

United States
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 8-K

Current Report
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

November 2, 2018
Date of Report (Date of earliest event reported)

Priority Technology Holdings, Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or other jurisdiction of incorporation)

001-37872

(Commission File Number)

47-4257046

(I.R.S. Employer Identification No.)

2001 Westside Parkway
Suite 155
Alpharetta, GA

(Address of Principal Executive Offices)

30004

(Zip Code)

Registrant's telephone number, including area code: (800) 935-5961

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Mr. Timothy T. Schneible to Chief Operating Officer

On November 2, 2018, Priority Technology Holdings, Inc. (“Priority”) announced the appointment of Timothy T. Schneible, 45, as Chief Operating Officer as of October 22, 2018.

In connection with Mr. Schneible’s appointment as Chief Operating Officer, Priority and Mr. Schneible entered into an offer of employment letter (the “Offer Letter”) dated October 8, 2018. Pursuant to the Offer Letter, Mr. Schneible’s initial annual compensation includes: a base cash salary of \$295,000; potential discretionary incentive cash compensation ranging from 25%-60% of Mr. Schneible’s base annual cash salary; and participation in Priority’s employee benefit plans for Mr. Schneible and his eligible dependents. Subject to Priority approval, Mr. Schneible will also be eligible to participate in Priority’s equity incentive compensation plan.

Prior to joining Priority, Mr. Schneible spent 18 years holding operational and leadership positions in risk management, fraud and credit operations, call center management, and executive officer roles in payment operations for organizations including Bank One Corp., Barclaycard U.S., Worldpay, Inc., and Merchant e-Solutions, Inc. Between March 2015 and October 2018, Mr. Schneible served as Executive Vice President of Operations at Merchant e-Solutions, Inc. He previously served as a Senior Vice President at WorldPay, Inc. since June 2010.

There are no arrangements or understandings between Mr. Schneible and any other persons pursuant to which he was elected to serve as Chief Operating Officer and there are no family relationships between Mr. Schneible and any director or executive officer of Priority. Mr. Schneible has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

The foregoing description of the terms of the Offer Letter does not purport to be complete and is subject to, and qualified in its entirety by reference to, the Offer Letter, which is filed herewith as Exhibit 10.1 and is incorporated herein by reference.

On November 2, 2018, Priority issued a press release announcing Mr. Schneible’s appointment as Chief Operating Officer, a copy of which is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

Exhibit	Description
<u>10.1</u>	<u>Offer Letter dated October 8, 2018</u>
<u>99.1</u>	<u>Press Release dated November 2, 2018</u>

SIGNATURE

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 hereunto duly authorized.

Dated: November 2, 2018

PRIORITY TECHNOLOGY HOLDINGS, INC.

By: /s/ Bruce E. Mattox

Name: Bruce E. Mattox

Title: Chief Financial Officer



October 8, 2018

Dear Timothy,

It is my pleasure to extend Priority Technology Holdings, Inc. ("Company") conditional offer to employ you as Chief Operating Officer.

If you accept this offer, your start date will be October 22, 2018, or such other date as mutually agreed upon between yourself and the Executive Chairman. You will report to Tom Priore, Executive Chairman. We are excited about working with you and believe you have the ability to contribute to the success of this organization.

Your annualized starting base salary for this position will be \$295,000 (subject to appropriate tax withholdings and deductions, payable in accordance with the Company's normal payroll cycle) with an annual bonus potential of 25-60% of your annualized base salary that may be adjusted in the sole discretion of the Executive Chairman with any such annual bonus based on numerous factors, including the Company's performance, as well as, your individual performance. You will be eligible to participate in the Company's incentive equity compensation plan, the terms of which have not been finalized and participation level to be provided at the discretion of the Executive Chairman.

As an exempt employee, you will not be entitled to overtime pay and your salary is intended to cover all hours worked including any hours worked in excess of 40 in a workweek or overtime as otherwise mandated by applicable state law. The company processes payroll on a bi-weekly basis, with paydays on every other Friday.

During your employment, you will be eligible for our comprehensive benefits package and Paid Time Off (PTO) policies consistent with the Company's practices and applicable law and in accordance with the terms of the applicable benefit plans and policies as they currently exist and subject to any future modifications in the Company's discretion.

During your employment, you will be subject to all of the policies, rules, and regulations applicable to employees of the Company, as they currently exist and subject to any future modifications in the Company's discretion including, without limitation, maintain as confidential proprietary information of the Company. The requirement that you maintain as confidential proprietary information of the Company shall extend beyond termination of your employment.

