-239042	4.1	06/09/2020	
3.2	Amended and Restated By-Laws of Shift4 Payments, Inc.	S-8	333-239042	4.2	06/09/2020	
4.1	Specimen Stock Certificate evidencing the shares of Class A common stock.	S-1/A	333-238307	4.1	06/01/2020	
4.2	Description of Securities	10-K	001-39313	4.2	03/08/2021	
4.3	Indenture, by and among Shift4 Payments, LLC, Shift4 Payments Finance Sub, Inc., the subsidiary guarantors named therein and U.S. Bank National Association, as trustee, dated October 29, 2020 (and Form of Note).	8-K	001-39313	4.1	10/29/2020	
4.4	Indenture, dated as of December 7, 2020, between Shift4 Payments, Inc. and U.S. Bank National Association, as trustee (and Form of Global Note).	8-K	001-39313	4.1	12/07/2020	
4.5	Indenture dated as of July 26, 2021, between Shift4 Payments, Inc. and U.S. Bank National Association, as trustee (and Form of Global Note)	8-K	001-39313	4.1	07/26/2021	
10.1	Tax Receivable Agreement, dated June 4, 2020.	10-Q	001-39313	10.1	08/12/2020	
10.2	LLC Agreement of Shift4 Payments, LLC, dated June 4, 2020.	10-Q	001-39313	10.2	08/12/2020	
10.3	Stockholders Agreement, dated June 4, 2020.	10-Q	001-39313	10.3	08/12/2020	
10.4	Registration Rights Agreement, dated June 4, 2020	10-Q	001-39313	10.4	08/12/2020	
10.5	Purchase Agreement, by and between Shift4 Payments, Inc. and Rook Holdings, Inc., dated May 31, 2020.	S-1/A	333-238307	10.20	06/01/2020	
10.6	Amended and Restated First Lien Credit Agreement, dated January 29, 2021.	8-K	001-39313	10.1	02/02/2021	
10.7#	2020 Incentive Award Plan.	S-1/A	333-238307	10.10	06/01/2020	

Exhibit Number	Exhibit Description	Incorporated by Reference Form	File No.	Exhibit	Filing Date	Filed/Furnished Herewith
10.8#	Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Agreement (No Continued Employment).	S-1/A	333-238307	10.11	06/01/2020	
10.9#	Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Agreement (Continued Employment).	S-1/A	333-238307	10.12	06/01/2020	
10.10#	Non-Employee Director Compensation Policy.	S-1/A	333-238307	10.18	06/01/2020	
10.11#	Form of Indemnification Agreement for Executive Officers and Directors.	S-1/A	333-238307	10.19	06/01/2020	
10.12#	Employment Agreement, by and between Shift4 Payments, Inc. and Jared Isaacman, dated May 31, 2020.	10-Q	001-39313	10.11	08/12/2020	
10.13#	Employment Agreement by and between Shift 4 Payments, LLC and David T. Lauber, dated February 12, 2018			10.13		*
10.14	Second Lien Credit Agreement, dated as of November 30, 2017, among Shift4 Payments, LLC (f/k/a Lighthouse Network, LLC) as borrower, any holder of the borrower's Class A common units and subsidiaries of the borrower identified therein, as guarantors, Credit Suisse AG, Cayman Islands Branch, as Administrative Agent and the lenders from time to time party thereto	S-1/A	333-238307	10.9	06/03/2020	
10.15	` Amended and Restated First Lien Credit Agreement, dated January 29, 2021.	8-K	001-39313	10.1	02/02/2021	
21.1	Subsidiaries of Shift4 Payments, Inc.					*
23.1	Consent of PricewaterhouseCoopers LLP, as to Shift4 Payments, Inc.					*
31.1	Certification of Registrant's Chief Executive Officer, as required by Section 302 of the Sarbanes-Oxley Act of 2002.					*
31.2	Certification of Registrant's Chief Financial Officer, as required by Section 302 of the Sarbanes-Oxley Act of 2002.					*
32.1	Certification of Registrant's Chief Executive Officer, as required by Section 906 of the Sarbanes-Oxley Act of 2002.					**
32.2	Certification of Registrant's Chief Financial Officer, as required by Section 906 of the Sarbanes-Oxley Act of 2002.					**
101.INS	Inline XBRL Instance Document.					*
101.SCH	Inline XBRL Taxonomy Extension Schema Document.					*
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.					*
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.					*
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.					*

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed/Furnished Herewith
		Form	File No.	Exhibit	Filing Date	
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.					*
104	Cover Page Interactive Data File (formatting as Inline XBRL and contained in Exhibit 101)					*

* Filed herewith.
** Furnished herewith.
\# Indicates management contract or compensatory plan.

ITEM 16. FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

Shift4 Payments, Inc.

