

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES

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

|                                                                                                                                                                                                                                                                                    |                                                                            |                                                                                                                                                                                           |                                                                                                                                                                                           |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person*<br><u>Favilla Christina M</u><br><br>(Last) (First) (Middle)<br><u>C/O PRIORITY TECHNOLOGY HOLDINGS, INC.</u><br><u>2001 WESTSIDE PARKWAY, SUITE 155</u><br><br>(Street)<br><u>ALPHARETTA GA</u> <u>30004</u><br><br>(City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year)<br><u>10/23/2019</u> | 3. Issuer Name and Ticker or Trading Symbol<br><u>Priority Technology Holdings, Inc. [ PRTH ]</u>                                                                                         |                                                                                                                                                                                           |
|                                                                                                                                                                                                                                                                                    |                                                                            | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below) | 5. If Amendment, Date of Original Filed (Month/Day/Year)                                                                                                                                  |
|                                                                                                                                                                                                                                                                                    |                                                                            |                                                                                                                                                                                           | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>Form filed by More than One Reporting Person |

| 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) |

| Table II - Derivative Securities Beneficially Owned<br>(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) |                            | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|                                                                                                                       | Date Exercisable                                         | Expiration Date | Title                                                                       | Amount or Number of Shares |                                                       |

Explanation of Responses:

Remarks:

No securities are beneficially owned.

/s/ Christina M Favilla 11/04/2019  
\*\* Signature of Reporting Person 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 5 (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.