

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

1. Name and Address of Reporting Person* <u>Isaacman Jared</u> (Last) (First) (Middle) 3501 CORPORATE PARKWAY (Street) CENTER PA 18034 VALLEY (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) 06/28/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	06/28/2024		C ⁽⁴⁾⁽⁵⁾ ₍₆₎		2,178,984	A	\$0.00	2,178,984	I	See footnotes ⁽¹⁾ ₍₂₎
Class B Common Stock	06/28/2024		J ⁽³⁾⁽⁴⁾ ₍₅₎₍₆₎		2,178,984	D	\$0.00	21,650,032	I	See footnotes ⁽¹⁾ ₍₂₎
Class A Common Stock	06/28/2024		J ⁽⁴⁾⁽⁵⁾ ₍₆₎		2,178,984	D	(4)(5)(6)	0	I	See footnotes ⁽¹⁾ ₍₂₎
Class A Common Stock	06/28/2024		C ⁽⁷⁾⁽⁸⁾ ₍₉₎		2,259,247	A	\$0.00	2,259,247	I	See footnotes ⁽¹⁾ ₍₂₎
Class B Common Stock	06/28/2024		J ⁽³⁾⁽⁷⁾ ₍₈₎₍₉₎		2,259,247	D	\$0.00	19,390,785	I	See footnotes ⁽¹⁾ ₍₂₎
Class A Common Stock	06/28/2024		J ⁽⁷⁾⁽⁸⁾ ₍₉₎		2,259,247	D	(7)(8)(9)	0	I	See footnotes ⁽¹⁾ ₍₂₎

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					
Forward Sale Contract (obligation to sell)	(4)(5)(6)	06/28/2024		J ⁽⁴⁾⁽⁵⁾ ₍₆₎			2,178,984	(4)(5)(6)	(4)(5)(6)	Class A Common Stock	(4)(5)(6)	0	I	See footnote ⁽¹⁾ ₍₂₎
LLC Interests	(10)	06/28/2024		C ⁽⁴⁾⁽⁵⁾ ₍₆₎			2,178,984	(10)	(10)	Class A Common Stock	\$0.00	21,650,032	I	See footnote ⁽¹⁾ ₍₂₎
Forward Sale Contract (obligation to sell)	(7)(8)(9)	06/28/2024		J ⁽⁷⁾⁽⁸⁾ ₍₉₎			2,259,247	(7)(8)(9)	(7)(8)(9)	Class A Common Stock	(7)(8)(9)	0	I	See footnote ⁽¹⁾ ₍₂₎
LLC Interests	(10)	06/28/2024		C ⁽⁷⁾⁽⁸⁾ ₍₉₎			2,259,247	(10)	(10)	Class A Common Stock	\$0.00	19,390,785	I	See footnote ⁽¹⁾ ₍₂₎

Explanation of Responses:

- Represents securities held of record by Rook SPV 2, 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 Shift4 Payments, Inc.'s Class B common stock (the "Class B Common Stock") in connection with the conversion of the common units of Shift4 Payments, LLC (the "LLC Interests") in to Class A Common Stock.

4. From June 28, 2024 to September 9, 2024 (the "T-1 Settlement Period"), Rook SPV is scheduled to settle one of the Transactions with the Counterparty, relating to 2,178,984 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 September 7, 2021 and previously reported on September 8, 2021. The Transaction is divided into 50 individual components (each comprising 43,580 shares (or 43,579 in the case of the first 16 valuation dates) (the "T-1 Component Shares") of Class A Common Stock) over the 50 scheduled trading days up to, and including, September 6, 2024 (the "T-1 Valuation Period").

