SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*
O'Leary Tim
(Last) (First) (Middle)
C/O PRIORITY TECHNOLOGY HOLDINGS
2001 WESTSIDE PARKWAY, SUITE 155
(Street)
ALPHARETTA GA 30004
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Priority Technology Holdings, Inc. [PRTH]

3. Date of Earliest Transaction (Month/Day/Year)
09/19/2025

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
☐ Director ☐ 10% Owner
☑ Officer (give title below) ☐ Other (specify below)
Chief Financial Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
☑ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

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	09/19/2025		M		61,729	A	(1)	199,695	D	
Common Stock	09/19/2025		M		49,751	A	(1)	249,446	D	
Common Stock	09/19/2025		M		31,496	A	(1)	280,942	D	
Common Stock	09/19/2025		D(2)		63,681	D	$7.48	217,261	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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	(1)	09/19/2025		M			61,729	(3)	(3)	Common Stock	61,729	$0	61,727	D	
Restricted Stock Unit	(1)	09/19/2025		M			49,751	(4)	(4)	Common Stock	49,751	$0	0	D	
Restricted Stock Unit	(1)	09/19/2025		M			31,496	(5)	(5)	Common Stock	31,496	$0	62,992	D	

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
2. Shares withheld to satisfy tax obligations.
3. On September 19, 2023, the Reporting Person was granted 185,185 restricted stock units. 185,185 vest subject to the Reporting Person's continued service as an employee of the Issuer as follows: 61,729 on September 19, 2024; 61,729 on September 19, 2025; and 61,727 on September 19, 2026.
4. On September 19, 2022, the Reporting Person was granted 149,254 restricted stock units. 149,254 vest subject to the Reporting Person's continued service as an employee of the Issuer as follows: 49,752 on September 19, 2023; 49,751 on September 19, 2024; and 49,751 on September 19, 2025.
5. On September 19, 2024, the Reporting Person was granted 94,488 restricted stock units. 94,488 vest subject to the Reporting Person's continued service as an employee of the Issuer as follows: 31,496 on September 19, 2025; 31,496 on September 19, 2026; and 31,496 on September 19, 2027.

Remarks:

/s/ Bradley J. Miller, Attorney-in-Fact 01/29/2026
** 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.