

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <u>Searchlight Capital Partners II GP, LLC</u> (Last) (First) (Middle) <u>745 FIFTH AVENUE, 27TH FLOOR</u> (Street) <u>NEW YORK NY 10151</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Shift4 Payments, Inc. [FOUR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/14/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	09/14/2020		C		3,637,501	A	\$0.00	3,637,501	I	See footnotes ⁽¹⁾⁽²⁾⁽⁸⁾
Class B Common Stock	09/14/2020		J ⁽³⁾		3,637,501	D	\$0.00	9,738,472	I	See footnotes ⁽²⁾⁽⁴⁾⁽⁸⁾
Class C Common Stock	09/14/2020		C		4,218,872	D	\$0.00	11,294,945	I	See footnotes ⁽²⁾⁽⁵⁾⁽⁸⁾
Class A Common Stock	09/14/2020		C		4,218,872	A	\$0.00	7,856,373	I	See footnotes ⁽²⁾⁽⁶⁾⁽⁸⁾
Class A Common Stock	09/15/2020		S		7,856,373	D	\$46.6813	0	I	See footnotes ⁽²⁾⁽⁶⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
LLC Interests	⁽⁷⁾	09/14/2020		C			3,637,501	⁽⁷⁾	⁽⁷⁾	Class A Common Stock	\$0.00	9,738,472	I	See footnotes ⁽¹⁾⁽²⁾⁽⁸⁾

1. Name and Address of Reporting Person *

Searchlight Capital Partners II GP, LLC

(Last) (First) (Middle)

745 FIFTH AVENUE, 27TH FLOOR

(Street)

NEW YORK NY 10151

(City) (State) (Zip)

1. Name and Address of Reporting Person *		
Searchlight Capital Partners II GP, L.P.		
(Last)	(First)	(Middle)
745 FIFTH AVENUE, 27TH FLOOR		
(Street)		
NEW YORK	NY	10151
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
Searchlight Capital II PV, L.P.		
(Last)	(First)	(Middle)
745 FIFTH AVENUE, 27TH FLOOR		
(Street)		
NEW YORK	NY	10151
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
Searchlight Capital II, L.P.		
(Last)	(First)	(Middle)
745 FIFTH AVENUE, 27TH FLOOR		
(Street)		
NEW YORK	NY	10151
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
Searchlight II GWN, L.P.		
(Last)	(First)	(Middle)
745 FIFTH AVENUE, 27TH FLOOR		
(Street)		
NEW YORK	NY	10151
(City) (State) (Zip)		

Explanation of Responses:

1. Represents securities held of record by Searchlight II GWN, L.P.
2. Searchlight Capital Partners II GP, LP, as the general partner of Searchlight Capital II PV, L.P, Searchlight Capital II, L.P. and Searchlight II GWN, L.P.(the "Record Holders"), may be deemed to share beneficial ownership over the securities held by the Record Holders. Searchlight Capital Partners II GP, LLC, as the general partner of Searchlight Capital Partners II GP, LP, may be deemed to share beneficial ownership over the securities held by the Record Holders
3. Reflects the cancellation for no consideration of Class B Common Stock in connection with the conversion of the LLC Interests in to Class A Common Stock.
4. Securities are held of record by Searchlight Capital II, L.P.
5. Following the transactions reported herein, represents 915,819 Class C shares held of record by Searchlight Capital II, L.P. and 10,379,126 Class C shares held directly by Searchlight Capital II PV, L.P.
6. Following the transactions reported herein, represents 342,075 Class A shares held of record by Searchlight Capital II, L.P. 3,876,797 Class A shares held directly by Searchlight Capital II PV, L.P. and 3,637,501 Class A shares held of record by Searchlight II GWN, L.P.
7. The LLC Interests may be redeemed by the Reporting Person at any time on or following the closing of the Initial Public Offering for shares of Class A Common Stock on a 1-to-1 basis.
8. The total number of securities beneficially owned by the Reporting Persons has been adjusted to account for an error in the Reporting Persons' Form 3 filed on June 5, 2020.

Remarks:

[Searchlight Capital Partners II GP, LLC, By: /s/ Andrew Frey, authorized person](#) 09/16/2020

[Searchlight Capital Partners II GP, LP, By: Searchlight Capital Partners II GP, LLC , its general partner, By: /s/ Andrew Frey, authorized person](#) 09/16/2020

[Searchlight Capital II PV, L.P., By: Searchlight Capital Partners II GP, LP, its general partner, By: Searchlight Capital Partners II LLC, its general partner, By: /s/ Andrew Frey, authorized person](#) 09/16/2020

Searchlight Capital II, L.P., By:
Searchlight Capital Partners II GP,
LP, its general partner, By: 09/16/2020
Searchlight Capital Partners II GP,
LLC, its general partner, By: /s/
Andrew Frey, authorized person
Searchlight II GWN, L.P., By:
Searchlight Capital Partners II GP,
LP, its general partner, By: 09/16/2020
Searchlight Capital Partners II GP,
LLC, its general partner, By: /s/
Andrew Frey, authorized person

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.