

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): July 2, 2026



Shopify Inc.

(Exact name of registrant as specified in its charter)

Canada  
(State or other jurisdiction of incorporation)

001-37400  
(Commission File Number)

98-0486686  
(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
<b>Class A Subordinate Voting Shares</b>	<b>SHOP</b>	<b>The Nasdaq Global Select Market</b>

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On July 2, 2026, Prashanth Mahendra-Rajah, a member of Shopify Inc.'s board of directors (the "Board") and Chair of the Audit Committee of the Board, informed the Company of his resignation from the Board effective immediately. Mr. Mahendra-Rajah has accepted a full time position with the U.S. Department of Commerce. Joe Natale, Chair of the Board and the Company's Lead Independent Director, is expected to serve as the Chair of the Audit Committee of the Board following Mr. Mahendra-Rajah's resignation.

**Item 9.01. Financial Statements and Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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: July 2, 2026

By: /s/ Michael L. Johnson

Name: Michael L. Johnson

Title: Corporate Secretary