

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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. [PRTH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Technology Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 05/26/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	05/26/2020		S ⁽¹⁾		100	D	\$1.66	2,311,559	D	
Common Stock	05/26/2020		S ⁽¹⁾		200	D	\$1.69	2,311,359	D	
Common Stock	05/26/2020		S ⁽¹⁾		689	D	\$1.7	2,310,670	D	
Common Stock	05/26/2020		S ⁽¹⁾		500	D	\$1.705	2,310,170	D	
Common Stock	05/26/2020		S ⁽¹⁾		124	D	\$1.71	2,310,046	D	
Common Stock	05/26/2020		S ⁽¹⁾		776	D	\$1.72	2,309,270	D	
Common Stock	05/26/2020		S ⁽¹⁾		100	D	\$1.73	2,309,170	D	
Common Stock	05/26/2020		S ⁽¹⁾		100	D	\$1.735	2,309,070	D	
Common Stock	05/26/2020		S ⁽¹⁾		200	D	\$1.74	2,308,870	D	
Common Stock	05/26/2020		S ⁽¹⁾		100	D	\$1.75	2,308,770	D	
Common Stock	05/27/2020		S ⁽¹⁾		200	D	\$1.72	2,308,570	D	
Common Stock	05/27/2020		S ⁽¹⁾		1,195	D	\$1.75	2,307,375	D	
Common Stock	05/27/2020		S ⁽¹⁾		300	D	\$1.76	2,307,075	D	
Common Stock	05/27/2020		S ⁽¹⁾		497	D	\$1.765	2,306,578	D	
Common Stock	05/27/2020		S ⁽¹⁾		1,244	D	\$1.77	2,305,334	D	
Common Stock	05/27/2020		S ⁽¹⁾		164	D	\$1.78	2,305,170	D	
Common Stock	05/27/2020		S ⁽¹⁾		105	D	\$1.79	2,305,065	D	
Common Stock	05/27/2020		S ⁽¹⁾		36	D	\$1.795	2,305,029	D	
Common Stock	05/27/2020		S ⁽¹⁾		1	D	\$1.815	2,305,028	D	
Common Stock	05/27/2020		S ⁽¹⁾		100	D	\$1.84	2,304,928	D	
Common Stock	05/27/2020		S ⁽¹⁾		8	D	\$1.85	2,304,920	D	

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)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

Explanation of Responses:

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

05/28/2020

** 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 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.

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