By: */s/ Jared Isaacman*
Jared Isaacman
Chief Executive Officer (principal executive officer)

Date: November 8, 2022

By: */s/ Nancy Disman*
Nancy Disman
Chief Financial Officer (principal financial and accounting officer)

Date: November 8, 2022

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Report has been signed below by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

Name	Title	Date
/s/ Jared Isaacman **Jared Isaacman**	Chief Executive Officer and Director *(principal executive officer)*	November 8, 2022
/s/ Nancy Disman **Nancy Disman**	Chief Financial Officer *(principal financial and accounting officer)*	November 8, 2022
/s/ Sam Bakhshandehpour **Sam Bakhshandehpour**	Director	November 8, 2022
/s/ Donald Isaacman **Donald Isaacman**	Director	November 8, 2022
/s/ Christopher Cruz **Christopher Cruz**	Director	November 8, 2022
/s/ Karen Roter Davis **Karen Roter Davis**	Director	November 8, 2022
/s/ Sarah Goldsmith-Grover **Sarah Goldsmith-Grover**	Director	November 8, 2022
/s/ Jonathan Halkyard **Jonathan Halkyard**	Director	November 8, 2022

Exhibit 10.13

EXECUTION COPY

EMPLOYMENT AGREEMENT

THIS EMPLOYMENT AGREEMENT (this "**Agreement**") is entered into as of February 12, 2018 (the "**Effective Date**") by and between **Shift4 Payments, LLC**, with an address at 2202 N. Irving Street, Allentown, PA 18109 (the " **Company**"), and **Mr. David Taylor Lauber,** an individual having an address at 93 Dogwood Terrace, Millington, NJ 07946 ("**Employee**"). The Company and Employee are collectively referred to herein as the "**Parties**" and, individually as a "**Party**".

WHEREAS, the Company is engaged in the business of selling and providing payment processing services and related equipment and software that facilitate the exchange of goods and services provided by merchants for payments made by credit, debit, prepaid, electronic gift and loyalty cards (the "**Business**");

WHEREAS, the Company desires to employ Employee as **Vice President of Strategic Projects**

of the Company, and to enter into an agreement memorializing the terms of such employment; WHEREAS, Employee desires to accept

such employment and enter into such an agreement.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein and for other good and valuable consideration, the Parties agree as follows:

Section 1. Employment. The Company shall employ Employee, and Employee accepts employment with the Company, upon the terms and conditions set forth in this Agreement for the period beginning on the date hereof and ending as provided in Section 3 (the "**Employment Term**").

Section 2. Position and Duties.

(a) As of the Effective Date, Employee will serve as the Vice President of Strategic Projects and Employee will be responsible for helping execute against various initiatives related to corporate strategy. Employee will report directly to the CEO of the Company. Employee agrees to perform such other duties and functions as shall from time to time be assigned or delegated to Employee consistent with Employee's position as Vice President of Strategic Projects of the Company or as otherwise determined by the CEO.

(b) During the Employment Term, Employee will serve the Company faithfully and to the best of his ability, devote his entire business time, energy and skill to such employment, and use his best efforts, skill and ability to promote the Company's interest in a manner consistent with his position for the duration of the Employment Term, Employee agrees not to engage in any other employment, occupation or consulting activity for any direct or indirect remuneration without the prior approval of the CEO of the Company which may be granted or withheld in its sole discretion.

Section 3. Employment Term. The Employment Term shall end on the third (3rd) anniversary of the date of this Agreement (the "**Initial Term**"), subject to the right of the parties to terminate Employee's employment under this Agreement pursuant to Sections 8, 9 or 10 hereof. At the end of the Initial Term and any subsequent renewal term Employee's employment under this Agreement shall be extended by the Company for an additional term of two (2) years unless written notice given by the

Company to the Employee no later than three (3) months prior to the expiration of the Initial Term or any renewal term of its decision not to extend to an additional term.

Section 4. Handbook. Employee has been advised that the Company reserves the right to adopt and amend an Employee Handbook which shall apply to all employees (a copy of the current Employee Handbook having been provided to and reviewed by Employee). Employee accepts the terms of any present or future Employee Handbook of the Company, as amended from time to time, with the understanding that this Agreement will be read together with such Employee Handbook. If there is a conflict between this Agreement and the Employee Handbook, and in the absence of a written amendment to this Agreement signed by the Company and Employee, this Agreement shall prevail and control.

Section 5. Compensation. The compensation set forth in this Section 5 shall be Employee's sole compensation from the Company and shall replace any prior agreements, whether oral or in writing regarding the same.

(a) Base Salary. During the Employment Term, the Company will pay Employee as compensation for his services a base salary at a rate of **Two Hundred Fifty Thousand ($250,000) Dollars** per year (the "**Base Salary**"). The Base Salary will be paid in regular installments in accordance with the Company's normal payroll practices (subject to required withholdings).

(b) Benefit Plans. During the Employment Term, Employee will be entitled to participate in the standard employee benefit plans maintained by the Company of general applicability to other employees of the Company as may be in effect from time to time and in accordance with the terms thereof. Employee acknowledges the Company reserves the right to cancel or change such employee benefit plans and programs it offers to its employees at any time without any prior or further notice to Employee or any other action.

(c) Change of Control Bonus. Employee shall be eligible to receive a bonus, subject to required withholdings, in the event of a COC Transaction (as defined below) or an IPO (as defined below), as the case may be, subject to the conditions set forth in this Section 5(c) as follows.

(i) In the event there is a Change of Control of the Company that occurs after the date hereof (a "**COC Transaction**") or an initial public offering by the Company that does not otherwise fall within the definition of Change of Control (an "**IPO**"), Employee shall be entitled to a bonus in the amount of **$500,000** (the "**COC Bonus**"), subject to the conditions set forth in Section 5(c)(iv) below and the adjustments set forth in Section 5(c)(iii) below. The COC Bonus shall be paid in a single lump sum in cash, less applicable withholdings, within sixty (60) days following the closing of the COC Transaction or the IPO, with the exact date of payment being determined by the Company or the successor thereto in its sole and absolute discretion.