Unless otherwise set forth in the terms of your Employment Agreement with the Company, your employment will be "at-will" and as such you will be free to leave your employment with the Company at any time. Similarly, the Company may terminate your employment at any time for any or no reason, with or without cause or notice. At-will status only may be modified on an individual or collective basis via the terms of your Employment Agreement or otherwise via a writing signed by the CEO or CFO of the Company.

By signing below, you acknowledge, represent and warrant to the Company that you are not now under any obligation of a contractual nature to any person, business or other entity which is inconsistent or in conflict with this letter or which would prevent you from performing work for, or otherwise restrict your activities at, the Company. **Please notify me if you are subject to any such obligation that may prevent you from performing work for, or otherwise restrict your activities at, the Company.**

Employment with the Company is contingent upon your successful completion of all of the Company's lawful pre-employment checks, which may include a background check. By signing below, you agree to execute any necessary consents to perform such checks. On your first day of employment, and as a condition of employment with the Company, you will be required to satisfactorily complete an I-9 form, which includes providing the Company with documentation establishing that you are authorized to work in the United States.

This letter is merely a summary of the principal terms of our employment offer and is not a contract of employment for any definite period of time. Further terms of your employment will be set forth in an Executive Employment Agreement to be negotiated and executed between the parties prior to your start date. In the event of any conflict between the terms of this offer letter and the terms of your Executive Employment Agreement, the terms of your Executive Employment Agreement will control.

We look forward to you being an integral part of our team. Your skill set, talent and experience will prove to be among our most valuable assets as we strive for continued success for the Company. If you have any questions regarding this offer, the terms or the position, please contact me directly.

Sincerely,

/s/ La Nise Hagan

La Nise Hagan
Assistant Vice President of Human Resources

By signing below, you acknowledge your acceptance of the terms of employment as set forth in this letter and that you are not relying on any representations other than those set forth in this letter.

Timothy T. Schneible

/s/ Timothy T. Schneible
Signature

October 8, 2018
Date

This signed letter must be returned to the Company by mail, email or fax

2001 WESTSIDE PARKWAY SUITE 155 ALPHARETTA GEORGIA 30004 PHONE 800 935 5961 FAX 770 667 2645 WWW.PRIORITYPAYMENTSYSTEMS.COM



Payments Operations Veteran Tim Schneible Joins Priority Technology Holdings, Inc as Chief Operating Officer

Alpharetta, GA (PR Newswire) November 2, 2018 - Priority Technology Holdings, Inc. [NASDAQ: PRTH] is pleased to announce the addition of Timothy T. Schneible as its Chief Operating Officer.

As Chief Operating Officer, Schneible will focus on streamlining Priority's business operations with the goal of reducing operational costs, increasing efficiencies, and improving profit margins across Priority's four revenue producing divisions: Priority Payment Systems, Priority Commercial Payments, Priority Institutional Services, and Priority Integrated Partners.

"Priority has experienced exceptional growth and organizational change in the past year. The time was right for our parent public company, Priority Technology Holdings, Inc., to expand our management team with the addition of an experienced senior payments operations executive to support the growing enterprise. We are very excited to have Tim join our team, as we believe his skill set and demeanor will fit well with our culture and business goals," commented Thomas C. Priore, Executive Chairman of Priority Technology Holdings.

Prior to joining Priority, Schneible spent 24 years holding key operational and leadership positions in risk management, fraud and credit operations, call center management, and executive roles in payment operations for organizations including Bank One, Barclay Card U.S., Worldpay Merchant Services, and Merchant E-Solutions.

"I have been familiar with many of Priority's senior executives, both on a personal and professional level, for several years and have admired their strategic vision for the future of payments and its impact on the growth of the company. I am excited to be joining Priority, and look forward to adding value to an already impressive organization," said Schneible.

About Priority Technology Holdings Inc.

Priority Technology Holdings, Inc. is a leading provider of merchant acquiring and commercial payment solutions, offering unique products and service capabilities to its merchant network and distribution partners. The enterprise operates from a purpose-built business platform that includes tailored customer service offerings and bespoke technology development, allowing it to provide end-to-end solutions for payment and payment-adjacent opportunities. Headquartered in Alpharetta, GA, Priority has approximately 520 employees and is led by an experienced team of payment technology executives.
