

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>Isaacman Jared</u>  (Last) (First) (Middle) 2202 N. IRVING ST  (Street) ALLENTOWN PA 18109  (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 02/27/2023	
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	02/27/2023		c <sup>(1)</sup>		2,000,000	A	\$0.00	2,000,000	I	See footnotes <sup>(2)(3)</sup>
Class B Common Stock	02/27/2023		j <sup>(4)</sup>		2,000,000	D	\$0.00	23,829,016	I	See footnotes <sup>(2)(3)</sup>
Class A Common Stock	02/27/2023		j <sup>(5)</sup>		2,000,000	D	<del>(5)(6)</del>	0	I	See footnotes <sup>(2)(3)</sup>

**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						Title
Forward Contract Sale (obligation to sell)	<del>(5)(6)</del>	02/27/2023		j <sup>(5)(6)</sup>		2,000,000		<del>(5)(6)</del>	<del>(5)(6)</del>	Class A Common Stock	2,000,000	<del>(5)(6)</del>	0	I	See footnote <sup>(2)(3)</sup>
LLC Interests	<del>(7)</del>	02/27/2023		C		2,000,000		<del>(7)</del>	<del>(7)</del>	Class A Common Stock	2,000,000	\$0.00	23,829,016	I	See footnote <sup>(2)(3)</sup>

**Explanation of Responses:**

- All entries and transactions on this Form 4 arise from a previously executed variable prepaid transaction (the "Transaction") with an unaffiliated third party (the "Counterparty"), which Transaction was entered into two years ago on March 16, 2021, and previously reported on March 18, 2021.
- Represents securities held of record by Rook SPV 1, LLC ("Rook SPV").
- Rook SPV is a wholly owned subsidiary of Rook Holdings Inc. Mr. Isaacman is the sole stockholder of Rook Holdings Inc. and therefore may be deemed to beneficially own the securities held of record by Rook SPV and Rook Holdings Inc.
- 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.
- From February 27, 2023 to April 7, 2023 (the "Settlement Period"), Rook SPV is scheduled to settle the Transaction with the Counterparty, relating to 2,000,000 shares of Shift4 Payments, Inc.'s Class A common stock (the "Class A Common Stock") in accordance with the following Transaction terms previously agreed upon as of March 16, 2021 and reported on March 18, 2021. The Transaction is divided into 30 individual components (each comprising 66,667 shares (or 66,666 in the case of the first 10 valuation dates) (the "Component Shares") of Class A Common Stock) over the 30 scheduled trading days up to, and including, April 5, 2023 (the "Valuation Period"). The number of Class A Common Stock to be delivered to the Counterparty with respect to each component during each day of the Settlement Period will be based on the volume weighted average price per share of the Class A Common Stock for each trading day during the Valuation Period (the "Settlement Price") as follows:
- (Continued from footnote 5) (A) if the Settlement Price for any component is less than or equal to \$73.1920 (the "Floor Price"), Rook SPV will deliver for that component the Component Shares; (B) if the Settlement Price for any component is less than or equal to \$137.2350 (the "Cap Price"), but greater than the Floor Price, Rook SPV will deliver for that component a number of Class A Common Stock equal to (i) the Component Shares, multiplied by a fraction, the numerator of which is the Floor Price and the denominator of which is the Settlement Price; and (C) if the Settlement Price for any component is greater than the Cap Price, Rook SPV will deliver for that component a number of shares equal to (i) the Component Shares, multiplied by (ii) a fraction, the numerator of which is the sum of (x) the Floor Price and (y) the Settlement Price minus the Cap Price, and the denominator of which is the Settlement Price, in each case rounded up to the nearest whole share.
- The LLC Interests generally may be redeemed by Rook SPV at any time for shares of the Issuer's Class A Common Stock on a 1-to-1 basis. Upon redemption of any LLC Interests, a corresponding number of shares of Class B Common Stock will be cancelled for no consideration.

**Remarks:**

/s/ Jordan Frankel, Attorney-in-Fact for Jared Isaacman 02/27/2023

\*\* 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.

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