(ii) In the event a COC Transaction has not occurred prior to the second anniversary of this Agreement the COC Bonus shall be increased by $125,000 upon the first calendar day following the second anniversary and the first calendar day each following subsequent anniversary for a period of four years so that at the end of such period such additional COC Bonus shall be equal to $500,000 subject to the conditions set forth in Section 5(e)(iv) below and the adjustments set forth in

Section 5(e)(v) below (“**Additional COC Bonus”).** Employee shall only be entitled to the portion of the Additional COC Bonus that has vested prior to a COC Transaction

(iii) Subject to the Employee being terminated for cause as set forth in Section 9 or Employee voluntarily terminating this Agreement as set forth in Section 10:

a. for each full twelve (12) months of employment up through the first (36) months of employment, Employee shall be deemed to have a vested interest in thirty three percent (33%) of the COC Bonus as defined in Section 5(c) above. In month (25) (two twelve-month periods completed), Employee will be vested in sixty-six percent (66%) of COC Bonus as defined in Section 5(c) above, and after the completion of (36) thirty-six months of employment, Employee will be fully vested in the COC Bonus as defined in Section 5(c)(i) above.

b. for each full twelve (12) months and one calendar day of employment after the first anniversary of this Agreement and through the fifth anniversary plus one calendar day of employment, Employee shall be deemed to have a vested interest in $125,000 of the Additional COC Bonus as defined in Section 5(c)(ii) above.

(iv) Notwithstanding any other provision contained herein, the COC Bonus and Additional COC Bonus shall become due and payable to Employee only upon the closing of a COC Transaction or an IPO, as the case may be, that occurs on or before June 1, 2026; except if the Employee is terminated prior to such date by the Company pursuant to Section 9(c) below or by Employee pursuant to Section 10 below.

(v) **Bonus Adjustment.** The COC Bonus will be adjusted up or down based on the percentage difference between the Value of the Company (as defined below) and **$1,500,000,000** (the “**Current Value**”). The Additional COC Bonus will be adjusted up or down based on the percentage difference between the Value of the Company and 14x TTM EBITDA for the period immediately preceding Employees vesting of the portion of the Additional COC Bonus. By way of example, if the Value of the Company increases by 10% from the Current Value, then the COC Bonus will increase by 10%. If the Value of the Company decreases from the Current Value by 10%, then the COC Bonus will decrease by 10%. The “**Value of the Company**” shall be the value of the Company at the time of the COC Transaction or an IPO, as the case may be.

“**Change of Control**” means the occurrence of any of the following: (a) the consummation of any transaction or series of related transactions (including, without limitation, any merger or consolidation) the result of which is that any one person, or more than one person acting as a group, other than an Affiliate (as hereinafter defined) of the Company immediately after the date hereof (including as an Affiliate any holding company formed by any such Affiliate or the Company as part of an internal restructuring after such date), acquires ownership of the issued and outstanding units of beneficial interest of the Company (“**Beneficial Interests**”) that, together with the issued and outstanding Beneficial Interests already owned by such person or group, exceed fifty percent (50%) of the fair market value of all of the issued and outstanding Beneficial Interests; (b) the consummation of any transaction or series of related transactions (including, without limitation, any merger or consolidation) the result of which is that any one person, or more than one person acting as a group, acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition by such person or persons) ownership of at least thirty percent (30%) of the total voting power of all of the issued and outstanding Beneficial Interests; or (c) the consummation of any transaction or series of related transactions the result of which is that any one person, or more than one person acting as a group, acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition by such person or persons) assets from the Company having a total gross fair market value of at least forty percent (40%) of the total gross fair market value of all of the assets of the Company immediately before such acquisition or acquisitions. For purposes of this Agreement, (i) "fair market value" will be determined in accordance with the reasonable valuation factors set forth in Section 409A of the Internal Revenue Code of 1986, as amended and the Treasury regulations and other applicable guidance issued thereunder (collectively, "**Section 409A**"); (ii) "gross fair market value" means the value of assets determined without regard to any liabilities associated with such assets; and (iii) the rules of Section 409A shall apply in determining whether a Change of Control has occurred.

(d) **Annual Bonus**. Employee shall be entitled to an annual bonus during the term of the Agreement as determined in the sole discretion of the Compensation Committee ("Annual Bonus") Annual Bonus will be earned only if Employee is continuously employed by the Company on the date that such Annual Bonus is declared by the Company. The Company shall pay the Annual Bonus at the same time as such bonuses are normally paid to senior management of the Company.

Section 6. Vacation. Employee will be entitled to paid vacation of 20 days per calendar year in accordance with the Company's then current vacation policy for such year, with the timing and duration of specific vacations mutually and reasonably agreed to by Employee and the Company.

Section 7. Business Expenses. The Company will reimburse Employee for reasonable travel, automobile (in the amount up to $2,000.00 to cover an automobile, auto insurance, gas, maintenance and other auto-related expenses), entertainment or other business expenses incurred by Employee in the furtherance of or in connection with the performance of Employee's duties hereunder, in accordance with the Company's expense reimbursement policy as in effect from time to time. To the extent taxable, the following rules (and any other applicable rules of Treasury Regulation Section 1.409A-3(i)(1)(iv)) shall apply to all reimbursements under this Section 7: (i) the amount of expenses eligible for reimbursement during one taxable year of the Employee shall not affect the amount of expenses eligible for reimbursement during any subsequent taxable year of the Employee; (ii) all reimbursements shall be made no later than the last day of the Employee's taxable year immediately following the taxable year in which the expense is incurred; and (iii) the Employee's right to reimbursement shall not be subject to liquidation or exchange for another benefit. During the Employment Term, the Company shall also provide Employee a cellphone and laptop for business use.

