SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934

For the month of **August** **2019**

Commission File Number **001-37400**

Shopify Inc.

(Translation of registrant's name into English)

150 Elgin Street, 8th Floor
Ottawa, Ontario, Canada K2P 1L4

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F Form 40-F **X**

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): _____

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): _____

DOCUMENTS INCLUDED AS PART OF THIS REPORT

Exhibit

99.1	**Shopify Inc. – Interim Financial Statements for the Second Quarter ended June 30, 2019**
99.2	**Shopify Inc. – Interim Management's Discussion and Analysis for the Second Quarter ended June 30, 2019**
99.3	**Shopify Inc. – Form 52-109F2 Certificate of Interim Filings by CEO (pursuant to Canadian regulations)**
99.4	**Shopify Inc. – Form 52-109F2 Certificate of Interim Filings by CFO (pursuant to Canadian regulations)**

Documents 99.1 and 99.2 of this Report on Form 6-K are incorporated by reference into the Registration Statement on Form F-10 of the Registrant, which was originally filed with the Securities and Exchange Commission on July 30, 2018 (File No. 333-226444), the Registration Statement on Form S-8 of the Registrant, which was originally filed with the Securities and Exchange Commission on May 29, 2015 (File No. 333-204568) and the Registration Statement on Form S-8 of the Registrant, which was originally filed with the Securities and Exchange Commission on May 12, 2016 (File No. 333-211305).

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, thereunto duly authorized.

			Shopify Inc.
			(Registrant)
Date:	August 1, 2019	By:	/s/ Joseph A. Frasca
			Name: Joseph A. Frasca Title: Chief Legal Officer and Corporate Secretary

EXHIBIT 99.1

Condensed Consolidated
Financial Statements
(unaudited)
June 30, 2019

Shopify Inc.
Condensed Consolidated Balance Sheets
(unaudited)
Expressed in US $000's except share amounts

		As at	
		June 30, 2019	**December 31, 2018**
	Note	**$**	**$**
Assets			
Current assets			
Cash and cash equivalents	*4*	668,990	410,683
Marketable securities	*4*	1,344,341	1,558,987
Trade and other receivables, net	*5*	45,840	41,347
Merchant cash advances and loans receivable, net	*6*	115,556	91,873
Other current assets		36,438	26,192
		2,211,165	2,129,082
Long-term assets			
Property and equipment, net		84,159	61,612
Intangible assets, net		25,314	26,072
Right-of-use assets	*7*	98,285	—
Goodwill	*8*	48,375	38,019
		256,133	125,703
Total assets		2,467,298	2,254,785
Liabilities and shareholders' equity			
Current liabilities			
Accounts payable and accrued liabilities		142,000	96,956
Deferred revenue	*5*	45,707	39,180
Lease liabilities	*7*	5,644	2,552
		193,351	138,688
Long-term liabilities			
Deferred revenue	*5*	2,092	1,881
Lease liabilities	*7*	108,873	22,316
Deferred tax liability		1,798	1,132
		112,763	25,329
Commitments and contingencies	*7, 10*		
Shareholders' equity			
Common stock, unlimited Class A subordinate voting shares authorized, 100,282,712 and 98,081,889 issued and outstanding; unlimited Class B multiple voting shares authorized, 12,247,861 and 12,310,800 issued and outstanding	*11*	2,313,198	2,215,936
Additional paid-in capital		76,393	74,805
Accumulated other comprehensive income (loss)	*12*	3,804	(12,216)
Accumulated deficit	*3*	(232,211)	(187,757)
Total shareholders' equity		2,161,184	2,090,768
Total liabilities and shareholders' equity		2,467,298	2,254,785

The accompanying notes are an integral part of these condensed consolidated financial statements.

Shopify Inc.
Condensed Consolidated Statements of Operations and Comprehensive Loss
(unaudited)
Expressed in US $000's, except share and per share amounts

		Three months ended		Six months ended	
		June 30, 2019	**June 30, 2018**	**June 30, 2019**	**June 30, 2018**
	Note	**$**	**$**	**$**	**$**
Revenues					
Subscription solutions		153,047	110,721	293,498	210,919
Merchant solutions		208,932	134,242	388,963	248,384
		361,979	244,963	682,461	459,303
Cost of revenues					
Subscription solutions		29,538	24,524	57,523	47,684
Merchant solutions		127,676	83,484	239,882	150,822
		157,214	108,008	297,405	198,506
Gross profit		204,765	136,955	385,056	260,797
Operating expenses					
Sales and marketing		119,210	87,487	224,232	163,271
Research and development		85,520	54,305	161,875	102,021
General and administrative		39,655	25,924	74,359	46,599
Total operating expenses		244,385	167,716	460,466	311,891
Loss from operations		(39,620)	(30,761)	(75,410)	(51,094)
Other income					
Interest income, net		12,174	7,444	24,252	12,093
Foreign exchange loss		(1,232)	(636)	(1,671)	(854)
		10,942	6,808	22,581	11,239
Net loss		(28,678)	(23,953)	(52,829)	(39,855)
Other comprehensive income (loss), net of tax					
Unrealized gain (loss) on cash flow hedges	*12*	6,746	(4,398)	16,020	(11,232)
Comprehensive loss		(21,932)	(28,351)	(36,809)	(51,087)
Basic and diluted net loss per share attributable to shareholders	*13*	$ (0.26)	$ (0.23)	$ (0.47)	$ (0.38)
Weighted average shares used to compute basic and diluted net loss per share attributable to shareholders	*13*	112,013,409	105,978,076	111,470,359	104,127,640

The accompanying notes are an integral part of these condensed consolidated financial statements.

Shopify Inc.
Condensed Consolidated Statements of Changes in Shareholders' Equity
(unaudited)
Expressed in US $000's except share amounts

	Note	Common Stock		Additional Paid-In Capital $	Accumulated Other Comprehensive Income (Loss) $	Accumulated Deficit $	Total $
		Shares	Amount $				
As at December 31, 2017		**99,877,688**	**1,077,477**	**43,392**	**3,435**	**(123,204)**	**1,001,100**
Exercise of stock options		707,866	10,111	(3,817)	—	—	6,294
Stock-based compensation		—	—	18,247	—	—	18,247
Vesting of restricted share units		242,844	10,728	(10,728)	—	—	—
Issuance of Class A subordinate voting shares, net of offering costs of $10,616		4,800,000	646,984	—	—	—	646,984
Net loss and comprehensive loss for the period		—	—	—	(6,834)	(15,902)	(22,736)
As at March 31, 2018		**105,628,398**	**1,745,300**	**47,094**	**(3,399)**	**(139,106)**	**1,649,889**
Exercise of stock options		525,391	15,495	(5,649)	—	—	9,846
Stock-based compensation		—	—	24,817	—	—	24,817
Vesting of restricted share units		216,360	10,509	(10,509)	—	—	—
Net loss and comprehensive loss for the period		—	—	—	(4,398)	(23,953)	(28,351)
As at June 30, 2018		**106,370,149**	**1,771,304**	**55,753**	**(7,797)**	**(163,059)**	**1,656,201**

	Note	Common Stock		Additional Paid-In Capital $	Accumulated Other Comprehensive Income (Loss) $	Accumulated Deficit $	Total $
		Shares	Amount $				
As at December 31, 2018		**110,392,689**	**2,215,936**	**74,805**	**(12,216)**	**(187,757)**	**2,090,768**
Adjustment related to the transition to Topic 842, Leases	*3*	—	—	—	—	8,375	8,375
As at January 1, 2019		**110,392,689**	**2,215,936**	**74,805**	**(12,216)**	**(179,382)**	**2,099,143**
Exercise of stock options		747,686	18,964	(6,908)	—	—	12,056
Stock-based compensation		—	—	31,596	—	—	31,596
Vesting of restricted share units		342,152	30,340	(30,340)	—	—	—
Net loss and comprehensive loss for the period		—	—	—	9,274	(24,151)	(14,877)
As at March 31, 2019		**111,482,527**	**2,265,240**	**69,153**	**(2,942)**	**(203,533)**	**2,127,918**
Exercise of stock options		738,873	24,173	(8,605)	—	—	15,568
Stock-based compensation		—	—	39,630	—	—	39,630
Vesting of restricted share units		309,173	23,785	(23,785)	—	—	—
Net loss and comprehensive loss for the period		—	—	—	6,746	(28,678)	(21,932)
As at June 30, 2019		**112,530,573**	**2,313,198**	**76,393**	**3,804**	**(232,211)**	**2,161,184**

The accompanying notes are an integral part of these condensed consolidated financial statements.

Shopify Inc.
Condensed Consolidated Statements of Cash Flows
(unaudited)
Expressed in US $000's

		Six months ended	
		June 30, 2019	**June 30, 2018**
	Note	**$**	**$**
Cash flows from operating activities			
Net loss for the period		(52,829)	(39,855)
Adjustments to reconcile net loss to net cash provided (used) by operating activities:			
Amortization and depreciation		14,207	15,008
Stock-based compensation		70,432	42,116
Provision for uncollectible receivables related to merchant cash advances and loans receivable	*6*	7,539	4,072
Unrealized foreign exchange loss		1,917	369
Changes in operating assets and liabilities:			
Trade and other receivables		(20,540)	(16,426)
Merchant cash advances and loans receivable		(31,222)	(36,952)
Other current assets		(5,910)	(5,532)
Accounts payable and accrued liabilities		55,908	27,285
Deferred revenue		6,345	4,617
Lease assets and liabilities		1,555	2,501
Net cash provided (used) by operating activities		47,402	(2,797)
Cash flows from investing activities			
Purchase of marketable securities		(1,022,814)	(1,297,346)
Maturity of marketable securities		1,249,319	744,406
Acquisitions of property and equipment		(30,437)	(15,107)
Acquisitions of intangible assets		(1,935)	(9,353)
Acquisition of businesses, net of cash acquired		(12,476)	(3,718)
Net cash provided (used) by investing activities		181,657	(581,118)
Cash flows from financing activities			
Proceeds from the exercise of stock options		27,624	16,140
Proceeds from public offering, net of issuance costs	*11*	—	646,984
Net cash provided by financing activities		27,624	663,124
Effect of foreign exchange on cash and cash equivalents		1,624	(1,085)
Net increase in cash and cash equivalents		258,307	78,124
Cash and cash equivalents – Beginning of Period		410,683	141,677
Cash and cash equivalents – End of Period		668,990	219,801
Supplemental cash flow information:			
Cash paid for amounts included in the measurement of lease liabilities included in cash flows from operating activities		7,209	—
Opening lease liabilities arising from obtaining right-of-use assets		103,310	—
Acquired property and equipment remaining unpaid		963	1,602
Capitalized stock-based compensation		794	948

The accompanying notes are an integral part of these condensed consolidated financial statements.

1. Nature of Business

Shopify Inc. (“Shopify” or the “Company”) was incorporated as a Canadian corporation on September 28, 2004. The Company’s mission is to make commerce better for everyone. Shopify is the leading multi-channel commerce platform. The Company builds web- and mobile-based software and lets merchants easily set up beautiful online storefronts that are rich with retail functionality. Merchants use the Company's software to run their business across all of their sales channels, including web and mobile storefronts, physical retail locations, social media storefronts, and marketplaces. The Shopify platform provides merchants with a single view of their business and customers across all of their sales channels and enables them to manage products and inventory, process orders and payments, ship orders, build customer relationships, source products, leverage analytics and reporting, and access financing, all from one integrated back office.

The Company’s headquarters and principal place of business are in Ottawa, Canada.

2. Basis of Presentation and Consolidation

These unaudited condensed consolidated financial statements include the accounts of the Company and its directly and indirectly held wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated upon consolidation.

These unaudited condensed consolidated financial statements of the Company have been presented in United States dollars ("USD") and have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”), including the applicable rules and regulations of the Securities and Exchange Commission (“SEC”) regarding financial reporting. Certain information and note disclosures normally included in annual financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to such rules and regulations.

In the opinion of the Company, the accompanying unaudited condensed consolidated financial statements contain all adjustments, consisting of only normal recurring adjustments, necessary for a fair statement of its financial position, results of operations and comprehensive loss, cash flows and changes in shareholders’ equity for the interim periods. The financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2018 . The unaudited condensed consolidated balance sheet at December 31, 2018 was derived from the audited annual financial statements, but does not contain all of the footnote disclosures from the annual financial statements.

The interim results for the three and six months ended June 30, 2019 are not necessarily indicative of the results expected for the full fiscal year.

3. Significant Accounting Policies

Except for the adoption of Topic 842, Leases, which is discussed below, there are no other material changes to the Company’s significant accounting policies during the three and six months ended June 30, 2019 , as compared to the significant accounting policies described in the Company’s annual consolidated financial statements for the year ended December 31, 2018 .

Use of Estimates

The preparation of consolidated financial statements, in accordance with U.S. GAAP, requires management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates, judgments and assumptions in these condensed consolidated financial statements include: key judgments related to revenue recognition in determining whether the Company is the principal or an agent to the arrangements with merchants, and the estimated period over which contract costs should be amortized; provision for uncollectible receivables related to merchant cash advances and loans;

recoverability of deferred tax assets; fair value of acquired intangible assets; and the discount rate used to determine the present value of lease payments. Actual results may differ from the estimates made by management.

