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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

**PRIORITY TECHNOLOGY HOLDINGS, INC.**

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(Name of Issuer)

**Common stock, par value \$0.001 per share**

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(Title of Class of Securities)

**74275G107**

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(CUSIP Number)

**12/31/2024**

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(Date of Event Which Requires Filing of this Statement)

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

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

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SCHEDULE 13G

CUSIP No. 74275G107

Names of Reporting Persons

1

Trident VII, L.P.

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

CAYMAN ISLANDS

Number of Shares 5 Sole Voting Power

Beneficially Owned by Each Reporting Person With: 0.00  
Shared Voting Power  
6  
0.00  
Sole Dispositive Power  
7  
0.00  
Shared Dispositive Power  
8  
0.00

Aggregate Amount Beneficially Owned by Each Reporting Person

0.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

Percent of class represented by amount in row (9)

0 %

Type of Reporting Person (See Instructions)

PN

## SCHEDULE 13G

**CUSIP No.** 74275G107

Names of Reporting Persons

Trident Finxera Holdings LP

Check the appropriate box if a member of a Group (see instructions)

(a)

(b)

Sec Use Only

Citizenship or Place of Organization

DELAWARE

Sole Voting Power

0.00

Shared Voting Power

0.00

Sole Dispositive Power

0.00

Shared Dispositive Power

0.00

Aggregate Amount Beneficially Owned by Each Reporting Person

0.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

Percent of class represented by amount in row (9)

0 %  
Type of Reporting Person (See Instructions)

12

PN

## SCHEDULE 13G

**CUSIP No.** 74275G107

Names of Reporting Persons

1

Trident Finxera Holdings GP LLC

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

DELAWARE

Sole Voting Power

5

0.00

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With:

Shared Voting Power

6

0.00

Sole Dispositive Power

7

0.00

Shared Dispositive

8

Power

0.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

0.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

0 %

Type of Reporting Person (See Instructions)

12

OO

## SCHEDULE 13G

**CUSIP No.** 74275G107

Names of Reporting Persons

1

Trident Capital VII, L.P.

2

Check the appropriate box if a member of a Group (see instructions)

(a)

(b)

3 Sec Use Only  
Citizenship or Place of Organization

4 CAYMAN ISLANDS

Sole Voting Power

5  
0.00

Number of Shares Beneficially Owned by Each Reporting Person With:

6 Shared Voting Power

0.00

Sole Dispositive Power

7  
0.00

Shared Dispositive

8  
Power

0.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9  
0.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11  
0 %

Type of Reporting Person (See Instructions)

12  
PN

## SCHEDULE 13G

**CUSIP No.** 74275G107

Names of Reporting Persons

1  
Stone Point Capital LLC

Check the appropriate box if a member of a Group (see instructions)

2  
 (a)

(b)

3 Sec Use Only  
Citizenship or Place of Organization

4 DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:

5 Sole Voting Power

0.00

Shared Voting Power

6  
0.00

Sole Dispositive Power

7  
0.00

8 Shared Dispositive  
Power

0.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

0.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

0 %

Type of Reporting Person (See Instructions)

12

OO

## SCHEDULE 13G

Item 1.

Name of issuer:

(a)

PRIORITY TECHNOLOGY HOLDINGS, INC.

Address of issuer's principal executive offices:

(b)

2001 Westside Parkway, Suite 155, Alpharetta, GA 30004

Item 2.

Name of person filing:

(a)

(i) Trident Finxera Holdings LP ("Holdings LP"); (ii) Trident Finxera Holdings GP LLC ("Holdings GP LLC"); (iii) Trident VII, L.P. ("Trident VII"); (iv) Trident Capital VII, L.P. ("Trident VII GP"); (v) Stone Point Capital LLC ("Stone Point Capital")

Address or principal business office or, if none, residence:

(b)

The principal address of each of the Reporting Persons is c/o Stone Point Capital LLC, 20 Horseneck Lane, Greenwich, CT 06830.

Citizenship:

(c)

(i) Holdings LP - Delaware; (ii) Holdings GP LLC - Delaware; (iii) Trident VII - Cayman Islands; (iv) Trident VII GP - Cayman Islands; (v) Stone Point Capital - Delaware

Title of class of securities:

(d)

Common stock, par value \$0.001 per share

CUSIP No.:

(e)

74275G107

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a)

Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b)

Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c)

Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d)

Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e)

An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f)

An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g)

A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

(h)

A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i)

A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j)

A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

(k)

Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Amount beneficially owned:

(a) The information in items 5 through 9 and item 11 on the cover pages to this Schedule 13G is hereby incorporated by reference. As of the date hereof, none of the Reporting Persons beneficially own shares of Common Stock. All calculations of percentage ownership herein are based on an aggregate of 77,165,973 shares of Common Stock outstanding as of November 1, 2024, as disclosed in the Form 10-Q.

Percent of class:

(b) 0 %

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or to direct the vote:

0

(iii) Sole power to dispose or to direct the disposition of:

0

(iv) Shared power to dispose or to direct the disposition of:

0

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

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

Not Applicable

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

Not Applicable

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

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

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.

Trident VII, L.P.

Signature: /s/ Jacqueline Giammarco

Name/Title: Authorized Person

Date: 01/24/2025

Trident Finxera Holdings LP

Signature: /s/ Jacqueline Giammarco

Name/Title: Authorized Person

Date: 01/24/2025

Trident Finxera Holdings GP LLC

Signature: /s/ Jacqueline Giammarco

Name/Title: Authorized Person

Date: 01/24/2025

Trident Capital VII, L.P.

Signature: /s/ Jacqueline Giammarco

Name/Title: Authorized Person

Date: 01/24/2025

Stone Point Capital LLC

Signature: /s/ Jacqueline Giammarco

Name/Title: Managing Director and Chief Compliance Officer

Date: 01/24/2025

**Exhibit Information**

Exhibit 1. Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.