
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 6)*

Priority Technology Holdings, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

74275G107

(CUSIP Number)

Thomas C. Priore
c/o Priority Technology Holdings, Inc., 2001 Westside Parkway, Suite 155
Alpharetta, GA, 30004
(800) 935-5961

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

12/17/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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

SCHEDULE 13D

CUSIP No. 74275G107

Name of reporting person

1

Thomas C. Priore

2

Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only
Source of funds (See Instructions)

4 OO
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 UNITED STATES

Sole Voting Power

7

Number of Shares Beneficially Owned by Each Reporting Person With:

33,919,486.00

Shared Voting Power

8

12,500,000.00

Sole Dispositive Power

9

33,919,486.00

Shared Dispositive Power

10

12,500,000.00

Aggregate amount beneficially owned by each reporting person

11 46,419,486.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
Percent of class represented by amount in Row (11)

13 56.7 %

Type of Reporting Person (See Instructions)

14 IN

Comment for Type of Reporting Person: ITEM 13 Calculated based on 81,871,568 shares of common stock of the Issuer outstanding as of October 31, 2025, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2025.

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a) Common Stock, par value \$0.001 per share

Name of Issuer:

(b) Priority Technology Holdings, Inc.

Address of Issuer's Principal Executive Offices:

(c) 2001 Westside Parkway, Suite 155, Alpharetta, GEORGIA , 30004.

Item 1 Comment: This Amendment No. 6 ("Amendment No. 6") is being filed by Thomas C. Priore (the "Reporting Person") and amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on July 25, 2018 (the "Original Schedule 13D"), Amendment No. 1 to the Original Schedule 13D filed with the SEC on August 21, 2019 ("Amendment No. 1"), Amendment No. 2 to the Original Schedule 13D filed with the SEC on November 19, 2019 ("Amendment No. 2"), Amendment No. 3 to the Original Schedule 13D filed with the SEC on April 6, 2020 ("Amendment No. 3"), Amendment No. 4 to the Original Schedule 13D filed with the SEC on June 21, 2024 ("Amendment No. 4") and Amendment No. 5 to Original Schedule 13D filed with the SEC on November 10, 2025 ("Amendment No. 5") and, together with the Original Schedule 13D, (the "Schedule 13D"). The

Schedule 13D remains in full force and effect, except as specifically amended by this Amendment No. 6. Capitalized terms used herein and not otherwise defined in this Amendment No. 6 have the meanings set forth in the Schedule 13D.

Item 4. Purpose of Transaction

Item 4 is hereby amended and supplemented to add the following: On December 17, 2025, the Reporting Person informed the Special Committee of the Issuer that, in response to an inquiry from the Special Committee regarding the proposal made by the Reporting Person on November 9, 2025, the Reporting Person is interested only in acquiring all of the outstanding equity interests of the Issuer not held by the investor group, and that he does not intend to sell his stake in the Issuer to any third party.

Item 5. Interest in Securities of the Issuer

See rows (11) and (13) of the cover page to this Amendment No. 6 for the aggregate number of shares of Common Stock and percentages of the Common Stock beneficially owned by the Reporting Person. The percentages used in this Amendment No. 6 are calculated based upon 81,871,568 shares of Common Stock of the Issuer outstanding as of October 31, 2025, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2025.

- (a) See rows (7) through (10) of the cover pages to this Amendment No. 6 for the number of shares of Common Stock as to which the Reporting Person has the sole or shared power to vote or direct the vote and sole or shared power to dispose or to direct the disposition.
- (b) There have been no transactions in the Common Stock effected during the past 60 days by the Reporting Person.
- (c) Not applicable.
- (d) Not applicable.
- (e) Not applicable.

Item 7. Material to be Filed as Exhibits.

Exhibit 99.1 - Letter, dated November 9, 2025.* *Previously filed

SIGNATURE

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

Thomas C. Priore

Signature: /s/ Thomas C. Priore

Name/Title: Thomas C. Priore

Date: 12/18/2025