

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) <b>Shift4 Payments, Inc.</b>		1 (b) IRS IDENT. NO. <b>84-3676340</b>		1 (c) S.E.C. FILE NO. <b>001-39313</b>				
1 (d) ADDRESS OF ISSUER <b>2202</b>		STREET <b>N. Irving St.</b>		CITY <b>Allentown</b>	STATE <b>PA</b>	ZIP CODE <b>18109</b>	1 (e) TELEPHONE NO. <div>AREA CODE <b>888</b></div> <div>NUMBER <b>276-2108</b></div>	
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD <b>Searchlight Capital II, L.P.</b> <b>Searchlight Capital II PV, L.P.</b> <b>Searchlight II GWN, L.P.</b>		2 (b) RELATIONSHIP TO ISSUER <b>Stockholder</b>		2 (c) ADDRESS STREET <b>745 Fifth Avenue</b> <b>27th Floor</b>		CITY <b>New York</b>	STATE <b>NY</b>	ZIP CODE <b>10151</b>

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	3 (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	3 (c) Number of Shares or Other Units To Be Sold (See instr. 3(c))	3 (d) Aggregate Market Value (See instr. 3(d))	3 (e) Number of Shares or Other Units Outstanding (See instr. 3(e))	3 (f) Approximate Date of Sale (See instr. 3(f)) (MO. DAY YR.)	3 (g) Name of Each Securities Exchange (See instr. 3(g))
		Broker-Dealer File Number					
<b>Class A Common Stock</b>	<b>Goldman Sachs &amp; Co. LLC</b> <b>200 West Street</b> <b>New York, NY 10282</b>		<b>5,000,000<sup>(1)</sup></b>	<b>\$419,100,000</b>	<b>43,807,502</b>	<b>05/17/2021</b>	<b>NYSE</b>

INSTRUCTIONS:

- Name of Issuer
  - Issuer's I.R.S. Identification Number
  - Issuer's S.E.C. file number, if any
  - Issuer's address, including zip code
  - Issuer's telephone number, including area code
- Name of person for whose account the securities are to be sold
  - Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
  - Such person's address, including zip code
- Title of the class of securities to be sold
  - Name and address of each broker through whom the securities are intended to be sold
  - Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
  - Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
  - 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
  - Approximate date on which the securities are to be sold
  - 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
<b>Class A Common Stock</b>	<b>05/17/2021</b>	<b>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</b>	<b>Acquired directly from the Issuer</b>	<b>5,000,000<sup>(1)</sup> shares of Class A Common Stock acquired upon conversion of 2,315,000 LLC Units and 2,685,000 shares of Class C Common Stock</b>	<b>June 2020</b>	<b>Unitization of prior securities</b>

**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
<b>Searchlight Capital II, L.P. Searchlight Capital II PV, L.P. Searchlight II GWN, L.P.</b>	<b>Class A Common Stock</b>	<b>03/16/2021</b>	<b>2,000,000<sup>(2)</sup></b>	<b>\$181,965,800</b>
<b>Searchlight Capital II, L.P. Searchlight Capital II PV, L.P. Searchlight II GWN, L.P.</b>	<b>Class A Common Stock</b>	<b>04/19/2021</b>	<b>57,200<sup>(3)</sup></b>	<b>\$5,478,750</b>
<b>Searchlight Capital II, L.P. Searchlight Capital II PV, L.P. Searchlight II GWN, L.P.</b>	<b>Class A Common Stock</b>	<b>04/20/2021</b>	<b>57,840<sup>(4)</sup></b>	<b>\$5,460,515</b>
<b>Searchlight Capital II, L.P. Searchlight Capital II PV, L.P. Searchlight II GWN, L.P.</b>	<b>Class A Common Stock</b>	<b>04/21/2021</b>	<b>128,543<sup>(5)</sup></b>	<b>\$12,603,506</b>
<b>Searchlight Capital II, L.P. Searchlight Capital II PV, L.P. Searchlight II GWN, L.P.</b>	<b>Class A Common Stock</b>	<b>04/22/2021</b>	<b>131,277<sup>(6)</sup></b>	<b>\$12,883,048</b>

Searchlight Capital II, L.P. Searchlight Capital II PV, L.P. Searchlight II GWN, L.P.	Class A Common Stock	04/23/2021	76,257 <sup>(7)</sup>	\$7,531,632
Searchlight Capital II, L.P. Searchlight Capital II PV, L.P. Searchlight II GWN, L.P.	Class A Common Stock	04/26/2021	115,645 <sup>(8)</sup>	\$11,497,473
Searchlight Capital II, L.P. Searchlight Capital II PV, L.P. Searchlight II GWN, L.P.	Class A Common Stock	04/27/2021	161,358 <sup>(9)</sup>	\$15,920,061
Searchlight Capital II, L.P. Searchlight Capital II PV, L.P. Searchlight II GWN, L.P.	Class A Common Stock	04/28/2021	114,614 <sup>(10)</sup>	\$11,238,475
Searchlight Capital II, L.P. Searchlight Capital II PV, L.P. Searchlight II GWN, L.P.	Class A Common Stock	04/29/2021	117,166 <sup>(11)</sup>	\$11,371,630
Searchlight Capital II, L.P. Searchlight Capital II PV, L.P. Searchlight II GWN, L.P.	Class A Common Stock	04/30/2021	90,123 <sup>(12)</sup>	\$8,895,556
Searchlight Capital II, L.P. Searchlight Capital II PV, L.P. Searchlight II GWN, L.P.	Class A Common Stock	05/03/2021	102,599 <sup>(13)</sup>	\$10,120,435
Searchlight Capital II, L.P. Searchlight Capital II PV, L.P. Searchlight II GWN, L.P.	Class A Common Stock	05/04/2021	105,847 <sup>(14)</sup>	\$10,043,497
Searchlight Capital II, L.P. Searchlight Capital II PV, L.P. Searchlight II GWN, L.P.	Class A Common Stock	05/05/2021	82,953 <sup>(15)</sup>	\$7,894,236
Searchlight Capital II, L.P. Searchlight Capital II PV, L.P. Searchlight II GWN, L.P.	Class A Common Stock	05/06/2021	57,738 <sup>(16)</sup>	\$4,973,422
Searchlight Capital II, L.P. Searchlight Capital II PV, L.P. Searchlight II GWN, L.P.	Class A Common Stock	05/07/2021	211,034 <sup>(17)</sup>	\$18,586,912
Searchlight Capital II, L.P. Searchlight Capital II PV, L.P. Searchlight II GWN, L.P.	Class A Common Stock	05/10/2021	14,700 <sup>(18)</sup>	\$1,251,587
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 <sup>(19)</sup>	\$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 <sup>(20)</sup>	\$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 <sup>(21)</sup>	\$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 <sup>(22)</sup>	\$16,377,515

