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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 2, 2026

Shopify Inc.
(Exact name of registrant as specified in its charter)

Canada	001-37400	98-0486686
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

151 O'Connor Street, Ground Floor
Ottawa, Ontario
Canada K2P 2L8

85 10th Ave, Suite 800
New York, New York
USA 10011

(Address of Principal Executive Offices) (Zip Code)

Registrant’s Telephone Number, Including Area Code: (613) 241-2828 x 1045

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading	Name of each exchange on which registered
Class A Subordinate Voting Shares	**SHOP**	**The Nasdaq Global Select Market**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).
Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 7.01. Regulation FD Disclosure.

On June 2, 2026, Shopify Inc. (the "Company") issued a press release announcing that its Board of Directors authorized the Company to repurchase an additional US$3.0 billion of its Class A subordinate voting shares ("Class A Subordinate Voting Shares"), bringing its aggregate repurchase authorization to US$5.0 billion. Information related to the additional repurchase program is included in the press release, a copy of which is furnished as Exhibit 99.1 to this report.

The information furnished with this Item 7.01, including Exhibit 99.1, shall not be deemed "filed" for the purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

Exhibit No.	Description
99.1	Press release dated June 2, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SHOPIFY INC.

Date: June 2, 2026

By: /s/ Michael L. Johnson

Name: Michael L. Johnson

Title: Corporate Secretary

Shopify Announces $3 Billion Increase to Share Repurchase Program

June 2, 2026 – Shopify Inc. (NASDAQ, TSX: SHOP) today announced that its Board of Directors has authorized an additional $3 billion for the repurchase of Class A subordinate voting shares, bringing its aggregate repurchase authorization to $5 billion.

"Today's announcement shows our confidence in the durability of our business and the opportunity ahead," said Jeff Hoffmeister, Chief Financial Officer of Shopify. "Consistent operating cash flow, a balance sheet built for the long-term, and strong results quarter after quarter — these give us the ability to prioritize building products that drive merchant success while also returning capital to shareholders, especially during periods of market volatility."

As of June 1, 2026, Shopify has repurchased approximately $1.45 billion under its current authorization. Shopify will continue to execute the program using pre-arranged algorithmic trading instructions, with no set quarterly or annual minimums. Repurchases under the program may be made from time to time in the open market, through privately negotiated transactions, or by other means, subject to market conditions, applicable legal requirements, and other factors. The program does not obligate Shopify to acquire any particular amount of shares and may be modified, suspended, or terminated at any time, subject to applicable laws.

About Shopify

Shopify provides essential internet infrastructure for commerce. Shopify's all-in-one platform makes it easier to start, run, and grow a business, powering sales online, in-store, and everywhere in between. Millions of businesses in 175+ countries use Shopify—from entrepreneurs to brands like Aldo, BarkBox, Carrier, Meta, Vuori, SKIMS, and Supreme.

For more information, visit **www.shopify.com.**

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Regulatory Disclosures and Forward-Looking Statements

Share Repurchase Program

Shopify's Board of Directors has authorized an increase to the Company's share repurchase program, bringing the aggregate authorization for repurchases of Class A subordinate voting shares to $5 billion (approximately $6.9 billion CAD). Purchases under the increased share repurchase program will commence on June 8, 2026. The overall program has no fixed expiration date, and may be amended, suspended, or discontinued at any time, subject to applicable laws. Repurchases may be made through open-market purchases on the Nasdaq, privately negotiated transactions including block trades, accelerated share repurchase transactions, or other means, in each case in compliance with applicable securities laws. The timing, number, and value of any Class A subordinate voting shares repurchased will depend on a variety of factors, including price, general business and market conditions, applicable legal requirements, and alternative investment opportunities. In accordance with applicable securities laws, the maximum number of Class A subordinate voting shares repurchased will not exceed 5% of Shopify's issued and outstanding Class A subordinate voting shares.

Advisory Regarding Forward-Looking Statements

This press release contains forward-looking statements and forward-looking information (collectively, "forward-looking statements"), including statements related to Shopify's share repurchase program. These statements can be identified by words such as "will" and "expect" and are based on Shopify's current expectations about future events and financial results. Known and unknown risks may cause actual results to differ materially from those described in the forward-looking statements. These risks include, but are not limited to, the Company's ability to maintain expected growth and manage expenses and the impact of changes in economic conditions and consumer spending in key markets such as the United States, Europe, and globally which may be impacted by measures that impact international trade, such as tariffs. Other factors and risks that may cause actual results to differ materially from those set out in the forward-looking statements are set out in Shopify's Form 10-K under the heading "Risk Factors" and other filings made with US and Canadian securities regulators, available at www.sec.gov and www.sedarplus.ca. Undue reliance should not be placed on the forward-looking statements in this press release, which are based on information available to management on the date hereof and represent management's beliefs regarding future events, projections, and financial trends, which, by their nature, are inherently uncertain. The forward-looking statements are provided to give additional information about management's expectations and beliefs and may not be appropriate for other purposes. Shopify undertakes no duty to publicly update or revise any forward-looking statements, except as may be required by law.