

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

FORM 144

**NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

ATTENTION: *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute a sale or executing a sale directly with a market maker.*

OMB APPROVAL	
OMB Number:	3235-0101
Expires:	July 31, 2023
Estimated average burden hours per response	1.00

SEC USE ONLY
DOCUMENT SEQUENCE NO.
CUSIP NUMBER
WORK LOCATION

1 (a) NAME OF ISSUER (Please type or print) <div style="text-align: center;">Shift4 Payments, Inc.</div>		(b) IRS IDENT. NO. <div style="text-align: center;">84-3676340</div>	(c) S.E.C. FILE NO. <div style="text-align: center;">001-39313</div>		
1 (d) ADDRESS OF ISSUER <div style="display: flex; justify-content: space-between;"> <div>2202</div> <div>N. Irving St.</div> <div>Allentown</div> <div>PA</div> <div>18109</div> </div>		(e) TELEPHONE NO. <div style="display: flex; justify-content: space-between;"> <div style="width: 40%;">AREA CODE 888</div> <div style="width: 60%;">NUMBER 276-2108</div> </div>			
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD Searchlight Capital II, L.P. Searchlight Capital II PV, L.P. Searchlight II GWN, L.P.	(b) RELATIONSHIP TO ISSUER <div style="text-align: center;">Stockholder</div>	(c) ADDRESS STREET CITY STATE ZIP CODE <div style="display: flex; justify-content: space-between;"> <div>745 Fifth Avenue</div> <div>New York</div> <div>NY</div> <div>10151</div> </div> <div style="text-align: center;">27th Floor</div>			

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

3 (a) Title of the Class of Securities To Be Sold	(b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY	(c) Number of Shares or Other Units To Be Sold (See instr. 3(c))	(d) Aggregate Market Value (See instr. 3(d))	(e) Number of Shares or Other Units Outstanding (See instr. 3(e))	(f) Approximate Date of Sale (See instr. 3(f)) (MO. DAY YR.)	(g) Name of Each Securities Exchange (See instr. 3(g))
		Broker-Dealer File Number					
Class A Common Stock	Citigroup Global Markets Inc. 388 Greenwich St. New York, NY 10013		4,250,000⁽¹⁾	\$355,937,500	47,233,491	08/09/2021	NYSE

INSTRUCTIONS:

1. (a) Name of Issuer
(b) Issuer's I.R.S. Identification Number
(c) Issuer's S.E.C. file number, if any
(d) Issuer's address, including zip code
(e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold
(b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
(c) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
(b) Name and address of each broker through whom the securities are intended to be sold
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
(f) Approximate date on which the securities are to be sold
(g) Name of each securities exchange, if any, on which the securities are intended to be sold

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1147 (08-07)

TABLE I - SECURITIES TO BE SOLD

*Furnish the following information with respect to the acquisition of the securities to be sold
and with respect to the payment of all or any part of the purchase price or other consideration therefor:*

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
Class A Common Stock	08/09/2021	Acquired upon conversion on a one-to-one basis for no additional consideration of membership units of Shift4 Payments, LLC (“LLC Units”) and shares of Class C Common Stock	Acquired directly from the Issuer	4,250,000⁽¹⁾ shares of Class A Common Stock acquired upon conversion of 1,967,750 LLC Units and 2,282,250 shares of Class C Common Stock	June 2020	Unitization of prior securities

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
Searchlight Capital II, L.P. Searchlight Capital II PV, L.P. Searchlight II GWN, L.P.	Class A Common Stock	05/11/2021	75,000⁽²⁾	\$6,292,446
Searchlight Capital II, L.P. Searchlight Capital II PV, L.P. Searchlight II GWN, L.P.	Class A Common Stock	05/12/2021	44,192⁽³⁾	\$3,574,327
Searchlight Capital II, L.P. Searchlight Capital II PV, L.P. Searchlight II GWN, L.P.	Class A Common Stock	05/13/2021	16,357⁽⁴⁾	\$1,318,507
Searchlight Capital II, L.P. Searchlight Capital II PV, L.P. Searchlight II GWN, L.P.	Class A Common Stock	05/14/2021	200,000⁽⁵⁾	\$16,377,515

