

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

SCHEDULE 13G/A

**UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 4)***

SHOPIFY INC.

(Name of Issuer)

CLASS A SUBORDINATE VOTING SHARES

(Title and Class of Securities)

82509L107

(CUSIP Number)

DECEMBER 31, 2019

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

1 NAME OF REPORTING PERSON

TOBIAS LÜTKE

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CANADIAN

5 SOLE VOTING POWER

NUMBER OF
SHARES 1,420,549 (1)

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 7,099,875 (2)

7 SOLE DISPOSITIVE POWER

EACH
REPORTING

PERSON 1,420,549 (1)

8 SHARED DISPOSITIVE POWER

WITH

7,099,875 (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,520,424 (1)(2)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.2% (3)

12 TYPE OF REPORTING PERSON

IN

- (1) Consists of 758,629 Class B multiple voting shares beneficially owned by Tobias Lütke, 27,291 Class A subordinate voting shares which Tobias Lütke has the right to acquire within 60 days after December 31, 2019 upon the exercise of stock options, 231,281 Class A subordinate voting shares which Tobias Lütke has the right to acquire within 60 days after December 31, 2019 upon the exercise of restricted share units, and 403,348 Class B multiple voting shares which Tobias Lütke has the right to acquire within 60 days after December 31, 2019 upon the exercise of stock options. Each Class B multiple voting share is convertible at the holder's option at any time into one Class A subordinate voting share.
- (2) Consists of 210,000 Class A subordinate voting shares held by 7910240 Canada Inc., which Tobias Lütke is deemed to beneficially own, and 6,889,875 Class B multiple voting shares held by 7910240 Canada Inc., which Tobias Lütke is deemed to beneficially own. Each Class B multiple voting share is convertible at the holder's option at any time into one Class A subordinate voting share.
- (3) Based on 104,518,173 Class A subordinate voting shares outstanding as of December 31, 2019 and the aggregate number of Class A subordinate voting shares that Tobias Lütke may acquire within 60 days of December 31, 2019 through the conversion of Class B multiple voting shares, the exercise of restricted share units exercisable into Class A subordinate shares, or the exercise of stock options exercisable into Class A subordinate voting shares or Class B multiple voting shares (which may in turn be converted into Class A Subordinate voting shares).
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1 NAME OF REPORTING PERSON

7910240 Canada Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CANADA

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

7,099,875 (1)

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

7,099,875(1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,099,875 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.8% (2)

12 TYPE OF REPORTING PERSON

CO

(1) Consists of 210,000 Class A subordinate voting shares and 6,889,875 Class B multiple voting shares, in each case held by 7910240 Canada Inc. Tobias Lütke owns all equity interests in 7910240 Canada Inc. Each Class B multiple voting share is convertible at the holder's option at any time into one Class A subordinate voting share.

(2) Based on 104,518,173 Class A subordinate voting shares outstanding as of December 31, 2019 and the aggregate number of Class B multiple voting shares held by 7910240 Canada Inc.

Item 1.

- (a) The name of the issuer is Shopify Inc. (the "Issuer").
- (b) The Issuer's principal executive offices are located at:

150 ELGIN STREET, 8TH FLOOR
OTTAWA, ONTARIO, CANADA K2P 1L4

Item 2.

- (a) The names of the persons (collectively, the "Reporting Persons") filing this Schedule 13G/A (this "Statement") are:

Tobias Lütke
7910240 Canada Inc.

- (b) The principal business office for each of the Reporting Persons is
150 ELGIN STREET, 8TH FLOOR, OTTAWA, ON, CA, K2P 1L4
- (c) Citizenship:
CANADIAN
- (d) This Statement relates to the Class A subordinate voting shares of the Issuer.
- (e) The CUSIP Number of the Class A subordinate voting shares is 82509L107.

Item 3. Filing Category.

Not applicable.

Item 4. Ownership.

- (a) Amount beneficially owned: See Item 9 of each cover page.
- (b) Percent of Class: See Item 11 of each cover page.
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:
See Item 5 of each cover page.
 - (ii) Shared power to vote or to direct the vote of shares:
See Item 6 of each cover page.
 - (iii) Sole power to dispose or to direct the disposition of shares:
See Item 7 of each cover page.
 - (iv) Shared power to dispose or to direct the disposition of shares:
See Item 8 of each cover page.

Item 5. Ownership of 5 Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than 5 Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of a Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications

Not Applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2020

TOBIAS LÜTKE

/s/ Tobias Lütke

7910240 CANADA INC.

By: /s/ Tobias Lütke
Name: Tobias Lütke
Title: Director

EXHIBIT INDEX TO SCHEDULE 13G/A

Exhibit 1 Joint Filing Agreement, dated February 12, 2020, by and among Tobias Lütke and 7910240 Canada Inc.

Joint Filing Agreement

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree that only one statement containing the information required by Schedule 13G and any further amendments thereto need to be filed with respect to the beneficial ownership by each of the undersigned of shares of Class A subordinate voting shares of Shopify Inc., and further agree that this Joint Filing Agreement be included as an exhibit to the Schedule 13G provided that, as contemplated by Section 13d-1(k)(1)(ii), no person shall be responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate. This Joint Filing Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

Dated: February 12, 2020

TOBIAS LÜTKE

/s/ Tobias Lütke

7910240 CANADA INC.

By: /s/ Tobias Lütke

Name: Tobias Lütke

Title: Director