

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Kiewiet Sean</u> (Last) (First) (Middle) C/O PRIORITY TECHNOLOGY HOLDINGS, INC. 2001 WESTSIDE PARKWAY, SUITE 155 (Street) ALPHARETTA GA 30004 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Priority Technology Holdings, Inc.</u> [PRTX] 3. Date of Earliest Transaction (Month/Day/Year) 08/04/2020 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <table border="0"> <tr> <td>☐ Director</td> <td>☐ 10% Owner</td> </tr> <tr> <td>☒ Officer (give title below)</td> <td>☐ Other (specify below)</td> </tr> <tr> <td colspan="2" style="text-align: center;">Chief Technology Officer</td> </tr> </table> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person	☐ Director	☐ 10% Owner	☒ Officer (give title below)	☐ Other (specify below)	Chief Technology Officer	
☐ Director	☐ 10% Owner							
☒ Officer (give title below)	☐ Other (specify below)							
Chief Technology Officer								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/04/2020		S ⁽¹⁾		400	D	\$2.16	2,208,082	D	
Common Stock	08/04/2020		S ⁽¹⁾		100	D	\$2.18	2,207,982	D	
Common Stock	08/04/2020		S ⁽¹⁾		300	D	\$2.19	2,207,682	D	
Common Stock	08/04/2020		S ⁽¹⁾		900	D	\$2.2	2,206,782	D	
Common Stock	08/04/2020		S ⁽¹⁾		400	D	\$2.2001	2,206,382	D	
Common Stock	08/04/2020		S ⁽¹⁾		200	D	\$2.205	2,206,182	D	
Common Stock	08/04/2020		S ⁽¹⁾		400	D	\$2.21	2,205,782	D	
Common Stock	08/04/2020		S ⁽¹⁾		200	D	\$2.22	2,205,582	D	
Common Stock	08/04/2020		S ⁽¹⁾		114	D	\$2.24	2,205,468	D	
Common Stock	08/04/2020		S ⁽¹⁾		300	D	\$2.25	2,205,168	D	
Common Stock	08/04/2020		S ⁽¹⁾		600	D	\$2.255	2,204,568	D	
Common Stock	08/04/2020		S ⁽¹⁾		100	D	\$2.26	2,204,468	D	
Common Stock	08/04/2020		S ⁽¹⁾		100	D	\$2.27	2,204,368	D	
Common Stock	08/04/2020		S ⁽¹⁾		100	D	\$2.275	2,204,268	D	
Common Stock	08/04/2020		S ⁽¹⁾		200	D	\$2.28	2,204,068	D	
Common Stock	08/04/2020		S ⁽¹⁾		100	D	\$2.29	2,203,968	D	
Common Stock	08/04/2020		S ⁽¹⁾		114	D	\$2.31	2,203,854	D	
Common Stock	08/05/2020		S ⁽¹⁾		200	D	\$2.19	2,203,654	D	
Common Stock	08/05/2020		S ⁽¹⁾		200	D	\$2.21	2,203,454	D	
Common Stock	08/05/2020		S ⁽¹⁾		1,595	D	\$2.29	2,201,859	D	
Common Stock	08/05/2020		S ⁽¹⁾		100	D	\$2.31	2,201,759	D	
Common Stock	08/05/2020		S ⁽¹⁾		100	D	\$2.32	2,201,659	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

[illegible]

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)													
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	V	6A. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6B. Date Exercisable or Expiration Date (Month/Day/Year)	6C. Date and Time of Exercise or Expiration (Month/Day/Year)	7. Title of Underlying Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-trading plan adopted by the reporting person.													
Remarks													
/s/ Sean Kiewiet ** Signature of Reporting Person													
08/06/2020 Date													
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.													
* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).													
** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).													
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.													
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.													