Leases

In February 2016, the Financial Accounting Standards Board issued ASU No. 2016-02, Leases (Topic 842), which requires a lessee to record a right-of-use asset and a corresponding lease liability, initially measured at the present value of the lease payments, on the balance sheet for all leases with terms longer than 12 months, as well as the disclosure of key information about leasing arrangements. The standard requires recognition in the statement of operations of a single lease cost, calculated so that the cost of the lease is allocated over the lease term, generally on a straight-line basis. This standard also requires classification of all cash payments within operating activities in the statement of cash flows. In July 2018, the Financial Accounting Standards Board issued ASU No. 2018-11, Leases - Targeted Improvements, which provides an additional transition method.

The Company adopted the new leasing standard effective January 1, 2019, using the modified retrospective approach and applying the transition method which does not require adjustments to comparative periods nor require modified disclosures in the comparative periods. The Company elected to use the package of practical expedients so as to not reassess whether a contract is or contains a lease, lease classification, and initial direct costs, for contracts that expired or existed prior to the effective date. As the lessee to material operating leases, the most significant impact of adoption of the new leasing standard relates to the recognition of right-of-use assets of $91,140 and lease liabilities of $103,310 as of January 1, 2019 for the Company's operating leases.

The Company accounts for leases by first determining if an arrangement is a lease at inception. Right-of-use assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. The right-of-use assets and lease liabilities are recognized at commencement date based on the present value of lease payments over the lease term. The Company's leases do not provide an implicit rate, therefore, the incremental borrowing rate based on the information available at commencement date was used to determine the present value of lease payments. The right-of-use assets exclude lease incentives, which are accounted as a reduction of lease liabilities if they have not yet been received. The Company's lease terms may include options to extend or terminate the lease. These options are included in the lease terms when it is reasonably certain they will be exercised. Lease expense related to lease components is recognized on a straight-line basis over the lease term.

The Company's lease agreements include lease and non-lease components, which are accounted for separately under Topic 842. Variable lease components and non-lease components are excluded from the lease payments used to calculate the right-of-use assets and lease liabilities. As the Company previously included non-lease components in the calculation of lease incentives under Topic 840, the transition to Topic 842 resulted in an $8,375 cumulative adjustment to reduce opening accumulated deficit.

Concentration of Credit Risk

The Company’s cash and cash equivalents, marketable securities, trade and other receivables, merchant cash advances and loans receivable, and foreign exchange derivative products subject the Company to concentrations of credit risk. Management mitigates this risk associated with cash and cash equivalents by making deposits and entering into foreign exchange derivative products only with large banks and financial institutions that are considered to be highly credit worthy. Management mitigates the risks associated with marketable securities by adhering to its investment policy, which stipulates minimum rating requirements, maximum investment exposures and maximum maturities. Due to the Company’s diversified merchant base, there is no particular concentration of credit risk related to the Company’s trade and other receivables and merchant cash advances and loans receivable. Trade and other receivables and merchant cash advances and loans receivable are monitored on an ongoing basis to ensure timely collection of amounts. The Company has mitigated some of the risks associated with Shopify Capital by entering into an agreement with a third party to insure some of the merchant cash advances offered by Shopify Capital. There are no receivables from individual merchants accounting for 10% or more of revenues or receivables.

Interest Rate Risk

Certain of the Company’s cash, cash equivalents and marketable securities earn interest. The Company’s trade and other receivables, accounts payable and accrued liabilities and lease liabilities do not bear interest. The Company is not exposed to material interest rate risk.

Foreign Exchange Risk

The Company’s exposure to foreign exchange risk is primarily related to fluctuations between the Canadian Dollar (CAD) and the USD. The Company is exposed to foreign exchange fluctuations on the revaluation of foreign currency assets and liabilities. The Company uses foreign exchange derivative products to manage the impact of foreign exchange fluctuations. By their nature, derivative financial instruments involve risk, including the credit risk of non-performance by counter parties.

While the majority of the Company's revenues and cost of revenues are denominated in USD, a significant portion of operating expenses are incurred in CAD. As a result, earnings are adversely affected by an increase in the value of the CAD relative to the USD.

The following table summarizes the effects on revenues, cost of revenues, operating expenses, and loss from operations of a 10% strengthening (1) of the CAD versus the USD without considering the impact of the Company's hedging activities and without factoring in any potential changes in demand for the Company's solutions as a result of changes in the CAD to USD exchange rates.

	Three months ended					
	June 30, 2019			June 30, 2018		
	GAAP Amounts As Reported $	Exchange Rate Effect (2) $	At 10% Stronger CAD Rate (3) $	GAAP Amounts As Reported $	Exchange Rate Effect (2) $	At 10% Stronger CAD Rate (3) $
	(in thousands)					
Revenues	361,979	657	362,636	244,963	407	245,370
Cost of revenues	(157,214)	(946)	(158,160)	(108,008)	(845)	(108,853)
Operating expenses	(244,385)	(7,359)	(251,744)	(167,716)	(7,596)	(175,312)
Loss from operations	(39,620)	(7,648)	(47,268)	(30,761)	(8,034)	(38,795)

	Six months ended					
	June 30, 2019			June 30, 2018		
	GAAP Amounts As Reported $	Exchange Rate Effect (2) $	At 10% Stronger CAD Rate (3) $	GAAP Amounts As Reported $	Exchange Rate Effect (2) $	At 10% Stronger CAD Rate (3) $
	(in thousands)					
Revenues	682,461	1,208	683,669	459,303	740	460,043
Cost of revenues	(297,405)	(1,860)	(299,265)	(198,506)	(1,666)	(200,172)
Operating expenses	(460,466)	(18,292)	(478,758)	(311,891)	(14,502)	(326,393)
Loss from operations	(75,410)	(18,944)	(94,354)	(51,094)	(15,428)	(66,522)

(1) A 10% weakening of the CAD versus the USD would have an equal and opposite impact on our revenues, cost of revenues, operating expenses and loss from operations as presented in the table.
(2) Represents the increase or decrease in GAAP amounts reported resulting from a 10% strengthening in the CAD-USD foreign exchange rates.
(3) Represents the outcome that would have resulted had the CAD-USD rates in those periods been 10% stronger than they actually were, excluding the impact of our hedging program and without factoring in any potential changes in demand for the Company's solutions as a result of changes in the CAD-USD rates.

Accounting Pronouncements Adopted in the Period

In August 2017, the Financial Accounting Standards Board issued ASU No. 2017-12, Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities, which makes more financial and non-financial hedging strategies eligible for hedge accounting while also amending the presentation and disclosure requirements. The update is effective for annual periods beginning after December 15, 2018. The only impact of adoption on the Company's condensed consolidated financial statements was disclosure of the amounts of hedging gains or losses that were reclassified from Accumulated Other Comprehensive Income (Loss) to cost of revenues and each operating expense line.

In August 2018, the Financial Accounting Standards Board issued ASU No. 2018-15, Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract, which aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software. The update is effective for annual periods beginning after December 15, 2019 but the Company opted for early adoption. The adoption of this update did not have an impact on the Company's condensed consolidated financial statements.

Recent Accounting Pronouncements Not Yet Adopted

In June 2016, the Financial Accounting Standards Board issued ASU No. 2016-13, Measurement of Credit Losses on Financial Instruments (Topic 326), which will replace the incurred loss impairment methodology with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates on loans, trade and other receivables, held-to- maturity debt securities, and other instruments. In May 2019, the Financial Accounting Standards Board issued ASU No. 2019-05, Financial Instruments - Credit Losses, which provides transition relief that is optional for, and will be available to, all reporting entities within the scope of Topic 326. The updates are effective for annual periods beginning after December 15, 2019 including interim periods within those periods. Early adoption is permitted. The Company is currently assessing the impact of ASU No. 2016-13 and whether the transition relief in ASU No. 2019-05 will be elected.

Expressed in US $000's except share and per share amounts

4. Financial Instruments

As at June 30, 2019 , the carrying amount and fair value of the Company's financial instruments were as follows:

	Level 1 $		Level 2 $		Level 3 $	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Assets:						
Cash equivalents:						
Repurchase agreements	—	—	30,000	30,006	—	—
Marketable securities:						
U.S. term deposits	127,500	129,215	—	—	—	—
U.S. federal bonds	319,446	320,018	—	—	—	—
Canadian federal bonds	19,931	19,931	—	—	—	—
Corporate bonds and commercial paper	—	—	877,464	881,191	—	—
Derivative assets:						
Foreign exchange forward contracts	—	—	4,120	4,120	—	—
Liabilities:						
Derivative liabilities:						
Foreign exchange forward contracts	—	—	316	316	—	—

The fair values above include accrued interest of $5,011 , which is excluded from the carrying amounts. The accrued interest is included in Trade and other receivables in the Condensed Consolidated Balance Sheets.

As at December 31, 2018 , the carrying amount and fair value of the Company's financial instruments were as follows:

	Level 1 $		Level 2 $		Level 3 $	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Assets:						
Cash equivalents:						
Commercial paper	—	—	4,994	4,994	—	—
Repurchase agreements	—	—	60,000	60,005	—	—
Marketable securities:						
U.S. term deposits	127,500	128,241	—	—	—	—
U.S. federal bonds	230,898	231,299	—	—	—	—
Canadian federal bonds	19,967	19,962	—	—	—	—
Corporate bonds and commercial paper	—	—	1,180,622	1,182,437	—	—
Liabilities:						
Derivative liabilities:						
Foreign exchange forward contracts	—	—	12,216	12,216	—	—

Expressed in US $000's except share and per share amounts

The fair values above include accrued interest of $5,109 , which is excluded from the carrying amounts. The accrued interest is included in Trade and other receivables in the Condensed Consolidated Balance Sheets.

All cash equivalents and marketable securities mature within one year of the condensed consolidated balance sheet date.

As at June 30, 2019 the Company held foreign exchange forward contracts to convert USD into CAD, with a total notional value of $256,746 (December 31, 2018 - $276,696), to fund a portion of its operations. The foreign exchange forward contracts have maturities of twelve months or less. The fair value of foreign exchange forward contracts and corporate bonds was based upon Level 2 inputs, which included period-end mid-market quotations for each underlying contract as calculated by the financial institution with which the Company has transacted. The quotations are based on bid/ask quotations and represent the discounted future settlement amounts based on current market rates. There were no transfers between Levels 1, 2 and 3 during the periods ended June 30, 2019 and the year ended December 31, 2018 .

Derivative Instruments and Hedging

The Company has a hedging program to mitigate the impact of foreign currency fluctuations on future cash flows and earnings. Under this program the Company has entered into foreign exchange forward contracts with certain financial institutions and designated those hedges as cash flow hedges. As of June 30, 2019 , $4,120 of unrealized gains and $316 of unrealized losses related to changes in the fair value of foreign exchange forward contracts designated as cash flow hedges were included in accumulated other comprehensive loss and current assets and current liabilities, on the condensed consolidated balance sheet. This amount is expected to be reclassified into earnings over the next twelve months. In the three and six months ended June 30, 2019 , $2,215 and $5,493 of realized losses (June 30, 2018 - $469 of realized losses and $1,586 of realized gains) related to the maturity of foreign exchange forward contracts designated as cash flow hedges were included in operating expenses. Under the current hedging program, the Company is hedging cash flows associated with payroll and facility costs.

5. Contract Balances

When revenue is recognized, the Company records a receivable that is included in trade and other receivables on the condensed consolidated balance sheet. Trade receivables and unbilled revenues, net of allowance for doubtful accounts, were as follows:

	June 30, 2019 $	December 31, 2018 $	December 31, 2017 $
Unbilled revenues	13,349	12,653	7,616
Trade receivables	15,419	11,191	7,073
Other receivables	17,072	17,503	7,250
	45,840	41,347	21,939

The allowance for doubtful accounts reflects our best estimate of probable losses inherent in our unbilled revenues and trade receivables accounts. The Company determined the allowance based on known troubled accounts, historical experience, and other currently available evidence.

Expressed in US $000's except share and per share amounts

Activity in the allowance for doubtful accounts was as follows:

	Three months ended		Six months ended	
	June 30, 2019 $	June 30, 2018 $	June 30, 2019 $	June 30, 2018 $
Balance, beginning of the period	1,214	2,136	1,023	1,642
Provision for uncollectible receivables	569	259	1,285	753
Write-offs	(212)	—	(737)	—
Balance, end of the period	1,571	2,395	1,571	2,395

Changes in deferred revenue were as follows:

	Three months ended		Six months ended	
	June 30, 2019 $	June 30, 2018 $	June 30, 2019 $	June 30, 2018 $
Balance, beginning of the period	44,757	34,473	41,061	32,046
Deferral of revenue	27,167	21,509	36,178	28,410
Recognition of deferred revenue	(24,125)	(19,319)	(29,440)	(23,793)
Balance, end of the period	47,799	36,663	47,799	36,663
Current portion			45,707	35,029
Long term portion			2,092	1,634
			47,799	36,663

The opening balances of current and long-term deferred revenue were $30,694 and $1,352, respectively, as of January 1, 2018.