Section 8. Termination on Death or Disability.

(a) Employee's employment with the Company will terminate automatically upon Employee's death or, upon thirty (30) days prior written notice by the Company to Employee, in the event of Disability (as defined below).

(b) Upon any termination for death or Disability, Employee (or Employee's beneficiary(ies) or estate in the event of Employee's death) shall be entitled to:

(i) Employee's Base Salary through the effective date of termination, payable in a single lump sum in cash, less applicable withholdings, on the earlier of the pay date coincident with or next following the effective date of termination or the date required under applicable law;

(ii) any COC Bonus earned prior to the date of death or the deemed effectiveness of the Disability which remains unpaid and outstanding at such time, to be paid in accordance with Section 5(e);

(iii) the right to continue health care benefits under the Consolidated Omnibus Budget Reconciliation Act of 1985 ("**COBRA**") at Employee's (or in the case of Employee's death, his spouse's and eligible dependents', as applicable) cost, to the extent required and available under applicable law;

(iv) reimbursement of expenses for which Employee is entitled to be reimbursed pursuant to Section 7 above, but for which Employee has not yet been reimbursed; and

(v) no severance or benefits of any kind, unless required by applicable law or pursuant to any other written Company plans or policies applicable to and inuring to the benefit of Employee, as in effect as of the effective date of termination.

(c) Employee shall be deemed to have suffered a disability ("**Disability**") if he is unable to substantially perform Employee's duties under this Agreement by reason of any medically determinable physical or mental impairment which can be expected to result in death or which has lasted, or can be expected to last, for not less than ninety (90) days (whether or not occurring consecutively) during any twelve (12) consecutive month period, with such determination of whether Employee is subject to a Disability to be made in good faith by the board of directors or managers or other equivalent or similar governing body of the Company after consultation with a physician who has examined and diagnosed Employee.

Section 9. Termination for Cause.

(a) Notwithstanding any other provision of this Agreement, the Company may terminate Employee's employment at any time for Cause (as defined below). Termination for Cause shall be effective on the date the Company gives notice to Employee of such termination in accordance with this Agreement.

(b) In the case of the Company's termination of Employee's employment for Cause, Employee shall be entitled to receive:

(i) Employee's Base Salary through the effective date of termination, payable in a single lump sum in cash, less applicable withholdings, on the earlier of the pay date coincident with or next following the effective date of termination or the date required under applicable law;

(ii) the right to continue health care benefits under COBRA, at Employee's cost, to the extent required and available under applicable law, unless Cause constitutes "gross misconduct" under COBRA;

(iii) reimbursement of expenses for which Employee is entitled to be reimbursed pursuant to Section 7 above, but for which Employee has not yet been reimbursed; and

(v) no other severance or benefits of any kind, unless required by applicable law or pursuant to any other written Company plans or policies applicable to and inuring to the benefit of Employee, as in effect as of the effective date of termination

(c) "**Cause**" shall mean that Employee has committed an act of Misconduct (as defined below) or that there has been a willful and continuing failure of Employee to substantially perform his obligations under this Agreement, other than as a result of Employee's death or Disability. "**Misconduct**" shall mean: (i) embezzlement, fraud, or breach of fiduciary duty by Employee, in each case, with respect to the Company; (ii) unauthorized and intentional disclosure of any Confidential Information of the Company in breach of Employee's duty of loyalty to the Company; or (iii) conviction of, or entering a plea of *nolo contendere* or guilty to, a felony criminal offense.

Section 10. Voluntary Termination. The Company or the Employee shall be entitled to terminate this Agreement, at any time, with or without reason, upon (a) sixty (60) days written notice, or (b) at any time upon written notice in the event of a change of control, effective immediately thereafter ("**Voluntary Termination**"). Upon a Voluntary Termination by the Company, Employee shall be entitled to the benefits as set forth in Section 8(b). Upon a Voluntary Termination by the Employee, Employee shall be entitled to the benefits as set forth in Section 9(b).

Section 11. Restrictive Covenants. Employee acknowledges and agrees that (i) as an employee of the Company, he has possessed and learned, and shall in the future possess and learn, valuable trade secrets and other confidential or proprietary information relating to the Company and its Affiliates and their businesses and properties, (ii) Employee's services to the Company are unique in nature, (iii) the Company's business is national in scope, and (iv) the Company would be irreparably damaged if the Employee were to provide services to any other person or entity in violation of the restrictions contained in this Agreement. Accordingly, as an inducement for the Company to enter into this Agreement, Employee agrees that during the period that he is employed by the Company and for a period of three (3) years thereafter (such period being referred to herein as the "**Restricted Period**"), Employee shall not, directly or indirectly, either for himself or for any other person or entity (whether as a shareholder, member, equityholder, officer, director, employee, partner, member, manager, trustee, agent, representative or otherwise):