Searchlight Capital II, L.P. Searchlight Capital II PV, L.P. Searchlight II GWN, L.P.	Class A Common Stock	05/17/2021	5,000,000 ⁽⁶⁾	\$419,100,000
Searchlight Capital II, L.P. Searchlight Capital II PV, L.P. Searchlight II GWN, L.P.	Class A Common Stock	05/17/2021	100,000 ⁽⁷⁾	\$8,328,559
Searchlight Capital II, L.P. Searchlight Capital II PV, L.P. Searchlight II GWN, L.P.	Class A Common Stock	05/18/2021	74,557 ⁽⁸⁾	\$6,621,053
Searchlight Capital II, L.P. Searchlight Capital II PV, L.P. Searchlight II GWN, L.P.	Class A Common Stock	05/19/2021	70,643 ⁽⁹⁾	\$6,110,776
Searchlight Capital II, L.P. Searchlight Capital II PV, L.P. Searchlight II GWN, L.P.	Class A Common Stock	05/20/2021	91,135 ⁽¹⁰⁾	\$8,260,039
Searchlight Capital II, L.P. Searchlight Capital II PV, L.P. Searchlight II GWN, L.P.	Class A Common Stock	05/21/2021	178,917 ⁽¹¹⁾	\$16,202,178
Searchlight Capital II, L.P. Searchlight Capital II PV, L.P. Searchlight II GWN, L.P.	Class A Common Stock	05/24/2021	44,592 ⁽¹²⁾	\$4,068,511
Searchlight Capital II, L.P. Searchlight Capital II PV, L.P. Searchlight II GWN, L.P.	Class A Common Stock	05/25/2021	631,878 ⁽¹³⁾	\$57,703,252

REMARKS:

- (1) Includes (i) 185,050 shares to be sold by Searchlight Capital II, L.P., (ii) 2,097,200 shares to be sold by Searchlight Capital II PV, L.P. and (iii) 1,967,750 shares to be sold by Searchlight II GWN, L.P.
- (2) Includes (i) 3,266 shares sold by Searchlight Capital II, L.P., (ii) 37,009 shares sold by Searchlight Capital II PV, L.P. and (iii) 34,725 shares sold by Searchlight II GWN, L.P.
- (3) Includes (i) 1,924 shares sold by Searchlight Capital II, L.P., (ii) 21,807 shares sold by Searchlight Capital II PV, L.P. and (iii) 20,461 shares sold by Searchlight II GWN, L.P.

- (4) Includes (i) 712 shares sold by Searchlight Capital II, L.P., (ii) 8,072 shares sold by Searchlight Capital II PV, L.P. and (iii) 7,573 shares sold by Searchlight II GWN, L.P.
- (5) Includes (i) 8,708 shares sold by Searchlight Capital II, L.P., (ii) 98,692 shares sold by Searchlight Capital II PV, L.P. and (iii) 92,600 shares sold by Searchlight II GWN, L.P.
- (6) Includes (i) 217,705 shares to be sold by Searchlight Capital II, L.P., (ii) 2,467,295 shares to be sold by Searchlight Capital II PV, L.P. and (iii) 2,315,000 shares to be sold by Searchlight II GWN, L.P.
- (7) Includes (i) 4,354 shares sold by Searchlight Capital II, L.P., (ii) 49,346 shares sold by Searchlight Capital II PV, L.P. and (iii) 46,300 shares sold by Searchlight II GWN, L.P.
- (8) Includes (i) 3,246 shares sold by Searchlight Capital II, L.P., (ii) 36,791 shares sold by Searchlight Capital II PV, L.P. and (iii) 34,520 shares sold by Searchlight II GWN, L.P.
- (9) Includes (i) 3,076 shares sold by Searchlight Capital II, L.P., (ii) 34,859 shares sold by Searchlight Capital II PV, L.P. and (iii) 32,708 shares sold by Searchlight II GWN, L.P.
- (10) Includes (i) 3,968 shares sold by Searchlight Capital II, L.P., (ii) 44,971 shares sold by Searchlight Capital II PV, L.P. and (iii) 42,196 shares sold by Searchlight II GWN, L.P.
- (11) Includes (i) 7,790, shares sold by Searchlight Capital II, L.P., (ii) 88,288 shares sold by Searchlight Capital II PV, L.P. and (iii) 82,839 shares sold by Searchlight II GWN, L.P.
- (12) Includes (i) 1,942 shares sold by Searchlight Capital II, L.P., (ii) 22,004 shares sold by Searchlight Capital II PV, L.P. and (iii) 20,646 shares sold by Searchlight II GWN, L.P.
- (13) Includes (i) 27,512 shares sold by Searchlight Capital II, L.P., (ii) 311,807 shares sold by Searchlight Capital II PV, L.P. and (iii) 292,559 shares sold by Searchlight II GWN, L.P.

INSTRUCTIONS:

See the definition of “person” in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-10 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

08/09/2021

DATE OF NOTICE

08/09/2021

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08/09/2021

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DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,
IF RELYING ON RULE 10B5-1

Searchlight Capital II PV, L.P.

By: Searchlight Capital Partners II GP, L.P., its general partner

By: Searchlight Capital Partners II GP, LLC, its general partner

By: 

Name: Andrew Frey

Title: Authorized Person

Searchlight Capital II, L.P.

By: Searchlight Capital Partners II GP, L.P., its general partner

By: Searchlight Capital Partners II GP, LLC, its general partner

By: 

Name: Andrew Frey

Title: Authorized Person

Searchlight II GWN, L.P.

By: Searchlight II GWN GP, LLC, its general partner

By: 

Name: Andrew Frey

Title: Authorized Person

This notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001).

SEC 1147 (04-07)