6. Merchant Cash Advances and Loans Receivable

	June 30, 2019 $	December 31, 2018 $	December 31, 2017 $
Merchant cash advances and loans receivable, gross	121,819	94,612	49,143
Allowance for uncollectible merchant cash advances and loans receivable	(6,263)	(2,739)	(2,042)
Merchant cash advances and loans receivable, net	115,556	91,873	47,101

Expressed in US $000's except share and per share amounts

The following table summarizes the activities of the Company’s allowance for uncollectible merchant cash advances and loans receivable:

	Three months ended		Six months ended	
	June 30, 2019	June 30, 2018	June 30, 2019	June 30, 2018
	$	$	$	$
Balance, beginning of the period	4,263	2,681	2,739	2,042
Provision for uncollectible merchant cash advances and loans receivable	4,466	2,490	7,539	4,072
Merchant cash advances and loans receivable charged off, net of recoveries	(2,466)	(1,240)	(4,015)	(2,183)
Balance, end of the period	6,263	3,931	6,263	3,931

7. Leases

The Company has office leases in Canada, the United States, Singapore, and other countries in Europe and Asia. These leases have remaining lease terms of 1 year to 13 years, some of which include options to extend the leases for up to 10 years, and some of which include options to terminate the leases within 1 year. Additional office space leases are set to commence between later this year and 2027, at which point the Company's right-of-use assets and lease liabilities will increase. In August 2018, the Company entered into a lease agreement for office space in Toronto, Canada that is set to commence in 2021, which will create a significant right-of-use asset and lease liability at that time. All of the Company's leases are operating leases.

The components of lease expense for the three and six months ended June 30, 2019 were as follows:

	Three months ended	Six months ended
Operating lease expense	3,895	7,533
Variable lease expense, including non-lease components	3,083	6,307
Total lease expense	6,978	13,840

Total lease expense for the three and six months ended June 30, 2018 was $4,415 and $8,312 , respectively.

As at June 30, 2019 , the weighted average remaining lease term is 10 years and the weighted average discount rate is 5.3%.

Expressed in US $000's except share and per share amounts

Maturities of lease liabilities as at June 30, 2019 were as follows:

Fiscal Year	**Operating Leases**
Remainder of 2019	7,692
2020	23,798
2021	31,264
2022	35,985
2023	39,826
Thereafter	361,477
Total future minimum payments	500,042
Minimum payments related to leases that have not yet commenced	(139,669)
Minimum payments related to variable lease payments, including non-lease components	(208,025)
Imputed interest	(37,831)
Total lease liabilities	114,517

8. Goodwill

On January 28, 2019, the Company completed the acquisition of Helpful.com Inc., a company based in Toronto, Canada. The Company acquired 100 percent of the outstanding shares of Helpful.com Inc. The transaction was accounted for as a business combination resulting in $5,653 of goodwill being added. The operations of Helpful.com Inc. have been consolidated into the Company's results as of the acquisition date.

On May 7, 2019, the Company completed the acquisition of Handshake Corp., a company based in New York, United States. The Company acquired 100 percent of the outstanding shares of Handshake Corp. The transaction was accounted for as a business combination resulting in $2,703 of goodwill being added. The operations of Handshake Corp. have been consolidated into the Company's results as of the acquisition date.

On June 28, 2019, the Company completed the acquisition of Vinderbit Pty Ltd, a company based in Australia. The Company acquired 100 percent of the outstanding shares of Vinderbit Pty Ltd. The transaction was accounted for as a business combination resulting in $2,000 of goodwill being added. The operations of Vinderbit Pty Ltd have been consolidated into the Company's results as of the acquisition date.

The remainder of the Company's goodwill relates to previous acquisitions of various companies including, but not limited to, Tictail, Inc. which was acquired on November 19, 2018 resulting in $15,125 of goodwill being added. Goodwill is attributable to the Company’s single reporting unit.

No goodwill impairment was recognized in the six months ended June 30, 2019 or in the year ended December 31, 2018 .

9. Credit Facility

The Company has a revolving credit facility with Royal Bank of Canada for $8,000 CAD. The credit facility bears interest at the Royal Bank Prime Rate plus 0.30% . As at June 30, 2019 the effective rate was 4.25% , and no cash amounts have been drawn under this credit facility.

10. Commitments and Contingencies

Unconditional Purchase Obligations

The Company has entered into agreements where it commits to certain usage levels related to third party services. The amount of the minimum fixed and determinable portion of the unconditional purchase obligations over the next five years, as at June 30, 2019 , was $48,505.

Litigation and Loss Contingencies

The Company records accruals for loss contingencies when losses are probable and reasonably estimable. From time to time, the Company may become a party to litigation and subject to claims incidental to the ordinary course of business, including intellectual property claims, labour and employment claims and threatened claims, breach of contract claims, tax and other matters. The Company currently has no material pending litigation or claims. The Company is not aware of any litigation matters or loss contingencies that would be expected to have a material adverse effect on the business, consolidated financial position, results of operations, or cash flows.

11. Shareholders' Equity

Public Offerings

In December 2018, the Company completed a public offering in which it issued and sold 2,600,000 Class A subordinate voting shares at a public offering price of $154.00 per share. The Company received total net proceeds of $394,704 after deducting offering fees and expenses of $5,696.

In February 2018, the Company completed a public offering, in which it issued and sold 4,800,000 Class A subordinate voting shares at a public offering price of $137.00 per share. The Company received total net proceeds of $646,984 after deducting offering fees and expenses of $10,616 .

Common Stock Authorized

The Company is authorized to issue an unlimited number of Class A subordinate voting shares and an unlimited number of Class B multiple voting shares. The Class A subordinate voting shares have one vote per share and the Class B multiple voting shares have 10 votes per share. The Class B multiple voting shares are convertible into Class A subordinate voting shares on a one-for-one basis at the option of the holder. Class B multiple voting shares will also automatically convert into Class A subordinate voting shares in certain other circumstances.

Preferred Shares

The Company is authorized to issue an unlimited number of preferred shares issuable in series. Each series of preferred shares shall consist of such number of shares and having such rights, privileges, restrictions and conditions as may be determined by the Company's Board of Directors prior to the issuance thereof. Holders of preferred shares, except as otherwise provided in the terms specific to a series of preferred shares or as required by law, will not be entitled to vote at meetings of holders of shares.

Expressed in US $000's except share and per share amounts

Stock-Based Compensation

As at June 30, 2019 there were 14,231,427 shares reserved for issuance under the Company's Stock Option Plan and Long Term Incentive Plan.

The following table summarizes the stock option and Restricted Share Unit ("RSU") award activities under the Company's share-based compensation plans for the six months ended June 30, 2019:

	Shares Subject to Options Outstanding					Outstanding RSUs	
	Number of Options (1)	Weighted Average Exercise Price $	Remaining Contractual Term (in years)	Aggregate Intrinsic Value (2) $	Weighted Average Grant Date Fair Value $	Outstanding RSUs	Weighted Average Grant Date Fair Value $
December 31, 2018	**5,476,790**	**32.96**	**6.23**	**577,731**	**—**	**2,473,665**	**92.40**
Stock options granted	352,119	180.67	—	—	84.49	—	—
Stock options exercised	(1,486,559)	18.58	—	—	—	—	—
Stock options forfeited	(48,808)	52.74	—	—	—	—	—
RSUs granted	—	—	—	—	—	614,788	194.18
RSUs settled	—	—	—	—	—	(651,325)	83.10
RSUs forfeited	—	—	—	—	—	(102,711)	103.27
June 30, 2019	**4,293,542**	**49.83**	**6.44**	**1,074,757**	**—**	**2,334,417**	**121.32**
Stock options exercisable as of June 30, 2019	2,661,818	20.62	5.39	744,065			

(1) As at June 30, 2019 1,781,577 of the outstanding stock options were granted under the Company's Legacy Option Plan and are exercisable for Class B multiple voting shares, and 2,511,965 of the outstanding stock options were granted under the Company's Stock Option Plan and are exercisable for Class A subordinate voting shares.

(2) The aggregate intrinsic value is calculated as the difference between the exercise price of the underlying stock option awards and the closing market price of the Company's stock as of June 30, 2019 and December 31, 2018 .

As at June 30, 2019 the Company had issued 562 Deferred Share Units under its Long Term Incentive Plan.

The following table illustrates the classification of stock-based compensation expense in the Condensed Consolidated Statements of Operations and Comprehensive Loss, which includes both stock-based compensation and restricted share-based compensation expense.

	Three months ended		Six months ended	
	June 30, 2019	June 30, 2018	June 30, 2019	June 30, 2018
	$	$	$	$
Cost of revenues	894	584	1,608	1,010
Sales and marketing	8,409	5,722	15,244	9,760
Research and development	22,983	13,639	41,098	24,504
General and administrative	6,982	4,246	12,482	6,842
	39,268	24,191	70,432	42,116

Expressed in US $000's except share and per share amounts

12. Changes in Accumulated Other Comprehensive Income (Loss)

The following table summarizes the changes in accumulated other comprehensive income (loss), which is reported as a component of shareholders' equity, for the six months ended June 30, 2019 and 2018 :

	Accumulated Other Comprehensive Income (Loss) (all amounts net of tax)	
	Six months ended	
	June 30, 2019	June 30, 2018
	$	$
Balance, beginning of the period	(12,216)	3,435
Other comprehensive income (loss) before reclassifications	10,526	(9,646)
Loss (gain) on cash flow hedges reclassified from accumulated other comprehensive income (loss) to earnings were as follows:		
Cost of revenues	300	(103)
Sales and marketing	1,617	(576)
Research and development	2,788	(688)
General and administrative	789	(219)
Other comprehensive income (loss), net of tax	16,020	(11,232)
Balance, end of the period	3,804	(7,797)

13. Net Loss per Share

The Company applies the two-class method to calculate its basic and diluted net loss per share as both classes of its voting shares are participating securities with equal participation rights and are entitled to receive dividends on a share for share basis.

The following table summarizes the reconciliation of the basic weighted average number of shares outstanding and the diluted weighted average number of shares outstanding:

	Three months ended		Six months ended	
	June 30, 2019	June 30, 2018	June 30, 2019	June 30, 2018
Basic and diluted weighted average number of shares outstanding	112,013,409	105,978,076	111,470,359	104,127,640
The following items have been excluded from the diluted weighted average number of shares outstanding because they are anti-dilutive:				
Stock options	4,293,542	6,482,571	4,293,542	6,482,571
Restricted share units	2,334,417	2,716,907	2,334,417	2,716,907
Deferred share units	562	—	562	—
	6,628,521	9,199,478	6,628,521	9,199,478

In the three and six months ended June 30, 2019 and 2018 , the Company was in a loss position and therefore diluted loss per share is equal to basic loss per share.

14. Subsequent Events

Subsequent to June 30, 2019, the Company formally established its EMEA headquarters in Ireland and its Asia-Pacific headquarters in Singapore. As a result of these actions the Company transferred regional relationship and territory rights from its Canadian entity to enable each regional headquarter to develop and maintain merchant and commercial operations within their respective regions, while keeping the ownership of all of the current developed technology within Canada. These transfers reflect the growing proportion of the Company's business occurring internationally and are expected to result in significant taxable income within the year ended December 31, 2019.

EXHIBIT 99.2

MANAGEMENT'S DISCUSSION AND ANALYSIS

August 1, 2019

In this Management's Discussion and Analysis ("MD&A"), "we", "us", "our", "Shopify" and "the Company" refer to Shopify Inc. and its consolidated subsidiaries, unless the context requires otherwise. In this MD&A, we explain Shopify's results of operations for the three and six months ended June 30, 2019 and *2018 , our cash flows for the six months ended June 30, 2019 and 2018 , and our financial position as of June 30, 2019 . You should read this MD&A together with our unaudited condensed consolidated financial statements and the accompanying notes for the fiscal quarter ended June 30, 2019 , as well as with our audited consolidated financial statements and the accompanying notes for the fiscal year ended December 31, 2018 . Additional information regarding Shopify, including our 2018 annual information form and our annual report on Form 40-F for the year ended December 31, 2018 , is available on our website at www.shopify.com, or at www.sedar.com and www.sec.gov.*

Our unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). All amounts are in U.S. dollars ("USD") except where otherwise indicated.

Our MD&A is intended to enable readers to gain an understanding of Shopify's results of operations, cash flows and financial position. To do so, we provide information and analysis comparing our results of operations, cash flows and financial position for the most recently completed quarter with the same quarter from the preceding fiscal year. We also provide analysis and commentary that we believe will help investors assess our future prospects. In addition, we provide "forward-looking statements" that are not historical facts, but that are based on our current estimates, beliefs and assumptions and which are subject to known and unknown important risks, uncertainties, assumptions and other factors that could cause actual results to differ materially from current expectations. Forward-looking statements are intended to assist readers in understanding management's expectations as of the date of this MD&A and may not be suitable for other purposes. See "Forward-looking statements" below.

In this MD&A, references to our "solutions" means the combination of products and services that we offer to merchants, and references to "our merchants" as of a particular date means the total number of unique shops that are paying for a subscription to our platform.

Forward-looking statements

This MD&A contains forward-looking statements under the provisions of the United States Private Securities Litigation Reform Act of 1995, Section 27A of the U.S. Securities Act of 1933, as amended, and Section 21E of the U.S. Securities Exchange Act of 1934, and forward-looking information within the meaning of applicable Canadian securities legislation.