(a) take any action in connection with a Competing Business (as defined below) which might divert from the Company or its Affiliates any opportunity which would be (at the time of such action) within the scope of their business, including without limitation, owning any stock, membership or partnership interest or other equity interest in, managing, controlling, rendering services, working or consulting for, or providing any financing or other assistance to, any Competing Business;

(b) solicit or attempt to induce any person or entity who is or has been a customer or client of the Company or its Affiliates at any time during (i) the period of 3 years prior to the Effective Date, (ii) the Employment Term, or (iii) the Restricted Period, to retain or employ the services of a Competing Business;

(c) solicit or attempt to induce any person or entity who is or has been a customer, client, supplier or other business relation of the Company or its Affiliates, including independent sales organization owner, operator or agent, at any time during (i) the period of **three (3) years** prior to the Effective Date, (ii) the Employment Term, or (iii) the Restricted Period, to cease doing business with the Company or its Affiliates;

(d) take any actions which are calculated or intended to persuade any person or entity who is a director, manager, officer, employee or agent of the Company or its Affiliates to terminate his or her association with the Company or its Affiliates; or

(e) solicit or hire any person or entity who is a director, manager, officer, employee or agent of the Company to perform services for any person or entity other than the Company or its Affiliates;

provided, however, that nothing herein shall prohibit Employee from owning not more than 1% of the outstanding stock or other equity interest of any publicly traded entity engaged in the Business, so long as Employee is merely a passive investor and has no role in the operation or management of such person or entity.

"**Competing Business**" shall mean a business which engages or is making plans or intends to engage, in whole or in part, in the rendering of services which are competitive with, are similar to, may be used as substitutes for, or may detract from the services provided by the Company or any of its Affiliates at any time during the period of 3 years prior to the Effective Date, the Employment Term or the Restricted Period.

Section 12. Non-Disclosure of Confidential Information. Employee recognizes that, as an employee of the Company, he has possessed and learned and will possess and learn Confidential Information (as defined below). Accordingly, as an additional inducement for the Company to enter into this Agreement, Employee covenants and agrees that:

(a) during his employment with the Company, except as necessary in the performance of his duties hereunder, or at any time after the termination of his employment with the Company, Employee shall hold in strictest confidence and shall not, without the prior written consent of the Company, use for his own benefit or that of any third party or disclose to any person or entity, except to the Company or any employees of the Company, any Confidential Information. For purposes of this Agreement, and intending that the term shall be broadly construed to include anything protectable by the Company or any of its Affiliates as a trade secret under applicable law, "**Confidential Information**" shall mean and include all information, and all documents and other tangible items which record information, relating to the operation, development, sale and marketing by the Company or any of its Affiliates of services or products from time to time, which at the time or times concerned are protectable by the Company or its Affiliates as a trade secret under applicable law, and which have been or are from time to time disclosed to or known by Employee, including, without limitation, the following especially sensitive types of information relating to the operation, development sale and marketing of services or products by the Company or its Affiliates:

(i) information concerning the Company's or its Affiliate's business, including cost information, profits, sales information, accounting and unpublished financial information, business plans, markets and marketing methods, customer/client lists and information, including, the identity and particular needs of customers/clients, purchasing techniques, supplier lists and supplier information and advertising strategies;

(ii) information concerning the employees (including Employee), including their salaries, bonuses, other compensation, strengths, skills and weaknesses, and the terms of this Agreement;

(iii) information submitted by the Company's or its Affiliate's customer/clients, suppliers, employees, consultants or co-venturers for study, evaluation or use;

(iv) information relating to the Company's or its Affiliate's independent sales offices including their identity, location and amount of their business; and

(v) any other information not generally known to the public which, if misused or disclosed, could reasonably be expected to adversely affect the Company's or its Affiliate's business;

provided, however, that Confidential Information shall not be deemed to include any of the foregoing which (A) is generally available to the public other than as a result of Employee's fault or the fault of any other person known by the Employee to be bound by a duty (contractual or otherwise) of confidentiality to the Company or its Affiliates (or, if applicable, any of its successors or assigns); or (B) is required by law or court order or subpoena to be disclosed by the Employee, provided that the Employee gives the Company prompt advance written notice of such requirement and cooperates with any attempt by the Company to eliminate, limit or reduce such requirement so as to minimize disclosure or otherwise protect its rights and interests.

(b) Employee agrees not to remove any property or information of the Company or its Affiliates from the Company's premises, except in discharge of his duties or when otherwise authorized by the Company. Employee (or if Employee is deceased, his personal representative) shall promptly, following a request therefore from the Company, return to the Company, without retaining copies, all tangible items which are or which contain Confidential Information and Employee shall, upon demand by the Company, promptly return all Company-issued equipment, supplies, accessories, vehicles, keys, instruments, tools, devices, computers, cellphones, pagers, materials, documents, plans, records, notebooks, drawings or papers and other personal property belonging to the Company. Upon request by the Company, Employee shall certify in writing that all copies of information subject to this Agreement located on Employee's computers or other electronic storage devices have been permanently deleted; provided, however, Employee may retain copies of documents relating to the Company's employee benefit plans applicable to Employee and income records to the extent necessary for Employee to prepare Employee's tax returns. Nothing contained herein shall limit the Company's rights under statutory or common law, including without limitation laws related to trade secrets, which may provide for other restrictions or rights on use or disclosure for the benefit of the Company or its Affiliates.