5. (Continued from footnote 4) The number of shares of Class A Common Stock to be delivered to the Counterparty with respect to each component during each day of the T-1 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 T-1 Valuation Period (the "T-1 Settlement Price") as follows: (A) if the T-1 Settlement Price for any component is less than or equal to \$66.4240 (the "T-1 Floor Price"), Rook SPV will deliver for that component the T-1 Component Shares; (B) if the T-1 Settlement Price for any component is less than or equal to \$112.0905 (the "T-1 Cap Price"), but greater than the T-1 Floor Price, Rook SPV will deliver for that component a number of shares of Class A Common Stock equal to (i) the T-1 Component Shares, multiplied by a fraction, the numerator of which is the T-1 Floor Price and the denominator of which is the T-1 Settlement Price;

6. (Continued from footnote 5) and (C) if the T-1 Settlement Price for any component is greater than the T-1 Cap Price, Rook SPV will deliver for that component a number of shares equal to (i) the T-1 Component Shares, multiplied by (ii) a fraction, the numerator of which is the sum of (x) the T-1 Floor Price and (y) the T-1 Settlement Price minus the T-1 Cap Price, and the denominator of which is the T-1 Settlement Price, in each case rounded down to the nearest whole share (with a cash payment in lieu of such fractional share). The 2,178,984 number of securities and derivative securities listed in the above tables represent the maximum number of shares of Class A Common Stock deliverable under such Transaction, and to the extent a lesser number of such shares are deliverable under such Transaction as described in this paragraph, Rook SPV will retain such remaining number of shares of Class B Common Stock and LLC Interests that were previously pledged to Counterparty.

7. From June 28, 2024 to September 9, 2024 (the "T-2 Settlement Period"), Rook SPV is scheduled to settle one of the Transactions with the Counterparty, relating to 2,259,247 shares of Class A Common Stock in accordance with the following Transaction terms previously agreed upon as of September 7, 2021 and previously reported on September 8, 2021. The Transaction is divided into 50 individual components (each comprising 45,185 shares (or 45,184 in the case of the first 3 valuation dates) (the "T-2 Component Shares") of Class A Common Stock) over the 50 scheduled trading days up to, and including, September 6, 2024 (the "T-2 Valuation Period"). The number of shares of Class A Common Stock to be delivered to the Counterparty with respect to each component during each day of the T-2 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 T-2 Valuation Period (the "T-2 Settlement Price") as follows:

8. (Continued from footnote 7) (A) if the T-2 Settlement Price for any component is less than or equal to \$66.4240 (the "T-2 Floor Price"), Rook SPV will deliver for that component the T-2 Component Shares; (B) if the T-2 Settlement Price for any component is less than or equal to \$120.3935 (the "T-2 Cap Price"), but greater than the T-2 Floor Price, Rook SPV will deliver for that component a number of shares of Class A Common Stock equal to (i) the T-2 Component Shares, multiplied by a fraction, the numerator of which is the T-2 Floor Price and the denominator of which is the T-2 Settlement Price; and (C) if the T-2 Settlement Price for any component is greater than the T-2 Cap Price, Rook SPV will deliver for that component a number of shares equal to (i) the T-2 Component Shares, multiplied by

9. (Continued from footnote 8) (ii) a fraction, the numerator of which is the sum of (x) the T-2 Floor Price and (y) the T-2 Settlement Price minus the T-2 Cap Price, and the denominator of which is the T-2 Settlement Price, in each case rounded down to the nearest whole share (with a cash payment in lieu of such fractional share). The 2,259,247 number of securities and derivative securities listed in the above tables represent the maximum number of shares of Class A Common Stock deliverable under such Transaction, and to the extent a lesser number of such shares are deliverable under such Transaction as described in this paragraph, Rook SPV will retain such remaining number of shares of Class B Common Stock and LLC Interests that were previously pledged to Counterparty.

10. 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:

1. All entries and transactions on this Form 4 arise from two previously executed variable prepaid forward transactions (each, a "Transaction" and collectively, the "Transactions") with an unaffiliated third party (the "Counterparty"), which Transactions were entered into approximately three years ago on September 7, 2021, and previously reported on September 8, 2021.

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

06/28/2024

** 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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