In some cases, you can identify forward-looking statements by words such as "may", "might", "will", "should", "could", "expects", "intends", "plans", "anticipates", "believes", "estimates", "predicts", "projects", "potential", "continue", or the negative of these terms or other similar words. In addition, any statements or information that refer to expectations, beliefs, plans, projections, objectives, performance or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking. In particular, forward-looking statements in this MD&A include, but are not limited to, statements about:

- the continued expansion of the number of channels for merchants to transact through;
- the achievement of innovations and enhancements to, and expansion of, our platform and our solutions;
- our exploration of new ways to accelerate checkout;
- our ability to make it easier for merchants to manage their storefronts via their mobile devices;
- whether a merchant using Shopify will ever need to re-platform;

- the continued growth of our app developer, theme designer and partner ecosystem;
- our plan to continue making investments to drive future growth;
- our expectation to spend $1B over the next five years to build and operate the Shopify Fulfillment Network;
- our revenue growth objectives and expectations about future profitability;
- plans to continue making investments to drive future growth;
- our expectation that the continued growth of merchant solutions may cause a decline in our overall gross margin percentage;
- our expectation that as a result of the continued growth of our merchant solutions offerings, our seasonality will continue to affect our quarterly results and our business may become more seasonal in the future, and that historical patterns may not be a reliable indicator of our future performance;
- our plan to continue to expand sales and marketing efforts to attract new merchants, retain revenue from existing merchants and increase revenues from both new and existing merchants, including adding sales personnel and expanding our marketing activities to continue to generate additional leads and build brand awareness;
- our expectation that the overall trend of merchant solutions revenue making up an increasing component of total revenues over time, most notably in the fourth quarter due to higher holiday volume, will continue over time;
- our expectation that our results of operations will be adversely impacted by an increase in the value of the Canadian dollar ("CAD") relative to the USD;
- our belief that we have sufficient liquidity to meet our current and planned financial obligations over the next 12 months;
- our expectations regarding contractual and contingent obligations;
- our accounting estimates and assumptions made in the preparation of our financial statements; and
- our expectations regarding the impact of accounting standards not yet adopted.

The forward-looking statements contained in this MD&A are based on our management's perception of historic trends, current conditions and expected future developments, as well as other assumptions that management believes are appropriate in the circumstances, which include, but are not limited to:

- our ability to increase the functionality of our platform;
- our ability to offer more sales channels that can connect to the platform;
- our belief in the increasing importance of a multi-channel platform that is both fully integrated and easy to use ;
- our belief that commerce transacted over mobile will continue to grow more rapidly than desktop transactions;
- our ability to expand our merchant base, retain revenue from existing merchants as they grow their businesses, and increase sales to both new and existing merchants;
- our ability to manage our growth effectively;
- our expectation that the Shopify Fulfillment Network is well positioned to improve supply chain economics and delivery for merchants by leveraging our scale with deep machine learning tools;
- our ability to protect our intellectual property rights;
- our belief that our merchant solutions make it easier for merchants to start a business and grow on our platform;
- our ability to develop new solutions to extend the functionality of our platform, provide a high level of merchant service and support;
- our ability to hire, retain and motivate qualified personnel;
- our ability to enhance our ecosystem and partner programs, and the assumption that this will drive growth in our merchant base, further accelerating growth of the ecosystem;
- our belief that our investments and acquisitions will increase our revenue base, improve the retention of this base and strengthen our ability to increase sales to our merchants and help drive our growth;
- our ability to achieve our revenue growth objectives while controlling costs and expenses, and our ability to achieve or maintain profitability;

- our belief that monthly recurring revenue ("MRR") is most closely correlated with the long-term value of our merchant relationships;
- our assumptions regarding the principal competitive factors in our markets;
- our ability to predict future commerce trends and technology;
- our assumptions that higher-margin solutions such as Shopify Capital and Shopify Shipping will continue to contribute to revenues and to grow through increased adoption and international expansion;
- our expectation that Shopify Payments will continue to expand internationally;
- our belief that our investments in sales and marketing initiatives will continue to be effective in growing the number of merchants using our platform, in retaining revenue from existing merchants and increasing revenues from both;
- our ability to develop processes, systems and controls to enable our internal support functions to scale with the growth of our business;
- our ability to obtain sufficient space for our growing employee base;
- our ability to retain key personnel;
- our ability to protect against currency, interest rate, concentration of credit and inflation risks;
- our assumptions as to our future expenses and financing requirements;
- our assumptions as to our critical accounting policies and estimates; and
- our assumptions as to the effects of accounting pronouncements to be adopted.

Factors that may cause actual results to differ materially from current expectations may include, but are not limited to, risks and uncertainties that are discussed in greater detail in the "Risk Factors" section of our Annual Information Form for the year ended December 31, 2018 and elsewhere in this MD&A, including but not limited to risks relating to:

- sustaining our rapid growth;
- managing our growth;
- our history of losses and our potential inability to achieve profitability;
- our limited operating history in new and developing markets and new geographic regions;
- our ability to innovate;
- a denial of service attack or security breach;
- payments processed through Shopify Payments;
- our reliance on a single supplier to provide the technology we offer through Shopify Payments;
- the security of personal information we store relating to merchants and their buyers, as well as buyers with whom we have a direct relationship;
- evolving privacy laws and regulations, cross-border data transfer restrictions, data localization requirements and other domestic or foreign regulations may limit the use and adoption of our services;
- our potential inability to hire, retain and motivate qualified personnel;
- international sales and the use of our platform in various countries;
- our potential inability to compete successfully against current and future competitors;
- serious software errors or defects;
- exchange rate fluctuations that may negatively affect our results of operations;
- our potential inability to achieve or maintain data transmission capacity;
- the reliance of our growth in part on the success of our strategic relationships with third parties;
- our potential failure to maintain a consistently high level of customer service;
- our use of a limited number of data centers and a cloud-based platform to deliver our services;
- ineffective operations of our solutions when accessed through mobile devices;
- changes to technologies used in our platform or new versions or upgrades of operating systems and internet browsers;
- the impact of worldwide economic conditions, including the resulting effect on spending by small and medium-sized businesses ("SMBs") or their buyers;
- potential claims by third parties of intellectual property infringement;
- our potential inability to obtain, maintain and protect our intellectual property rights and proprietary information or prevent third parties from making unauthorized use of our technology;
- our use of open source software;

- our potential inability to generate traffic to our website through search engines and social networking sites;
- our potential failure to effectively maintain, promote and enhance our brand;
- our dependence on the continued services and performance of our senior management and other key employees;
- activities of merchants or partners or the content of merchants' shops;
- acquisitions and investments;
- seasonal fluctuations;
- our reliance on computer hardware, purchased or leased, software licensed from and services rendered by third parties, in order to provide our solutions and run our business, sometimes by a single-source supplier;
- Shopify Capital and offering financing;
- our pricing decisions for our solutions;
- provisions of our financial instruments;
- our potential inability to raise additional funds as may be needed to pursue our growth strategy or continue our operations, on favorable terms or at all;
- unanticipated changes in effective tax rates or adverse outcomes resulting from examination of our income or other tax returns;
- new tax laws could be enacted or existing laws could be applied to us or our merchants;
- our tax loss carryforwards;
- our dependence upon buyers' and merchants' access to, and willingness to use, the internet for commerce;
- ownership of our shares;
- our sensitivity to interest rate fluctuations;
- our concentration of credit risk, and the ability to mitigate that risk using third parties; and
- the risk of inflation.

Although we believe that the plans, intentions, expectations, assumptions and strategies reflected in our forward-looking statements are reasonable, these statements relate to future events or our future financial performance, and involve known and unknown risks, uncertainties and other factors which are, in some cases, beyond our control. If one or more of these risks or uncertainties occur, or if our underlying assumptions prove to be incorrect, actual results may vary significantly from those implied or projected by the forward-looking statements. No forward-looking statement is a guarantee of future results. You should read this MD&A and the documents that we reference in this MD&A completely and with the understanding that our actual future results may be materially different from any future results expressed or implied by these forward-looking statements.

The forward-looking statements in this MD&A represent our views as of the date of this MD&A. We anticipate that subsequent events and developments may cause our views to change. However, while we may elect to update these forward-looking statements at some point in the future, we have no current intention of doing so except to the extent required by applicable law. Therefore, these forward-looking statements do not represent our views as of any date other than the date of this MD&A.

Overview

Shopify is the leading multi-channel commerce platform. Shopify builds web- and mobile-based software and lets merchants easily set up beautiful online storefronts that are rich with retail functionality. Merchants use our software to run their business across all of their sales channels, including web and mobile storefronts, physical retail locations, social media storefronts, and marketplaces. The Shopify platform provides merchants with a single view of their business and customers across all of their sales channels and enables them to manage products and inventory, process orders and payments, fulfill and ship orders, build customer relationships, source products, leverage analytics and reporting, and access financing, all from one integrated back office.

In an era where social media, cloud computing, mobile devices, and data analytics are creating new possibilities for commerce, Shopify provides differentiated value by offering merchants:

A multi-channel front end . Our software enables merchants to easily display, manage, and sell their products across over a dozen different sales channels, including web and mobile storefronts, physical retail locations, pop-up shops, social media storefronts, native mobile apps, buy buttons, and marketplaces. The Shopify API has been developed to support custom storefronts that let merchants sell anywhere, in any language.

A single integrated back end . Our software provides one single integrated, easy-to-use back end that merchants use to manage their business and buyers across these multiple sales channels. Merchants use their Shopify dashboard to manage products and inventory, process orders and payments, fulfill and ship orders, build customer relationships, source products, leverage analytics and reporting, and access financing.

A data advantage . Our software is delivered to merchants as a service, and operates on a shared infrastructure. With each new transaction processed, we grow our data proficiency. This cloud-based infrastructure not only relieves merchants from running and securing their own hardware, it also consolidates data generated by the interactions between buyers and merchants' shops, as well as those of our merchants on the Shopify platform, providing rich data to inform both our own decisions as well as those of our merchants.

Shopify also enables merchants to build their own brand, leverage mobile technology, and handle massive traffic spikes with flexible infrastructure.

Brand ownership . Shopify is designed to help our merchants own their brand, develop a direct relationship with their buyers, and make their buyer experience memorable and distinctive. We recognize that in a world where buyers have more choices than ever before, a merchant's brand is increasingly important. The Shopify platform is designed to allow a merchant to keep their brand present in every interaction to help build buyer loyalty and competitive advantage against traditional retailers. While our platform is designed to empower merchants first, merchants benefit when buyers are confident that their payments are secure. We believe that an increasing awareness among buyers that Shopify provides a superior and secure checkout experience is an additional advantage for our merchants in an increasingly competitive market. For merchants using Shopify Payments, buyers are already getting a superior experience, and with our investments in additional customer touchpoints such as retail, fulfillment, and shipping, brands that sell on Shopify can offer buyers an end-to-end, managed shopping experience that previously was only available to much larger businesses.

Mobile . As ecommerce expands as a percentage of overall retail transactions, today's buyers expect to be able to transact anywhere, anytime, on any device through an experience that is simple, seamless, and secure. As transactions over mobile devices represent the majority of transactions across online stores powered by Shopify, the mobile experience is a merchant's primary and most important interaction with online buyers. For several years Shopify has focused on enabling mobile commerce, and the Shopify platform now includes a mobile-optimized checkout system, designed to enable merchants' buyers to more easily buy products over mobile websites. Our merchants are able to offer their buyers the ability to quickly and securely check out by using Shopify Pay, Apple Pay, and Google Pay on the web, and we continue to explore other new ways to accelerate checkout. Shopify's mobile capabilities are not limited to the front end: merchants who are often on-the-go find themselves managing their storefronts via their mobile devices, as Shopify continues to strive to make it ever easier to do so.

Infrastructure . We build our platform to address the growing challenges facing merchants with the aim of making complex tasks simple. The Shopify platform is engineered to enterprise-level standards and functionality while being designed for simplicity and ease of use. We also design our platform with a robust technical infrastructure able to manage large spikes in traffic that accompany events such as new product releases, holiday shopping seasons, and flash sales. We are constantly innovating and enhancing our platform, with our continuously deployed, multi-tenant architecture ensuring all of our merchants are always using the latest technology.

This combination of ease of use with enterprise-level functionality allows merchants to start with a Shopify store and grow with our platform to almost any size. Using Shopify, merchants may never need to re-platform. Our Shopify Plus subscription plan was created to accommodate larger merchants, with additional functionality, scalability and support requirements. Shopify Plus is also designed for larger merchants not already on Shopify who want to migrate from their expensive and complex legacy solutions and get more functionality.

A rich ecosystem of app developers, theme designers and other partners, such as digital and service professionals, marketers, photographers, and affiliates has evolved around the Shopify platform. Approximately 22,000 of these partners have referred merchants to Shopify over the last year, and this strong, symbiotic relationship continues to grow. We believe this ecosystem has grown in part due to the platform's functionality, which is highly extensible and can be expanded through our application program interface ("API") and the approximately 2,900 apps available in the Shopify App Store. The partner ecosystem helps drive the growth of our merchant base, which in turn further accelerates growth of the ecosystem.