(c) At the request of the Company made at any time or from time to time hereafter, Employee (or if Employee is deceased, his personal representative) shall make, execute and deliver all applications, papers, assignments, conveyances, instruments or other documents and shall perform or cause to be performed such other lawful acts as the Company may reasonably deem necessary to implement any of the provisions of this Agreement, and shall give testimony and cooperate with the Company or its Affiliates and their employees, agents and representatives in any controversy or legal proceedings involving the Company, any of its Affiliates or their employees, agents and representatives with respect to any Confidential Information.

For purposes of this Agreement, "**Affiliate**" shall mean and include any person or entity, which controls a party, which such party controls or which is under common control with such party. "**Control**" means the power, direct or indirect, to direct or cause the direction of the management and policies of a person or entity through voting securities, contract or otherwise.

Section 13. Work Made for Hire. In the course of his duties, Employee may create intellectual property rights in his work product that may be capable of protection under the copyright, trademark or patent laws of the United States or another country (the "**Work Product**"). The parties agree that any Intellectual Property rights in Work Product created by Employee shall be deemed WORKS MADE FOR HIRE and shall belong to and be the exclusive property of Company. This shall include any rights created by 17 USC Section 201(b) as it relates to Company's ownership of copyrights created by this Agreement. Employee further agrees to waive any and all claims for compensation or benefits derived from the creation, use or sale of such Work Product by Company and shall execute all documents required to evidence ownership of said Work Product by Company at Company's request. In addition, Employee shall not be granted any type of license to use any work product for his own benefit. If for any reason, the Work Product is not considered a work made for hire under applicable law, Employee does hereby assign and transfer to Company, its successors, and assigns, the entire right, title and interest in and to the copyright/patent and trademarks in the Work Product and any registrations and copyright/patent or trademark applications relating thereto and any renewals and extensions thereof; in and to all works based upon, derived from, or incorporating the Work Product; in and to all income, royalties, damages, claims and payments now or hereinafter due or payable with respect to the Work Product, and in all causes of action, either in law or in equity for past, present, or future infringement based on the copyrights/patents or trademarks, and in and to all rights corresponding to the foregoing throughout the world. Employee agrees to execute all papers and to perform such acts as Company may deem necessary to secure for Company or its designee the rights herein assigned.

Section 14. Intentionally Omitted

Section 15. Injunctive Relief. Notwithstanding the provisions of Section 18 hereof, Employee acknowledges and agrees that in the event of a breach or threatened breach of any of the provisions of Section 11, Section 12 or Section 13, the Company shall have no adequate remedy at law and shall therefore be entitled to enforce each such provision by temporary or permanent injunctive relief or mandatory relief obtained in any court of competent jurisdiction without the necessity of proving damages, posting any bond or other security, and without prejudice to any other remedies which may be available at law or in equity to the Company. Employee and the Company agree that the Superior Court in and for the County of Lehigh, Commonwealth of Pennsylvania or the United States District Court for the Eastern District of Pennsylvania are courts of competent jurisdiction and Employee and the Company each consent to the personal jurisdiction of those courts for purposes of such an action or proceeding instituted to obtain equitable relief or monetary damages relating to the provisions of Section 11, Section 12 or Section 13, and in connection therewith Employee and the Company agree that process in any action may be served upon Employee and the Company, as the case may be, and shall be deemed to be complete when the same is delivered to Employee (by personal service or by such method as may be ordered by a court) or the Company, as the case may be, in the same manner as notices are required to be given pursuant to this Agreement.

Section 16. Representations and Warranties. Employee hereby represents and warrants to the Company that:

(a) the execution, delivery and performance of this Agreement by Employee does not and shall not conflict with, breach, violate or cause a default under any agreement, contract or instrument to which the Employee is a party or any judgment, order or decree to which Employee is subject;

(b) other than this Agreement, Employee is not a party to or bound by any employment agreement, consulting agreement, non-compete agreement, confidentiality agreement or any other similar agreement with any other person or entity; and

(c) upon the execution and delivery of this Agreement by the Company and Employee, this Agreement will be a valid and binding obligation of the Employee, enforceable against Employee in accordance with its terms. The Employee further represents and warrants that he has not disclosed, revealed or transferred to any third party any of the Confidential Information or any trade secrets or work product of the Company and that he has safeguarded and maintained the secrecy of the Confidential Information and trade secrets and work product of the Company to which he has had access or of which he has knowledge.

Section 17. Notices. All notices and other communications permitted or required under this Agreement shall be in writing and may be served personally, transmitted by facsimile or email (in each case with confirmation of delivery) or nationally recognized overnight delivery service (e.g., Federal Express) or sent by prepaid, certified mail, return receipt requested to the party's address as set forth below:

To the Company:	To Employee:
Shift4 Payments, LLC 2202 N. Irving Street Allentown, PA 18109 Attn: Jordan Frankel Facsimile #: 973-630-9029 Email Address: jfrankel@shift4.com With a copy to (which shall not constitute notice): Chiesa Shahinian & Giantomasi PC One Boland Drive West Orange, New Jersey 07052 Attn: Sean M. Aylward, Esq. Facsimile #: (973) 530-2105 Email Address: saylward@csglaw.com	Taylor Lauber 93 Dogwood Terrace Millington, NJ 07946 Email Address: tlauber@shift4.com

Section 18. Arbitration.

