

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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).

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.

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) 06/28/2024	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⁾		1,978,981	A	\$0.00	1,978,981	I	See footnotes ⁽¹⁾ (2)
Class B Common Stock	06/28/2024		J ⁽³⁾⁽⁴⁾		1,978,981	D	\$0.00	21,850,035	I	See footnotes ⁽¹⁾ (2)
Class A Common Stock	06/28/2024		J ⁽⁴⁾		1,978,981	D	(4)	0	I	See footnotes ⁽¹⁾ (2)
Class A Common Stock	06/28/2024		C ⁽⁵⁾		2,051,874	A	\$0.00	2,051,874	I	See footnotes ⁽¹⁾ (2)
Class B Common Stock	06/28/2024		J ⁽³⁾⁽⁵⁾		2,051,874	D	\$0.00	19,798,161	I	See footnotes ⁽¹⁾ (2)
Class A Common Stock	06/28/2024		J ⁽⁵⁾		2,051,874	D	(5)	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						Title
Forward Sale Contract (obligation to sell)	(4)	06/28/2024		J ⁽⁴⁾			1,978,981	(4)	(4)	Class A Common Stock	1,978,981	(4)	0	I	See footnote ⁽¹⁾ (2)
LLC Interests	(6)	06/28/2024		C ⁽⁴⁾			1,978,981	(6)	(6)	Class A Common Stock	1,978,981	\$0.00	21,850,035	I	See footnote ⁽¹⁾ (2)
Forward Sale Contract (obligation to sell)	(5)	06/28/2024		J ⁽⁵⁾			2,051,874	(5)	(5)	Class A Common Stock	2,051,874	(5)	0	I	See footnote ⁽¹⁾ (2)
LLC Interests	(6)	06/28/2024		C ⁽⁵⁾			2,051,874	(6)	(6)	Class A Common Stock	2,051,874	\$0.00	19,798,161	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") into Shift4 Payments, Inc.'s Class A common stock (the "Class A Common Stock").

4. From June 28, 2024 to September 9, 2024 (the "T-1 Settlement Period"), Rook SPV physically settled one of the Transactions with the Counterparty, relating to 2,178,984 shares of Class A Common Stock in accordance with the Transaction terms previously agreed upon as of September 7, 2021 and previously reported on September 8, 2021. In connection with such settlement, Rook SPV redeemed 1,978,981 shares of Class B Common Stock and LLC Interests for shares of Class A Common Stock and delivered such shares during the T-1 Settlement Period and Rook SPV retained the 200,003 remaining shares of Class B Common Stock and LLC Interests that were previously pledged to Counterparty.

5. From June 28, 2024 to September 9, 2024 (the "T-2 Settlement Period"), Rook SPV physically settled one of the Transactions with the Counterparty, relating to 2,259,247 shares of Class A Common Stock in accordance with the Transaction terms previously agreed upon as of September 7, 2021 and previously reported on September 8, 2021. In connection with such settlement, Rook SPV redeemed 2,051,874 shares of Class B Common Stock and LLC Interests for shares of Class A Common Stock and delivered such shares during the T-2 Settlement Period and Rook SPV retained the 207,373 remaining number of shares of Class B Common Stock and LLC Interests that were previously pledged to Counterparty.

6. The LLC Interests generally may be redeemed by Rook SPV at any time for shares of the 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. 2. The reporting person is amending the Form 4 originally filed on June 28, 2024, to report the settlement of the Transactions and reflect the actual number of non-derivative and derivative securities disposed of and/or converted in connection with the settlement of the Transactions, and the actual number of non-derivative and derivative securities beneficially owned following such Transactions.

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

09/10/2024

** 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.

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.