Our mission is to make commerce better for everyone, and we believe we can help merchants of nearly all sizes, from aspirational entrepreneurs to large enterprises, and all retail verticals realize their potential at all stages of their business life cycle. While our platform can scale to meet the needs of large merchants, we focus on selling to small and medium-sized businesses and entrepreneurs. Most of our merchants are on subscription plans that cost less than $50 per month, which is in line with our focus of providing cost effective solutions for early stage businesses. In the six months ended June 30, 2019 , our platform facilitated Gross Merchandise Volume ("GMV") of $25.6 billion , representing an increase of 50.1% from the six months ended June 30, 2018 . A detailed description of this metric is presented below in the section entitled, “Key Performance Indicators.”

Our business has experienced rapid growth. During the six months ended June 30, 2019 our total revenue was $682.5 million , an increase of 48.6% versus the six months ended June 30, 2018 . Our business model has two revenue streams: a recurring subscription component we call subscription solutions and a merchant success-based component we call merchant solutions.

In the six months ended June 30, 2019 , subscription solutions revenues accounted for 43.0% of our total revenues (45.9% in the six months ended June 30, 2018). We offer a range of plans that increase in price depending on additional features and economic considerations. Our highest-end plan, Shopify Plus, is offered at a starting rate that is several times that of our standard Shopify plans. Shopify Plus caters to merchants with higher-volume sales and offers additional functionality, scalability and support requirements, including a dedicated Merchant Success Manager. Unilever, Kylie Cosmetics, Allbirds, and MVMT are a few of the Shopify Plus merchants seeking a reliable, cost-effective and scalable commerce solution. The flexibility of our pricing plans is designed to help our merchants grow in a cost-effective manner and to provide more advanced features and support as their business needs evolve.

Revenue from subscription solutions is generated through the sale of subscriptions to our platform, including variable platform fees, and from the sale of themes, apps, and the registration of domain names. Our merchants typically enter into monthly subscription agreements. The revenue from these agreements is recognized over time on a ratable basis over the contractual term and therefore we have deferred revenue on our balance sheet. We do not consider this deferred revenue balance to be a good indicator of future revenue. Instead, we believe Monthly Recurring Revenue ("MRR") is most closely correlated with the long-term value of our merchant relationships. Subscription solutions revenues increased from $210.9 million in the six months ended June 30, 2018 to $293.5 million in the six months ended June 30, 2019 , representing an increase of 39.2% . As of June 30, 2019 , MRR totaled $47.1 million , representing an increase of 33.6% relative to MRR at June 30, 2018 . Subscription solutions revenue has been growing at a faster rate than MRR due to apps and platform fees increasing as a percentage of total subscription solutions. A detailed description of this metric is presented below in the section entitled, "Key Performance Indicators".

We offer a variety of merchant solutions that are designed to add value to our merchants and augment our subscription solutions. During the six months ended June 30, 2019 , merchant solutions revenues accounted for 57.0% of total revenues (54.1% in the six months ended June 30, 2018). We principally generate merchant solutions revenues from payment processing fees from Shopify Payments. Shopify Payments is a fully integrated payment processing service that allows our merchants to accept and process payment cards online and offline. In addition to payment processing fees from Shopify Payments, we also generate merchant solutions revenue from transaction fees, referral fees from partners, Shopify Capital, Shopify Shipping, and sales of point-of-sale ("POS") hardware. Our merchant solutions revenues are directionally correlated with the level of GMV that our merchants process through our platform. Merchant solutions revenues increased from $248.4 million in the six months ended June 30, 2018 to $389.0 million in the six months ended June 30, 2019 , representing an increase of 56.6% .

Our business model is driven by our ability to attract new merchants, retain revenue from existing merchants, and increase sales to both new and existing merchants. Our merchants represent a wide array of retail verticals and business sizes and no single merchant has ever represented more than five percent of our total revenues in a single reporting period. We believe that our future success is dependent on many factors, including our ability to expand our merchant base, retain merchants as they grow their businesses on our platform, offer more sales channels that connect merchants with their specific target audience, develop new solutions to extend our platform's functionality and catalyze merchants' sales growth, enhance our ecosystem and partner programs, provide a high level of merchant support, hire, retain and motivate qualified personnel, and build with a focus on maximizing long-term value.

We have focused on rapidly growing our business and plan to continue making investments to drive future growth. We believe that our investments will increase our revenue base, improve the retention of this base and strengthen our ability to increase sales to our merchants. Consistent with investing for the long-term, we announced in June 2019, at our annual partner conference, that we expect to spend $1B over the next five years to build and operate the Shopify Fulfillment Network, a network of fulfillment centers dispersed across the United States to help ensure merchants' orders are delivered to buyers quickly and cost-effectively. We expect the Shopify Fulfillment Network is well positioned to improve supply chain economics and delivery for merchants by leveraging our scale with deep machine learning tools, including demand forecasting, smart inventory allocation across warehouses and intelligent order routing.

Key Performance Indicators

Key performance indicators, which we do not consider to be non-GAAP measures, that we use to evaluate our business, measure our performance, identify trends affecting our business, formulate financial projections and make strategic decisions include Monthly Recurring Revenue ("MRR") and Gross Merchandise Volume ("GMV"). Our key performance indicators may be calculated in a manner different than similar key performance indicators used by other companies.

The following table shows MRR and GMV for the three and six months ended June 30, 2019 and 2018 .

	Three months ended June 30,		**Six months ended June 30,**	
	2019	**2018**	**2019**	**2018**
	(in thousands)		(in thousands)	
Monthly Recurring Revenue	$ 47,123	$ 35,282	$ 47,123	$ 35,282
Gross Merchandise Volume	$ 13,750,933	$ 9,135,639	$ 25,646,816	$ 17,088,106

Monthly Recurring Revenue

We calculate MRR at the end of each period by multiplying the number of merchants who have subscription plans with us at the period end date by the average monthly subscription plan fee, which excludes variable platform fees, in effect on the last day of that period, assuming they maintain their subscription plans the following month. MRR allows us to average our various pricing plans and billing periods into a single, consistent number that we can track over time. We also analyze the factors that make up MRR, specifically the number of paying merchants using our platform and changes in our average revenue earned from subscription plan fees per paying merchant. In addition, we use MRR to forecast monthly, quarterly and annual subscription plan revenue, which makes up the majority of our subscriptions solutions revenue. We had $47.1 million of MRR as at June 30, 2019 compared to $35.3 million as at June 30, 2018 .

Gross Merchandise Volume

GMV is the total dollar value of orders facilitated through our platform in the period, net of refunds, and inclusive of shipping and handling, duty and value-added taxes. GMV does not represent revenue earned by us. However, the volume of GMV facilitated through our platform is an indicator of the success of our merchants and the strength of our platform. Our merchant solutions revenues are also directionally correlated with the level of GMV facilitated through our platform. For the three and six months ended June 30, 2019 , we facilitated GMV of $13.8 billion and $25.6 billion , respectively (2018 - $9.1 billion and $17.1 billion , respectively).

Factors Affecting the Comparability of Our Results

Change in Revenue Mix

As a result of the continued growth of Shopify Payments, transaction fees, revenue sharing agreements, Shopify Capital, and Shopify Shipping, our revenues from merchant solutions have generally increased significantly. Merchant solutions are intended to complement subscription solutions by providing additional value to our merchants and increasing their use of our platform. Gross profit margins on Shopify Payments, the biggest driver of merchant solutions revenue, are typically lower than on subscription solutions due to the associated third-party costs of providing this solution. We view this revenue stream as beneficial to our operating margins, as Shopify Payments requires significantly less sales and marketing and research and development expense than Shopify's core subscription business. The lower margins on merchant solutions compared to subscription solutions means that the continued growth of merchant solutions may cause a decline in our overall gross margin percentage.

Seasonality

Our merchant solutions revenues are directionally correlated with the level of GMV that our merchants facilitated through our platform. Our merchants typically process additional GMV during the fourth quarter holiday season. As a result, we have historically generated higher merchant solutions revenues in our fourth quarter than in other quarters. While we believe that this seasonality has affected and will continue to affect our quarterly results, our rapid growth has largely masked seasonal trends to date. As a result of the continued growth of our merchant solutions offerings, we believe that our business may become more seasonal in the future and that historical patterns in our business may not be a reliable indicator of our future performance.

Foreign Currency Fluctuations

While most of our revenues are denominated in USD, a significant portion of our operating expenses are incurred in CAD. As a result, our results of operations will be adversely impacted by an increase in the value of the CAD relative to the USD. In addition, a portion of Shopify Payments revenue is based on the local currency of the country in which the applicable merchant is located and these transactions expose us to currency fluctuations to the extent non-USD based payment processing and other merchant solutions revenues increase. Refer to the "Quantitative and Qualitative Disclosures about Market Risk— Foreign Currency Exchange Risk" section below for additional information on the effect on reported results of changes in foreign exchange rates.

Key Components of Results of Operations

There have been no significant changes to the key components of results of operations during the six months ended June 30, 2019 . See Management's Discussion and Analysis dated February 12, 2019 as well as our Annual Report on Form 40-F for the year ended December 31, 2018 for details on the key components of results of operations.

Quarterly Results of Operations

The following table sets forth our results of operations for the three and six months ended June 30, 2019 and 2018 .

	Three months ended June 30,		Six months ended June 30,	
	2019	2018	2019	2018
	(in thousands, except share and per share data)			
Revenues:				
Subscription solutions	$ 153,047	$ 110,721	$ 293,498	$ 210,919
Merchant solutions	208,932	134,242	388,963	248,384
	361,979	244,963	682,461	459,303
Cost of revenues (1) :				
Subscription solutions	29,538	24,524	57,523	47,684
Merchant solutions	127,676	83,484	239,882	150,822
	157,214	108,008	297,405	198,506
Gross profit	204,765	136,955	385,056	260,797
Operating expenses:				
Sales and marketing (1)	119,210	87,487	224,232	163,271
Research and development (1)	85,520	54,305	161,875	102,021
General and administrative (1)	39,655	25,924	74,359	46,599
Total operating expenses	244,385	167,716	460,466	311,891
Loss from operations	(39,620)	(30,761)	(75,410)	(51,094)
Other income:				
Interest income, net	12,174	7,444	24,252	12,093
Foreign exchange loss	(1,232)	(636)	(1,671)	(854)
	10,942	6,808	22,581	11,239
Net loss	$ (28,678)	$ (23,953)	$ (52,829)	$ (39,855)
Basic and diluted net loss per share attributable to shareholders	$ (0.26)	$ (0.23)	$ (0.47)	$ (0.38)
Weighted average shares used to compute basic and diluted net loss per share attributable to shareholders	112,013,409	105,978,076	111,470,359	104,127,640

(1) Includes stock-based compensation expense and related payroll taxes as follows:

	Three months ended June 30,		Six months ended June 30,	
	2019	2018	2019	2018
Cost of revenues	$ 1,026	$ 637	$ 1,840	$ 1,126
Sales and marketing	9,511	6,249	17,156	11,018
Research and development	26,448	15,221	46,371	27,137
General and administrative	7,444	4,386	13,475	7,327
	$ 44,429	$ 26,493	$ 78,842	$ 46,608

Revenues

	Three months ended June 30,		2019 vs. 2018	Six months ended June 30,		2019 vs. 2018
	2019	2018	% Change	2019	2018	% Change
			(in thousands, except percentages)			
Revenues:						
Subscription solutions	$ 153,047	$ 110,721	38.2%	$ 293,498	$ 210,919	39.2%
Merchant solutions	208,932	134,242	55.6%	388,963	248,384	56.6%
	$ 361,979	$ 244,963	47.8 %	$ 682,461	$ 459,303	48.6 %
Percentage of revenues:						
Subscription solutions	42.3 %	45.2 %		43.0 %	45.9 %	
Merchant solutions	57.7 %	54.8 %		57.0 %	54.1 %	
Total revenues	100.0 %	100.0 %		100.0 %	100.0 %	

Subscription Solutions

Subscription solutions revenues increased $42.3 million , or 38.2% , for the three months ended June 30, 2019 compared to the same period in 2018 . The period over period increase was primarily a result of growth in MRR, which was driven largely by the higher number of merchants using our platform.

Subscription solutions revenues increased $82.6 million , or 39.2% , for the six months ended June 30, 2019 compared to the same period in 2018 . The period over period increase was primarily a result of growth in MRR, which was driven largely by the higher number of merchants using our platform.

Merchant Solutions

Merchant solutions revenues increased $74.7 million , or 55.6% , for the three months ended June 30, 2019 compared to the same period in 2018 . The increase in merchant solutions revenues was primarily a result of Shopify Payments revenue growing in the three months ended June 30, 2019 compared to the same period in 2018 . This increase was a result of an increase in the number of merchants using our platform, continued expansion into new geographical regions, and an increase in our Shopify Payments penetration rate, which was 42.0% , resulting in GMV of $5.8 billion that was facilitated using Shopify Payments for the three months ended June 30, 2019 . This compares to a penetration rate of 39.9% resulting in GMV of $3.6 billion that was facilitated using Shopify Payments in the same period in 2018 .