(a) In the event that any dispute shall arise among the Company and Employee as to any matter or thing covered hereby or as to the meaning of this Agreement, or to any state of facts which may arise, same shall be settled by the agreement of such parties, or if they are unable to agree, same shall be settled, upon written demand of any party hereto, by arbitration in Lehigh Country, Pennsylvania before a single arbitrator, selection of the arbitrator and the conduct of the arbitration to be in accordance with the rules of the American Arbitration Association. Any award or decision rendered shall be made by means of a written opinion explaining the arbitrator's reasons for the award or decision, and the award or decision shall be final and binding upon the parties. The arbitrator may not amend or vary any provision of this Agreement. Judgment upon the award or decision rendered by the arbitrator may be entered in any court of competent jurisdiction.

(b) Refusal of any party to arbitrate shall entitle any other party hereto to specifically enforce this Agreement in a court of competent jurisdiction, and as a result of said refusal to arbitrate, the remaining parties shall be entitled to receive costs, reasonable attorney's fees and their share of the arbitration fee, if any, on a pro-rata basis. Arbitration by the parties shall take place at a time and place as may be agreed upon, but if no agreement shall be reached, then at the offices of the Company's attorneys at a time selected by the arbitrator.

(c) If the arbitrator determines, in his or her absolute discretion, that any party has (i) been in default hereof, (ii) instituted the arbitration proceeding without reasonable cause, or (iii) has taken an action or failed to take an action without reasonable cause which warranted the institution of the arbitration proceeding (each a "**Defaulting Party**"), as the case may be, the arbitrator shall have the right to award to the party or parties injured by such conduct an amount equal to the reasonable attorney's fees and costs incurred by such injured party in such proceedings, together with the actual cost of such arbitration proceedings itself. If the Defaulting Party does not pay to the other party the arbitration award within ten (10) days of written demand therefor, and the other party shall institute suit in a court of competent jurisdiction to enforce said decision, the Defaulting Party shall pay to the other party the reasonable attorney's fees and court costs incurred in such action. Nothing in this Section 18 is intended to preclude any party hereto from seeking, in an action in a court of competent jurisdiction, (i) specific performance of an obligation of any other party, or (ii) enforcement of rights hereunder after the entry of an Arbitration Award.

Section 19. General Provisions.

(a) Severability. In the event that any provision of this Agreement becomes or is declared by a court of competent jurisdiction to be illegal, unenforceable or void, this Agreement will continue in full force and effect without said provision.

(b) Integration. This Agreement represents the entire agreement and understanding between the Parties as to the subject matter herein and supersedes all prior or contemporaneous agreements, whether written or oral. No waiver, alteration or modification of any of the provisions of this Agreement will be binding unless in writing and signed by duly authorized representatives of the Parties hereto.

(c) Confidentiality. Employee agrees that the terms of this Agreement shall be kept confidential by Employee.

(d) Assignment. This Agreement will be binding upon and inure to the benefit of: (a) the heirs, executors and legal representatives of Employee upon Employee's death, and (b) any successor of the Company. Any such successor of the Company will be deemed substituted for the Company under the terms of this Agreement for all purposes. For the purposes of this paragraph, "**successor**" means any person, firm, corporation or other business entity which at any time, whether by purchase, merger or otherwise, directly or indirectly acquires all or substantially all of the assets or business of the Company. None of the rights of Employee to receive any form of compensation payable pursuant to this Agreement may be assigned or transferred except by will or the laws of descent and distribution and in compliance with the requirements of Section 409A. Any other attempted assignment, transfer, conveyance or other disposition of Employee's right to compensation or other benefits will be null and void.

(e) Tax Withholding. All payments made pursuant to this Agreement will be subject to withholding of applicable taxes.

(f) Waiver. No Party shall be deemed to have waived any right, power or privilege under this Agreement or any provisions hereof unless such waiver shall have been duly executed in writing and acknowledged by the Party to be charged with such waiver. The failure of any Party at any time to insist on performance of any of the provisions of this Agreement shall in no way be construed to be a waiver of such provisions, nor in any way to affect the validity of this Agreement or any part hereof. No waiver of any breach of this Agreement shall be held to be a waiver of any other subsequent breach.

(g) Governing Law; Forum. This Agreement will be governed by the laws of the Commonwealth of Pennsylvania without regard for conflict of law provisions. All litigation or other disputes or claims shall be subject to the exclusive jurisdiction of, and be brought only in, the United States Federal Courts or the courts of the Commonwealth of Pennsylvania sitting within the Commonwealth of Pennsylvania subject to the provisions of Section 18 hereof.

(h) Acknowledgment. Employee acknowledges that he has had the opportunity to discuss this matter with and obtain advice from his legal counsel, has had sufficient time to, and has carefully read and fully understands all the provisions of this Agreement, and is knowingly and voluntarily entering into this Agreement. No provision of this Agreement shall be construed against a party who drafted this Agreement or any portion hereof.

(i) Counterparts. This Agreement may be executed in multiple counterparts, each of which shall be deemed to be an original, and all such counterparts shall constitute but one instrument.

(j) Headings. The section and subsection headings contained herein are for convenience only and shall not affect the construction hereof.

(k) Construction. This Agreement has been negotiated by the respective Parties, and the language shall not be construed for or against either Party.