**REMARKS:**

- (1) 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.
- (2) Includes (i) 87,082 shares sold by Searchlight Capital II, L.P., (ii) 986,918 shares sold by Searchlight Capital II PV, L.P. and (iii) 926,000 shares sold by Searchlight II GWN, L.P.
- (3) Includes (i) 2,490 shares sold by Searchlight Capital II, L.P., (ii) 28,226 shares sold by Searchlight Capital II PV, L.P. and (iii) 26,484 shares sold by Searchlight II GWN, L.P.(4) Includes (i) 2,518 shares sold by Searchlight Capital II, L.P., (ii) 28,542 shares sold by Searchlight Capital II PV, L.P. and (iii) 26,780 shares sold by Searchlight II GWN, L.P.
- (5) Includes (i) 5,597 shares sold by Searchlight Capital II, L.P., (ii) 63,431 shares sold by Searchlight Capital II PV, L.P. and (iii) 59,515 shares sold by Searchlight II GWN, L.P.
- (6) Includes (i) 5,716 shares sold by Searchlight Capital II, L.P., (ii) 64,780 shares sold by Searchlight Capital II PV, L.P. and (iii) 60,781 shares sold by Searchlight II GWN, L.P.
- (7) Includes (i) 3,320 shares sold by Searchlight Capital II, L.P., (ii) 37,630 shares sold by Searchlight Capital II PV, L.P. and (iii) 35,307 shares sold by Searchlight II GWN, L.P.
- (8) Includes (i) 5,035 shares sold by Searchlight Capital II, L.P., (ii) 57,067 shares sold by Searchlight Capital II PV, L.P. and (iii) 53,543 shares sold by Searchlight II GWN, L.P.
- (9) Includes (i) 7,025 shares sold by Searchlight Capital II, L.P., (ii) 79,624 shares sold by Searchlight Capital II PV, L.P. and (iii) 74,709 shares sold by Searchlight II GWN, L.P.
- (10) Includes (i) 4,991 shares sold by Searchlight Capital II, L.P., (ii) 56,557 shares sold by Searchlight Capital II PV, L.P. and (iii) 53,066 shares sold by Searchlight II GWN, L.P.
- (11) Includes (i) 5,101 shares sold by Searchlight Capital II, L.P., (ii) 57,817 shares sold by Searchlight Capital II PV, L.P. and (iii) 54,248 shares sold by Searchlight II GWN, L.P.
- (12) Includes (i) 3,924 shares sold by Searchlight Capital II, L.P., (ii) 44,472 shares sold by Searchlight Capital II PV, L.P. and (iii) 41,727 shares sold by Searchlight II GWN, L.P.
- (13) Includes (i) 4,468 shares sold by Searchlight Capital II, L.P., (ii) 50,628 shares sold by Searchlight Capital II PV, L.P. and (iii) 47,503 shares sold by Searchlight II GWN, L.P.
- (14) Includes (i) 4,609 shares sold by Searchlight Capital II, L.P., (ii) 52,231 shares sold by Searchlight Capital II PV, L.P. and (iii) 49,007 shares sold by Searchlight II GWN, L.P.
- (15) Includes (i) 3,612 shares sold by Searchlight Capital II, L.P., (ii) 40,934 shares sold by Searchlight Capital II PV, L.P. and (iii) 38,407 shares sold by Searchlight II GWN, L.P.
- (16) Includes (i) 2,514 shares sold by Searchlight Capital II, L.P., (ii) 28,491 shares sold by Searchlight Capital II PV, L.P. and (iii) 26,733 shares sold by Searchlight II GWN, L.P.
- (17) Includes (i) 9,188 shares sold by Searchlight Capital II, L.P., (ii) 104,137 shares sold by Searchlight Capital II PV, L.P. and (iii) 97,709 shares sold by Searchlight II GWN, L.P.

- (18) Includes (i) 640 shares sold by Searchlight Capital II, L.P., (ii) 7,254 shares sold by Searchlight Capital II PV, L.P. and (iii) 6,806 shares sold by Searchlight II GWN, L.P.
- (19) 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.
- (20) 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.
- (21) 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.
- (22) 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.

**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.

05/17/2021

DATE OF NOTICE

05/17/2021

DATE OF NOTICE

05/17/2021

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05/17/2021DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,  
IF RELYING ON RULE 10B5-1**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.*

**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: Andrew FreyName: 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: Andrew FreyName: Andrew Frey  
Title: Authorized Person**Searchlight II GWN, L.P.**

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

By: Andrew FreyName: 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)