

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0104
Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>Priore Thomas Charles</u> (Last) (First) (Middle) <u>C/O PRIORITY TECHNOLOGY HOLDINGS, INC.</u> <u>2001 WESTSIDE PARKWAY, SUITE 155</u> (Street) <u>ALPHARETTA, GA 30004</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>07/25/2018</u>	3. Issuer Name and Ticker or Trading Symbol <u>Priority Technology Holdings, Inc. [PRTH]</u>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director ☒ 10% Owner ☒ Officer (give title below) Other (specify below) <u>Executive Chairman</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person ☒ Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	46,051,986 ⁽¹⁾	D	
Common Stock	3,042,694 ⁽²⁾	I	See Footnote ⁽³⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrant	08/24/2018	07/25/2023	Common Stock	319,087	11.5	D	
Warrant	08/24/2018	07/25/2023	Common Stock	20,403	11.5	I	See Footnote ⁽⁴⁾

1. Name and Address of Reporting Person* <u>Priore Thomas Charles</u> (Last) (First) (Middle) <u>C/O PRIORITY TECHNOLOGY HOLDINGS, INC.</u> <u>2001 WESTSIDE PARKWAY, SUITE 155</u> (Street) <u>ALPHARETTA, GA 30004</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Priority Incentive Equity Holdings, LLC</u> (Last) (First) (Middle) <u>C/O PRIORITY TECHNOLOGY HOLDINGS, INC.</u> <u>2001 WESTSIDE PARKWAY, SUITE 155</u> (Street) <u>ALPHARETTA, GA 30004</u> (City) (State) (Zip)

Explanation of Responses:

1. 319,087 shares of these common stock are parts of units that contains warrants, referenced in Table II of this Form 3.
2. 20,403 shares of these common stock are parts of units that contains warrants, referenced in Table II of this Form 3.
3. These securities are directly held by Priority Incentive Equity Holdings, LLC. Thomas Priore is the managing member of Priority Investment Holdings LLC, which is the non-member manager of Priority Incentive Equity Holdings, LLC. Thomas Priore disclaims beneficial ownership of the securities held by Priority Incentive Equity Holdings, LLC except to the extent of his pecuniary interest therein, if any.

Priority Incentive Equity Holdings, LLC, By: Priority Investment Holdings LLC, its Manager, By: /s/ Thomas Priore, its Managing Member 08/02/2018

/s/ Thomas Priore 08/02/2018

** Signature of Reporting Person Date

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.