(l) Section 409A. This Agreement is intended to comply with the requirements of Section 409A and shall be construed in a manner consistent with such requirements. For purposes of this Agreement, each amount to be paid or benefit to be provided, including, without limitation, each installment payment of Severance, will be construed as a separate identified payment for purposes of Section 409A, and any payments that are due within the "short-term deferral period" as defined in Section 409A will not be treated as deferred compensation unless applicable law requires otherwise. Without in any way limiting the generality of the foregoing, all payments of compensation hereunder, including, without limitation, the Severance, are intended to be exempt from the requirements of Section 409A under the short-term deferral rule set forth in Treasury Regulation Section 1.409A-1(b)(4) and/or the separation pay exemption set forth in Treasury Regulation Section 1.409A-1(b)(9)(iii), as applicable, to the maximum extent provided thereunder, and the provisions of this Agreement shall be construed accordingly. Neither the Company nor the Employee will have the right to accelerate or defer the delivery of any payments or benefits that constitute deferred compensation under Section 409A except to the extent Section 409A specifically permits or requires. Payments of any compensation that constitutes deferred compensation under Section 409A and that is contingent on Employee's termination by the Company, including, without limitation, the Severance, or resignation shall be made to Employee only if such termination or resignation constitutes a "separation from service" under Section 409A (applying the default rules thereof). Notwithstanding the foregoing, the Company shall not be liable to Employee or any other person or entity if the Internal Revenue Service or any court or other authority having jurisdiction over such matters determined for any reason that any payments or benefits to be provided hereunder are subject to taxes, penalties or interest as a result of failing to comply with Section 409A.

(m) Attorneys Fees. Subject to the provisions of Section 18(b) and (c), if any suit, action or proceeding is brought concerning any provision of this Agreement or the rights and duties of any person in relation thereto, the prevailing party in such action shall be entitled to reasonable attorneys fees and expenses incurred in connection therewith, in addition to any other relief to which it may be entitled.

[*Remainder of page is intentionally blank -- signature page follows*]

IN WITNESS WHEREOF, each of the Parties has executed this Agreement as of the day and year first above written.

SHIFT 4 PAYMENTS, LLC

By:___
Name: Jared Isaacman Title: CEO

EMPLOYEE:

____
Name: Taylor Lauber

[*Signature Page to Employment Agreement]*

IN WITNESS WHEREOF, each of the Parties has executed this Agreement as of the day and year first above written.

SHIFT4 PAYMENTS, LLC

By:____ Name: Jared Isaacman
Title: CEO

EMPLOYEE:

____
Name: Taylor Lauber

[*Signature Page to Employment Agreement*]

Exhibit 21.1

SUBSIDIARIES OF SHIFT4 PAYMENTS, INC.

Name	Place of Organization
Shift4 Payments, LLC	Delaware Limited Liability Company
FUTURE POS, LLC	Pennsylvania Limited Liability Company
Harbortouch Financial, LLC	Pennsylvania Limited Liability Company
Independent Resources Network, LLC	New York Limited Liability Company
MSI Merchant Services Holdings LLC	New Jersey Limited Liability Company
POSitouch, LLC	Rhode Island Limited Liability Company
RESTAURANT MANAGER, LLC	Delaware Limited Liability Company
SHIFT4 CORPORATION	Nevada Corporation
SHIFT4PAYMENTS FINANCE SUB, INC.	Delaware Corporation
S4-ML HOLDINGS, LLC	Delaware Limited Liability Company
Merchant-Link, LLC	Delaware Limited Liability Company
Shift4Shop, LLC	Delaware Limited Liability Company
MICROS RETAIL SYSTEMS, LLC	New Jersey Limited Liability Company
Inspiration4, LLC	Delaware Limited Liability Company
FourX Holdings, LLC	Delaware Limited Liability Company
VenueNext, Inc.	Delaware Corporation
POSTEC, LLC	Delaware Limited Liability Company
3dcart, LLC	Florida Limited Liability Company
THE CUSTOMER CONNECTION II, LLC	New Jersey Limited Liability Company
S4 HoldCo, LLC	Delaware Limited Liability Company
20910 ML USA IP Company, LLC	Delaware Limited Liability Company

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (No. 333-257637) and Form S-8 (Nos. 333-239042, 333-253998, and 333-263175) of Shift4 Payments, Inc. of our report dated March 1, 2022, except for the effects of the restatement discussed in Note 3 to the consolidated financial statements and the matter discussed in the fourth paragraph of Management's Annual Report on Internal Control over Financial Reporting, as to which the date is November 8, 2022, relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 10-K/A.

/s/ PricewaterhouseCoopers LLP
Philadelphia, Pennsylvania
November 8, 2022

Exhibit 31.1

CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Jared Isaacman, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of Shift4 Payments, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 8, 2022

By: /s/Jared Isaacman

Jared Isaacman
Chief Executive Officer
(principal executive officer)

Exhibit 31.2

CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Nancy Disman, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of Shift4 Payments, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 8, 2022

By: /s/ Nancy Disman

Nancy Disman
Chief Financial Officer
(principal financial officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 10-K/A of Shift4 Payments, Inc. (the "Company") for the year ended December 31, 2021 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 8, 2022

By: /s/ Jared Isaacman

Jared Isaacman
Chief Executive Officer
(principal executive officer)

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report on Form 10-K/A of Shift4 Payments, Inc. (the “Company”) for the year ended December 31, 2021 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 8, 2022

By: /s/ Nancy Disman

Nancy Disman
Chief Financial Officer
(principal financial officer)