Merchant solutions revenues increased $140.6 million , or 56.6% , for the six months ended June 30, 2019 compared to the same period in 2018 . The increase in merchant solutions revenues was primarily a result of Shopify Payments revenue growing in the six months ended June 30, 2019 compared to the same period in 2018 . This increase was a result of an increase in number of merchants using our platform, continued expansion into new geographical regions, and an increase in our Shopify Payments penetration, which was 41.5% , resulting in GMV of $10.6 billion that was facilitated using Shopify Payments for the six months ended June 30, 2019 . This compares to a penetration rate of 39.1% resulting in GMV of $6.7 billion that was facilitated using Shopify Payments in the same period in 2018 .

In addition to the increase in revenue from Shopify Payments, revenue from transaction fees, referral fees from partners, Shopify Capital, and Shopify Shipping increased during the three and six months ended June 30, 2019 compared to the same periods in 2018 , as a result of the increase in GMV facilitated through our platform compared to the same periods in 2018 .

Cost of Revenues

	Three months ended June 30,		2019 vs. 2018	Six months ended June 30,		2019 vs. 2018
	2019	2018	% Change	2019	2018	% Change
			(in thousands, except percentages)			
Cost of revenues:						
Cost of subscription solutions	$ 29,538	$ 24,524	20.4 %	$ 57,523	$ 47,684	20.6%
Cost of merchant solutions	127,676	83,484	52.9 %	239,882	150,822	59.0 %
Total cost of revenues	$ 157,214	$ 108,008	45.6 %	$ 297,405	$ 198,506	49.8%
Percentage of revenues:						
Cost of subscription solutions	8.2 %	10.0 %		8.4 %	10.4 %	
Cost of merchant solutions	35.3 %	34.1 %		35.1 %	32.8 %	
	43.5 %	44.1 %		43.5 %	43.2 %	

Cost of Subscription Solutions

Cost of subscription solutions increased $5.0 million , or 20.4% , for the three months ended June 30, 2019 compared to the same period in 2018 . The increase was due to an increase in the costs necessary to support a greater number of merchants using our platform, resulting in an increase in: credit card fees for processing merchant billings, amortization related to newly launched platform enhancements, infrastructure and hosting costs, payments to third-party partners for the registration of domain names, payments to third-party theme developers, and employee-related costs. As a percentage of revenues, cost of subscription solutions decreased from 10.0% in the three months ended June 30, 2018 to 8.2% in the three months ended June 30, 2019 due to subscription solutions representing a smaller percentage of our total revenues and a decrease in infrastructure and hosting costs as well as employee-related costs relative to subscription solutions revenue.

Cost of subscription solutions increased $9.8 million , or 20.6% , for the six months ended June 30, 2019 compared to the same period in 2018 . The increase was due to an increase in the costs necessary to support a greater number of merchants using our platform, resulting in an increase in: credit card fees for processing merchant billings, amortization related to newly launched platform enhancements, payments to third-party partners for the registration of domain names, employee-related costs, payments to third-party theme developers, and infrastructure and hosting costs. As a percentage of revenues, cost of subscription solutions decreased from 10.4% in the six months ended June 30, 2018 to 8.4% in the six months ended June 30, 2019 due to subscription solutions representing a smaller percentage of our total revenues and a decrease in infrastructure and hosting costs as well as employee-related costs relative to subscription solutions revenue.

Cost of Merchant Solutions

Cost of merchant solutions increased $ 44.2 million , or 52.9% , for the three months ended June 30, 2019 compared to the same period in 2018 . The increase was primarily due to higher payment processing and interchange fees resulting from an increase in GMV facilitated through Shopify Payments, which was partly mitigated by new partner pricing terms, which included a one-time benefit. The increase was also due to an increase in product costs associated with expanding our product offerings, credit card fees for processing merchant billings, and cost of POS hardware units. Cost of merchant solutions as a percentage of revenues increased from 34.1% in the three months ended June 30, 2018 to 35.3% in the three months ended June 30, 2019 , mainly as a result of Shopify Payments representing a larger percentage of total revenue. The increase in cost of merchant solutions as a percentage of revenues would have been higher had it not been for the new partner pricing terms, which included a one-time benefit.

Cost of merchant solutions increased $89.1 million , or 59.0% , for the six months ended June 30, 2019 compared to the same period in 2018 . The increase was primarily due to higher payment processing and interchange fees resulting from an increase in GMV facilitated through Shopify Payments, which was partly mitigated by new partner pricing terms, which included a one-time benefit. The increase was also due to an increase in product costs associated with expanding our product offerings, credit card fees for processing merchant billings, and cost of POS hardware units. Cost of merchant solutions as a percentage of revenues increased from 32.8% in the six months ended June 30, 2018 to 35.1% in the six months ended June 30, 2019 , mainly as a result of Shopify Payments representing a larger percentage of total revenue. The increase in cost of merchant solutions as a percentage of revenues would have been higher had it not been for the new partner pricing terms, which included a one-time benefit.

Gross Profit

	Three months ended June 30,		2019 vs. 2018	Six months ended June 30,		2019 vs. 2018
	2019	2018	% Change	2019	2018	% Change
	(in thousands, except percentages)					
Gross profit	$ 204,765	$ 136,955	49.5 %	$ 385,056	$ 260,797	47.6 %
Percentage of total revenues	56.6 %	55.9 %		56.4 %	56.8 %	

Gross profit increased $67.8 million , or 49.5% , for the three months ended June 30, 2019 compared to the same period in 2018 . As a percentage of total revenues, gross profit increased from 55.9% in the three months ended June 30, 2018 to 56.6% in the three months ended June 30, 2019 , principally due to new partner pricing terms, which included a one-time benefit, as gross profit as a percentage of total revenues would have otherwise decreased due to Shopify Payments representing a larger percentage of total revenues. This was partially offset by a decrease in infrastructure and hosting costs as well as employee-related costs relative to total revenues.

Gross profit increased $124.3 million , or 47.6% , for the six months ended June 30, 2019 compared to the same period in 2018 . As a percentage of total revenues, gross profit decreased from 56.8% in the six months ended June 30, 2018 to 56.4% in the six months ended June 30, 2019 , principally due to Shopify Payments representing a larger percentage of total revenues offset by new partner pricing terms, which included a one-time benefit, as well as a decrease in infrastructure and hosting costs and employee-related costs relative to total revenues.

Operating Expenses

Sales and Marketing

	Three months ended June 30,		2019 vs. 2018	Six months ended June 30,		2019 vs. 2018
	2019	2018	% Change	2019	2018	% Change
	(in thousands, except percentages)					
Sales and marketing	$ 119,210	$ 87,487	36.3 %	$ 224,232	$ 163,271	37.3%
Percentage of total revenues	32.9 %	35.7 %		32.9 %	35.5 %	

Sales and marketing expenses increased $31.7 million , or 36.3% , for the three months ended June 30, 2019 compared to the same period in 2018 , due to an increase of $22.4 million in marketing programs, such as advertisements on search engines and social media, spend on brand and media, as well as payments to partners, all of which support the growth of our business, an increase of $8.4 million in employee-related costs ($3.3 million of which related to stock-based compensation and related payroll taxes), and an increase of $0.9 million related to computer hardware and software.

Sales and marketing expenses increased $61.0 million , or 37.3% , for the six months ended June 30, 2019 compared to the same period in 2018 , due to an increase of $37.1 million in marketing programs, such as advertisements on search engines and social media, spend on brand and media, as well as payments to partners, all of which support the growth of our business, an increase of $22.2 million in employee-related costs ($6.1 million of which related to stock-based compensation and related payroll taxes), and an increase of $1.7 million related to computer hardware and software.

Research and Development

	Three months ended June 30,		2019 vs. 2018	Six months ended June 30,		2019 vs. 2018
	2019	2018	% Change	2019	2018	% Change
			(in thousands, except percentages)			
Research and development	$ 85,520	$ 54,305	57.5 %	$ 161,875	$ 102,021	58.7%
Percentage of total revenues	23.6 %	22.2 %		23.7 %	22.2 %	

Research and development expenses increased $31.2 million , or 57.5% , for the three months ended June 30, 2019 compared to the same period in 2018 , due to an increase of $28.4 million in employee-related costs ($11.2 million of which related to stock-based compensation and related payroll taxes), a $1.6 million increase in computer hardware and software costs, and a $1.2 million increase in professional services fees, all as a result of the growth in our employee base and expanded development programs.

Research and development expenses increased $59.9 million , or 58.7% , for the six months ended June 30, 2019 compared to the same period in 2018 , due to an increase of $54.5 million in employee-related costs ($19.2 million of which related to stock-based compensation and related payroll taxes), a $3.0 million increase in computer hardware and software costs, and a $2.4 million increase in professional services fees, all as a result of the growth in our employee base and expanded development programs.

General and Administrative

	Three months ended June 30,		2019 vs. 2018	Six months ended June 30,		2019 vs. 2018
	2019	2018	% Change	2019	2018	% Change
			(in thousands, except percentages)			
General and administrative	$ 39,655	$ 25,924	53.0 %	$ 74,359	$ 46,599	59.6%
Percentage of total revenues	11.0 %	10.6 %		10.9 %	10.1 %	

General and administrative expenses increased $13.7 million , or 53.0% , for the three months ended June 30, 2019 compared to the same period in 2018 , due to an increase of $6.5 million in employee-related costs ($3.1 million of which related to stock-based compensation and related payroll taxes), a $2.4 million increase in losses related to Shopify Payments, a $2.2 million increase in professional services fees for legal and tax services, a $1.4 million increase in finance costs, which includes sales and use and other value added taxes, insurance, and bank fees, a $0.5 million increase in general bad debt expense, a $0.4 million increase in losses and insurance costs related to Shopify Capital, and a $0.3 million increase in computer and software costs.

General and administrative expenses increased $27.8 million , or 59.6% , for the six months ended June 30, 2019 compared to the same period in 2018 , due to an increase of $15.0 million in employee-related costs ($6.1 million of which related to stock-based compensation and related payroll taxes), a $4.3 million increase in losses related to Shopify Payments, a $2.8 million increase in professional services fees for legal and tax services, a $2.6 million increase in finance costs, which includes sales and use and other value added taxes, insurance, and bank fees, a $1.8 million increase in losses and insurance costs related to Shopify Capital, a $0.7 million increase in general bad debt expense, and a $0.6 million increase in computer and software costs.

Other Income (Expenses)

	Three months ended June 30,		2019 vs. 2018	Six months ended June 30,		2019 vs. 2018
	2019	2018	% Change	2019	2018	% Change
	(in thousands, except percentages)					
Other income (expenses), net	$ 10,942	$ 6,808	*	$ 22,581	$ 11,239	*

* Not a meaningful comparison

In the three months ended June 30, 2019 we had other income of $10.9 million , compared to other income of $6.8 million in the same period in 2018 . The increase was driven mainly by an increase in interest income of $4.7 million, primarily as a result of our increased cash, cash equivalents and marketable securities balances. This was slightly offset by the fact that the foreign exchange loss of $0.6 million in 2018 increased to $1.2 million in 2019, resulting in a decrease in other income of $0.6 million.

In the six months ended June 30, 2019 we had other income of $22.6 million , compared to other income of $11.2 million in the same period in 2018 . The increase was driven mainly by an increase in interest income of $12.2 million, primarily as a result of our increased cash, cash equivalents and marketable securities balances. This was slightly offset by the fact that the foreign exchange loss of $0.9 million in 2018 increased to $1.7 million in 2019, resulting in a decrease in other income of $0.8 million.

Summary of Quarterly Results

The following table sets forth selected unaudited quarterly results of operations data for each of the eight quarters ended June 30, 2019 . The information for each of these quarters has been derived from unaudited condensed consolidated financial statements that were prepared on the same basis as the audited annual financial statements and, in the opinion of management, reflects all adjustments, which includes only normal recurring adjustments, necessary for the fair presentation of the results of operations for these periods in accordance with U.S. GAAP. This data should be read in conjunction with our unaudited condensed consolidated financial statements and audited consolidated financial statements and related notes for the relevant period. These quarterly operating results are not necessarily indicative of our operating results for a full year or any future period.

	Three months ended							
	Jun 30, 2019	Mar 31, 2019	Dec 31, 2018	Sep 30, 2018	June 30, 2018	Mar 31, 2018	Dec 31, 2017	Sep 30, 2017
	(in thousands, except per share data)							
Revenues:								
Subscription solutions	$ 153,047	$ 140,451	$ 133,560	$ 120,517	$ 110,721	$ 100,198	$ 93,918	$ 82,435
Merchant solutions	208,932	180,031	210,302	149,547	134,242	114,142	128,896	89,021
	361,979	320,482	343,862	270,064	244,963	214,340	222,814	171,456
Cost of revenues: (1)								
Subscription solutions	29,538	$ 27,985	$ 26,706	$ 26,600	$ 24,524	23,160	19,867	15,458
Merchant solutions	127,676	112,206	131,413	93,737	83,484	67,338	81,802	55,971
	157,214	140,191	158,119	120,337	108,008	90,498	101,669	71,429
Gross profit	204,765	180,291	185,743	149,727	136,955	123,842	121,145	100,027
Operating expenses:								
Sales and marketing (1)	119,210	105,022	95,163	91,635	87,487	75,784	67,174	58,314
Research and development (1)	85,520	76,355	67,024	61,629	54,305	47,716	40,339	36,350
General and administrative (1)	39,655	34,704	33,014	27,831	25,924	20,675	19,745	18,039
Total operating expenses	244,385	216,081	195,201	181,095	167,716	144,175	127,258	112,703
Loss from operations	(39,620)	(35,790)	(9,458)	(31,368)	(30,761)	(20,333)	(6,113)	(12,676)
Other income	10,942	11,639	7,944	8,184	6,808	4,431	3,126	3,296
Net loss	$ (28,678)	$ (24,151)	$ (1,514)	$ (23,184)	$ (23,953)	$ (15,902)	$ (2,987)	$ (9,380)
Basic and diluted net loss per share attributable to shareholders	$ (0.26)	$ (0.22)	$ (0.01)	$ (0.22)	$ (0.23)	$ (0.16)	$ (0.03)	$ (0.09)

(1) Includes stock-based compensation expense and related payroll taxes as follows:

	Three months ended							
	Jun 30, 2019	Mar 31, 2019	Dec 31, 2018	Sep 30, 2018	June 30, 2018	Mar 31, 2018	Dec 31, 2017	Sep 30, 2017
	(in thousands)							
Cost of revenues	$ 1,026	$ 814	$ 660	$ 655	$ 637	$ 489	$ 370	$ 355
Sales and marketing	9,511	7,645	6,641	6,397	6,249	4,769	3,182	2,729
Research and development	26,448	19,923	16,769	15,669	15,221	11,916	10,843	9,324
General and administrative	7,444	6,031	5,356	5,007	4,386	2,941	3,302	1,981
	$ 44,429	$ 34,413	$ 29,426	$ 27,728	$ 26,493	$ 20,115	$ 17,697	$ 14,389

The following table sets forth selected unaudited quarterly statements of operations data as a percentage of total revenues for each of the eight quarters ended June 30, 2019 .

	Three months ended							
	Jun 30, 2019	**Mar 31, 2019**	**Dec 31, 2018**	**Sep 30, 2018**	**June 30, 2018**	**Mar 31, 2018**	**Dec 31, 2017**	**Sep 30, 2017**
Revenues								
Subscription solutions	42.3 %	43.8 %	38.8 %	44.6 %	45.2 %	46.7 %	42.2 %	48.1 %
Merchant solutions	57.7 %	56.2 %	61.2 %	55.4 %	54.8 %	53.3 %	57.8 %	51.9 %
	100.0 %	100.0 %	100.0 %	100.0 %	100.0 %	100.0 %	100.0 %	100.0 %
Cost of revenues								
Subscription solutions	8.2 %	8.7 %	7.8 %	9.8 %	10.0 %	10.8 %	8.9 %	9.0 %
Merchant solutions	35.3 %	35.0 %	38.2 %	34.7 %	34.1 %	31.4 %	36.7 %	32.6 %
	43.5 %	43.7 %	46.0 %	44.5 %	44.1 %	42.2 %	45.6 %	41.6 %
Gross profit	56.6 %	56.3 %	54.0 %	55.4 %	55.9 %	57.8 %	54.4 %	58.3 %
Operating expenses:								
Sales and marketing	32.9 %	32.8 %	27.7 %	33.9 %	35.7 %	35.4 %	30.1 %	34.0 %
Research and development	23.6 %	23.8 %	19.5 %	22.8 %	22.2 %	22.3 %	18.1 %	21.2 %
General and administrative	11.0 %	10.8 %	9.6 %	10.3 %	10.6 %	9.6 %	8.9 %	10.5 %
	67.5 %	67.4 %	56.8 %	67.0 %	68.5 %	67.3 %	57.1 %	65.7 %
Loss from operations	(10.9)%	(11.2)%	(2.8)%	(11.6)%	(12.6)%	(9.5)%	(2.7)%	(7.4)%
Other income	3.0 %	3.6 %	2.3 %	3.0 %	2.8 %	2.1 %	1.4 %	1.9 %
Net loss	(7.9)%	(7.5)%	(0.4)%	(8.6)%	(9.8)%	(7.4)%	(1.3)%	(5.5)%

We believe that year-over-year comparisons are more meaningful than our sequential results due to seasonality in our business. While we believe that this seasonality has affected and will continue to affect our quarterly results, our rapid growth has largely masked seasonal trends to date. Our merchant solutions revenues are directionally correlated with our merchants' GMV. Our merchants' GMV typically increases during the holiday season. As a result, we have historically generated higher merchant solutions revenues in our fourth quarter than in other quarters. As a result of the continued growth of our merchant solutions offerings, we believe that our business may become more seasonal in the future, and that historical patterns in our business may not be a reliable indicator of our future performance.

Quarterly Revenue and Gross Margin Trends

Revenues experienced a seasonal decrease in our first quarters as buyers typically reduce their spending following the holiday season resulting in a seasonal decrease in GMV per merchant, which was not completely offset by merchant and MRR growth. Subsequently, revenues have increased in each of the next three quarters as a result of merchant, MRR, and overall GMV growth. Our merchants have processed additional GMV during the fourth quarter holiday seasons, and as a result we have generated higher merchant solutions revenues in our fourth quarters compared to other quarters. As a result of the continued growth of our merchant solutions offerings, we believe that our business may become more seasonal in the future.

Our gross margin percentage has varied over the past eight quarters and is generally driven by the mix between our higher margin subscription solutions revenue and lower margin merchant solutions revenue. While our total revenues have increased in recent periods, the mix has shifted towards merchant solutions revenue, most notably in the fourth quarter due to higher holiday volume of orders facilitated and the resulting Shopify Payments revenue during this period. We expect this overall trend to continue over time.

Quarterly Operating Expenses Trends

Total operating expenses have increased sequentially for each period presented primarily due to the addition of personnel in connection with the expansion of our business as well as additional marketing initiatives to attract potential merchants.

Key Balance Sheet Information

	June 30, 2019	December 31, 2018
	(in thousands)	
Cash, cash equivalents and marketable securities	$ 2,013,331	$ 1,969,670
Total assets	2,467,298	2,254,785
Total liabilities	306,114	164,017
Total non-current liabilities	112,763	25,329

Total assets increased $212.5 million as at June 30, 2019 compared to December 31, 2018 , principally due to the adoption of the new lease accounting standard, further discussed in the "Critical Accounting Policies and Estimates " section below , which resulted in the addition of right-of-use assets totaling $98.3 million as at June 30, 2019 . The increase in total assets was also driven by a $43.7 million increase in cash, cash equivalents and marketable securities, a $23.7 million increase in merchant cash advances and loans receivable, a $22.5 million increase in property and equipment, largely related to leaseholds for our offices, a $10.3 million increase in goodwill related to business acquisitions, and a $4.1 million increase in forward contract assets. Total liabilities increased by $142.1 million , principally as a result of the adoption of the new leasing standard, which resulted in $89.6 million of additional lease liabilities related to obtaining right-of-use assets. The increase was also due to an increase in accounts payable and accrued liabilities of $45.0 million, which was due to an increase in payroll liabilities and payment processing and interchange fees, partly offset by a decrease in foreign exchange forward contract liabilities. The growth in sales of our subscription solutions offering resulted in an increase of deferred revenue of $6.7 million.

Liquidity and Capital Resources

To date, we have financed our operations primarily through the sale of equity securities, raising approximately $2.0 billion, net of issuance costs, from investors.

In February 2018, the Company completed a public offering, in which it issued and sold 4,800,000 Class A subordinate voting shares at a public offering price of $137.00 per share. The Company received total net proceeds of $647.0 million after deducting offering fees and expenses of $10.6 million .

In July 2018, due to the expiry of our previous short-form base shelf prospectus, we filed a new short-form base shelf prospectus with the Securities Commissions in each of the provinces and territories of Canada, except Quebec, and a corresponding shelf registration statement on Form F-10 with the U.S. Securities and Exchange Commission. The shelf prospectus and registration statement allow Shopify to offer up to $5.0 billion of Class A subordinate voting shares, preferred shares, debt securities, warrants, subscription receipts, units, or any combination thereof, from time to time during the 25-month period that the shelf prospectus is effective.

In December 2018, the Company completed a public offering, in which it issued and sold 2,600,000 Class A subordinate voting shares at a public offering price of $154.00 per share. The Company received total net proceeds of $394.7 million after deducting offering fees and expenses of $5.7 million .

Our principal cash requirements are for working capital and capital expenditures. Excluding current deferred revenue, working capital at June 30, 2019 was $2,063.5 million . Given the ongoing cash generated from operations and our existing cash and cash equivalents, we believe there is sufficient liquidity to meet our current and planned financial obligations over the next 12 months. Our future financing requirements will depend on many factors including our growth rate, subscription renewal activity, the timing and extent of spending to support development of our platform, the expansion of sales and marketing activities, payments related to taxable income, and potential mergers and acquisitions activity. Although we currently are not a party to any material undisclosed agreement and do not have any understanding with any third-parties with respect to potential material investments in, or acquisitions of, businesses or technologies, we may enter into these types of arrangements in the future, which could also require us to seek additional equity or debt financing. Additional funds may not be available on terms favorable to us or at all.

Cash, Cash Equivalents and Marketable Securities

Cash, cash equivalents, and marketable securities increased by $43.7 million to $2,013.3 million as at June 30, 2019 from $ 1,969.7 million as at December 31, 2018 , primarily as a result of cash provided by our operating activities and proceeds from the exercise of stock options.

Cash equivalents and marketable securities include money market funds, repurchase agreements, term deposits, U.S. and Canadian federal bonds, corporate bonds, and commercial paper, all maturing within the 12 months from June 30, 2019 .

The following table summarizes our total cash, cash equivalents and marketable securities as at June 30, 2019 and 2018 as well as our operating, investing and financing activities for the six months ended June 30, 2019 and 2018 :

	Six months ended June 30,	
	2019	2018
	(in thousands)	
Cash, cash equivalents and marketable securities (end of period)	$ 2,013,331	$ 1,574,168
Net cash provided by (used in):		
Operating activities	$ 47,402	$ (2,797)
Investing activities	181,657	(581,118)
Financing activities	27,624	663,124
Effect of foreign exchange on cash and cash equivalents	1,624	(1,085)
Net increase in cash and cash equivalents	258,307	78,124
Change in marketable securities	(214,646)	558,005
Net increase in cash, cash equivalents and marketable securities	$ 43,661	$ 636,129

Cash Flows From Operating Activities

Our largest source of operating cash is from subscription solutions. These payments are typically paid to us at the beginning of the applicable subscription period, except for our Shopify Plus merchants who typically pay us at the end of their monthly billing cycle. We also generate significant cash flows from our Shopify Payments processing fee arrangements, which are received on a daily basis as transactions are processed. Our primary uses of cash from operating activities are for third-party payment processing fees, employee-related expenditures, advancing funds to merchants through Shopify Capital, marketing programs, third-party shipping partners, outsourced hosting costs, and leased facilities.

For the six months ended June 30, 2019 , cash provided by operating activities was $47.4 million . This was primarily as a result of our net loss of $52.8 million , which once adjusted for $70.4 million of stock-based compensation expense, $14.2 million of amortization and depreciation, a $7.5 million increase of our provision for uncollectible merchant cash advances and loans, and an unrealized foreign exchange loss of $1.9 million , contributed $41.3 million of positive cash flows. Additional cash of $63.8 million resulted from the following increases in operating liabilities: $55.9 million in accounts payable and accrued liabilities due to payroll liabilities and payment processing and interchange fees; $6.3 million in deferred revenue due to the growth in sales of our subscription solutions; and $1.6 million in lease assets and liabilities as a result of receiving payment for certain inducements. These were offset by $57.7 million of cash used resulting from the following increases in operating assets: $31.2 million in merchant cash advances and loans as we continue to grow Shopify Capital; $20.5 million in trade and other receivables, and $5.9 million in other current assets driven primarily by an increase in deposits and prepaid expenses.

For the six months ended June 30, 2018 , cash used by operating activities was $2.8 million . This was primarily as a result of our net loss of $39.9 million , which once adjusted for $42.1 million of stock-based compensation expense, $15.0 million of amortization and depreciation, a $4.1 million increase of our provision for uncollectible merchant cash advances, and an unrealized foreign exchange gain of $0.4 million , contributed $21.7 million of positive cash flows. Additional cash of $34.4 million resulted from the following increases in operating liabilities: $27.3 million in accounts payable and accrued liabilities; $4.6 million in deferred revenue; and $2.5 million in lease liabilities. These were offset by $58.9 million of cash used resulting from the following increases in operating assets: $37.0 million in merchant cash advances; $16.4 million in trade and other receivables; and $5.5 million in other current assets.

Cash Flows From Investing Activities

Cash flows used in investing activities are primarily related to the purchase and sale of marketable securities, leasehold improvements and furniture and fixtures to support our expanding infrastructure and workforce, business acquisitions, purchases of computer equipment, and software development costs eligible for capitalization.

Net cash provided by investing activities in the six months ended June 30, 2019 was $ 181.7 million , which was driven by net maturities of $226.5 million in marketable securities offset by $ 30.4 million used to purchase property and equipment, which primarily consisted of expenditures on leasehold improvements, $12.5 million used to make business acquisitions, and $1.9 million used for purchasing and developing software to add functionality to our platform and support our expanding merchant base.

Net cash used in investing activities in the six months ended June 30, 2018 was $ 581.1 million , reflecting net purchases of $552.9 million in marketable securities. Cash used in investing activities also included $15.1 million used to purchase property and equipment, which primarily consisted of expenditures on leasehold improvements, $9.4 million used towards the development of software, and $3.7 million used to make a business acquisition.

Cash Flows From Financing Activities

To date, cash flows from financing activities have related to proceeds from private placements, public offerings, and exercises of stock options.

Net cash provided by financing activities in the six months ended June 30, 2019 was $ 27.6 million driven by the proceeds from the issuance of Class A subordinate voting shares and Class B multiple voting shares as a result of stock option exercises. This compares to $663.1 million for the same period in 2018 of which $647.0 million was raised by our February 2018 public offering while the remaining $16.1 million related to stock option exercises.

Contractual Obligations and Contingencies

Our principal commitments consist of obligations under our operating leases for office space. The following table summarizes our contractual obligations as of June 30, 2019 :

	Payments Due by Period				
	Less Than 1 Year	1 to 3 Years	3 to 5 Years	More Than 5 Years	Total
			(in thousands)		
Bank indebtedness	$ —	$ —	$ —	$ —	$ —
Operating lease and unconditional purchase obligations (1)	31,811	96,802	78,368	341,566	548,547
Total contractual obligations	$ 31,811	$ 96,802	$ 78,368	$ 341,566	$ 548,547

(1) Consists of payment obligations under our office leases as well as other unconditional purchase obligations.

Off-Balance Sheet Arrangements

We have no material off-balance sheet arrangements, other than operating leases and other unconditional purchase obligations (which have been disclosed above under "Contractual Obligations and Contingencies").

Quantitative and Qualitative Disclosures about Market Risk

We are exposed to a variety of risks, including foreign currency exchange fluctuations, changes in interest rates, concentration of credit and inflation. We regularly assess currency, interest rate and inflation risks to minimize any adverse effects on our business as a result of those factors.

Foreign Currency Exchange Risk

While the majority of our revenues are denominated in USD, a significant portion of operating expenses are incurred in CAD. As a result, our earnings are adversely affected by an increase in the value of the CAD relative to the USD. Foreign currency forward contracts are used to hedge against the earning effects of such fluctuations.

Effect of Foreign Exchange Rates

The following non-GAAP financial measure converts our revenues, cost of revenues, operating expenses, and loss from operations using the comparative period's monthly average exchange rates:

	Six months ended June 30,			
	2019			2018
	GAAP Amounts As Reported	Exchange Rate Effect (1)	At Prior Year Effective Rates (2)	GAAP Amounts As Reported
	(in thousands)			
Revenues	$ 682,461	$ 392	$ 682,853	$ 459,303
Cost of revenues	(297,405)	(357)	(297,762)	(198,506)
Operating expenses	(460,466)	(2,046)	(462,512)	(311,891)
Loss from operations	$ (75,410)	$ (2,011)	$ (77,421)	$ (51,094)

(1) Represents the increase or decrease in GAAP amounts reported resulting from using the comparative period's effective CAD-USD foreign exchange rates.

(2) Represents the outcome that would have resulted if the comparative period's effective CAD-USD foreign exchange rates are applied to the current reporting period.

This effect of foreign exchange rates on our consolidated statements of operations disclosure is a supplement to our consolidated financial statements, which are prepared and presented in accordance with U.S. GAAP. We have provided the above non-GAAP disclosure as we believe it presents a clearer comparison of our period to period operating results by removing the impact of fluctuations in the CAD to USD exchange rate and to assist investors in understanding our financial and operating performance. Non-GAAP financial measures are not recognized measures for financial statement presentation under U.S. GAAP, do not have standardized meanings, and may not be comparable to similar measures presented by other public companies. Such non-GAAP financial measures should be considered as a supplement to, and not as a substitute for, or superior to, the corresponding measures calculated in accordance with U.S. GAAP.

Interest Rate Sensitivity

We had cash, cash equivalents and marketable securities totaling $ 2,013.3 million as of June 30, 2019 . The cash and cash equivalents are held for operations and working capital purposes. Our investments are made for capital preservation purposes. We do not enter into investments for trading or speculative purposes.

Our cash equivalents and our portfolio of marketable securities are subject to market risk due to changes in interest rates. Fixed rate securities may have their market value adversely affected due to a rise in interest rates. Our future investment income may fall short of our expectations due to changes in interest rates or we may suffer losses in principal if we are forced to sell securities that decline in market value due to changes in interest rates. However, because we classify our debt securities as "held to maturity," no gains or losses are recognized due to changes in interest rates unless such securities are sold prior to maturity or declines in fair value are determined to be other than temporary.

Concentration of Credit Risk

The Company’s cash and cash equivalents, marketable securities, trade and other receivables, merchant cash advances and loans receivable, and foreign exchange derivative products subject the Company to concentrations of credit risk. Management mitigates this risk associated with cash and cash equivalents by making deposits and entering into foreign exchange derivative products only with large banks and financial institutions that are considered to be highly credit worthy. Management mitigates the risks associated with marketable securities by adhering to its investment policy, which stipulates minimum rating requirements, maximum investment exposures and maximum maturities. Due to the Company’s diversified merchant base, there is no particular concentration of credit risk related to the Company’s trade and other receivables and merchant cash advances and loans receivable. Trade and other receivables and merchant cash advances and loans receivable are monitored on an ongoing basis to ensure timely collection of amounts. The Company has mitigated some of the risks associated with Shopify Capital by entering into an agreement with a third party to insure some of the merchant cash advances offered by Shopify Capital. There are no receivables from individual merchants accounting for 10% or more of revenues or receivables.

Inflation Risk

We do not believe that inflation has had a material effect on our business, financial condition or results of operations. If our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through price increases. Our inability or failure to do so could harm our business, financial condition and results of operations.

Disclosure Controls and Procedures and Internal Control Over Financial Reporting

Management of the Company, under the supervision of the Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), is responsible for establishing and maintaining disclosure controls and procedures to provide reasonable assurance that all material information relating to the Company, including its consolidated subsidiaries, is made known to the CEO and CFO to ensure appropriate and timely decisions are made regarding public disclosure.

Management of the Company, under the supervision of the Company's CEO and CFO, is responsible for establishing and maintaining adequate internal control over the Company's financial reporting, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with U.S. GAAP.

The Company's CEO and CFO certified the Company's annual report on Form 40-F for the year ended December 31, 2018, as required by Section 302 and Section 906 of the United States Sarbanes-Oxley Act of 2002 ("SOX"). The Company relied on the statutory exemption contained in section 8.1 of National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), which allows it to file with the Canadian securities regulatory authorities the certificates required under SOX as soon as practicable after such certificates are filed with or furnished to the SEC.

As of June 30, 2019, the Company's CEO and CFO were satisfied with the effectiveness of the Company's disclosure controls and procedures. In accordance with the Canadian Securities Administrators NI 52-109, the Company has filed interim certificates signed by the CEO and the CFO that, among other things, report on the appropriateness of the financial disclosure, the design of disclosure controls and procedures, and the design of internal control over financial reporting.

Changes in Internal Control Over Financial Reporting

During the period covered by this quarterly report, there were no significant changes in the Company's internal control over financial reporting, or any other factors that could significantly affect such internal control, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Critical Accounting Policies and Estimates

We prepare our consolidated financial statements in accordance with U.S. GAAP. In the preparation of these consolidated financial statements, we are required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, costs and expenses and related disclosures. To the extent that there are material differences between these estimates and actual results, our financial condition or results of operations would be affected. We base our estimates on past experience and other assumptions that we believe are reasonable under the circumstances, and we re-evaluate these estimates on an ongoing basis.

Other than the adoption of ASU No. 2018-15, Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract and the new leasing standard described below, there have been no significant changes in our critical accounting policies and estimates during the six months ended June 30, 2019 as compared to the critical accounting policies and estimates described in our most recent annual consolidated financial statements.

In February 2016, the Financial Accounting Standards Board issued ASU No. 2016-02, Leases (Topic 842), which requires a lessee to record a right-of-use asset and a corresponding lease liability, initially measured at the present value of the lease payments, on the balance sheet for all leases with terms longer than 12 months, as well as the disclosure of key information about leasing arrangements. The standard requires recognition in the statement of operations of a single lease cost, calculated so that the cost of the lease is allocated over the lease term, generally on a straight-line basis. This standard also requires classification of all cash payments within operating activities in the statement of cash flows. In July 2018, the Financial Accounting Standards Board issued ASU No. 2018-11, Leases - Targeted Improvements, which provides an additional transition method.

The Company adopted the new leasing standard effective January 1, 2019, using the modified retrospective approach and applying the transition method which does not require adjustments to comparative periods nor require modified disclosures in the comparative periods. The Company elected the package of practical expedients to not reassess whether a contract is or contains a lease, lease classification, and initial direct costs for contracts that expired or existed prior to the effective date. As the lessee to material operating leases, the most significant impact of adoption of the new leasing standard relates to the recognition of right-of-use assets of $91.1 million and lease liabilities of $103.3 million as of January 1, 2019 for the Company's operating leases.

The Company accounts for leases by first determining if an arrangement is a lease at inception. Right-of-use assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. The right-of-use assets and lease liabilities are recognized at commencement date based on the present value of lease payments over the lease term. The Company's leases do not provide an implicit rate, therefore, the incremental borrowing rate based on the information available at commencement date was used to determine the present value of lease payments. The right-of-use assets exclude lease incentives, which are accounted as a reduction of lease liabilities if they have not yet been received. The Company's lease terms may include options to extend or terminate the lease. These options are included in the lease terms when it is reasonably certain they will be exercised. Lease expense related to lease components is recognized on a straight-line basis over the lease term.

The Company's lease agreements include lease and non-lease components, which are accounted for separately under Topic 842. Variable lease components and non-lease components are excluded from the lease payments used to calculate the right-of-use assets and lease liabilities. As the Company previously included non-lease components in the calculation of lease incentives under Topic 840, the transition to Topic 842 resulted in an $8.4 million cumulative adjustment to reduce opening accumulated deficit.

Recently Issued Accounting Pronouncements Not Yet Adopted

See "Recent Accounting Pronouncements Not Yet Adopted" described in Note 3 of the Notes to the Condensed Consolidated Financial Statements.

Shares Outstanding

Shopify is a publicly traded company listed on the New York Stock Exchange (NYSE: SHOP) and on the Toronto Stock Exchange (TSX: SHOP). As of July 26, 2019 there were 100,335,518 Class A subordinate voting shares issued and outstanding, and 12,231,344 Class B multiple voting shares issued and outstanding.

As of July 26, 2019 there were 1,754,264 options outstanding under the Company's Fourth Amended and Restated Incentive Stock Option Plan, of which 1,748,834 were vested as of such date. Each such option is or will become exercisable for one Class B multiple voting share. As of July 26, 2019 there were 2,497,665 options outstanding under the Company's Amended and Restated Stock Option Plan, of which 916,495 were vested as of such date. Each such option is or will become exercisable for one Class A subordinate voting share.

As of July 26, 2019 there were 2,322,734 RSUs and 619 DSUs outstanding under the Company's Amended and Restated Long Term Incentive Plan. Each such RSU or DSU will vest as one Class A subordinate voting share.

EXHIBIT 99.3

FORM 52-109F2
CERTIFICATION OF INTERIM FILINGS
FULL CERTIFICATE

I, **Tobias Lütke, Chief Executive Officer of Shopify Inc.** , certify the following:

1. ***Review*** : I have reviewed the interim financial report and interim MD&A (together, the "interim filings") of **Shopify Inc.** (the "issuer") for the interim period ended **June 30, 2019** .
2. ***No misrepresentations*** : Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.
3. ***Fair presentation*** : Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.
4. ***Responsibility*** : The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuer's Annual and Interim Filings* , for the issuer.
5. ***Design*** : Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer's other certifying officer and I have, as at the end of the period covered by the interim filings

(a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that

(i) material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and

(ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(b) designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

5.1 **Control framework** : The control framework the issuer's other certifying officer and I used to design the issuer's ICFR is the Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

5.2 N/A

5.3 N/A

6. ***Reporting changes in ICFR*** : The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on **April 1, 2019** and ended on **June 30, 2019** that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

Date: **August 1, 2019**

/s/ Tobias Lütke

Tobias Lütke
Chief Executive Officer

EXHIBIT 99.4

FORM 52-109F2
CERTIFICATION OF INTERIM FILINGS
FULL CERTIFICATE

I, **Amy Shapero, Chief Financial Officer of Shopify Inc.** , certify the following:

1. ***Review*** : I have reviewed the interim financial report and interim MD&A (together, the "interim filings") of **Shopify Inc.** (the "issuer") for the interim period ended **June 30, 2019** .

2. ***No misrepresentations*** : Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.

3. ***Fair presentation*** : Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

4. ***Responsibility*** : The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuer's Annual and Interim Filings* , for the issuer.

5. ***Design*** : Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer's other certifying officer and I have, as at the end of the period covered by the interim filings

(a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that

(i) material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and

(ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(b) designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

5.1 **Control framework** : The control framework the issuer's other certifying officer and I used to design the issuer's ICFR is the Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

5.2 N/A

5.3 N/A

6. ***Reporting changes in ICFR*** : The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on **April 1, 2019** and ended on **June 30, 2019** that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

Date: **August 1, 2019**

/s/ Amy Shapero

Amy Shapero
Chief Financial Officer