

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

1. Name and Address of Reporting Person* <u>Kiewiet Sean</u> (Last) (First) (Middle) <u>C/O PRIORITY TECHNOLOGY HOLDINGS, INC.</u> <u>2001 WESTSIDE PARKWAY, SUITE 155</u> (Street) <u>ALPHARETTA GA 30004</u> (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 ☒ Officer (give title below) Other (specify below) <u>Chief Technology Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/15/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	04/15/2020		S ⁽¹⁾		500	D	\$1.75	2,371,159	D	
Common Stock	04/15/2020		S ⁽¹⁾		197	D	\$1.76	2,370,962	D	
Common Stock	04/15/2020		S ⁽¹⁾		320	D	\$1.765	2,370,642	D	
Common Stock	04/15/2020		S ⁽¹⁾		176	D	\$1.785	2,370,466	D	
Common Stock	04/15/2020		S ⁽¹⁾		3	D	\$1.8	2,370,463	D	
Common Stock	04/15/2020		S ⁽¹⁾		100	D	\$1.82	2,370,363	D	
Common Stock	04/15/2020		S ⁽¹⁾		100	D	\$1.83	2,370,263	D	
Common Stock	04/15/2020		S ⁽¹⁾		180	D	\$1.845	2,370,083	D	
Common Stock	04/15/2020		S ⁽¹⁾		24	D	\$1.85	2,370,059	D	
Common Stock	04/15/2020		S ⁽¹⁾		200	D	\$1.86	2,369,859	D	
Common Stock	04/15/2020		S ⁽¹⁾		300	D	\$1.9	2,369,559	D	
Common Stock	04/15/2020		S ⁽¹⁾		300	D	\$1.95	2,369,259	D	
Common Stock	04/16/2020		S ⁽¹⁾		600	D	\$1.61	2,368,659	D	
Common Stock	04/16/2020		S ⁽¹⁾		100	D	\$1.65	2,368,559	D	
Common Stock	04/16/2020		S ⁽¹⁾		3,000	D	\$1.66	2,365,559	D	
Common Stock	04/16/2020		S ⁽¹⁾		200	D	\$1.6601	2,365,359	D	
Common Stock	04/16/2020		S ⁽¹⁾		100	D	\$1.665	2,365,259	D	
Common Stock	04/16/2020		S ⁽¹⁾		300	D	\$1.67	2,364,959	D	
Common Stock	04/16/2020		S ⁽¹⁾		588	D	\$1.68	2,364,371	D	
Common Stock	04/16/2020		S ⁽¹⁾		100	D	\$1.69	2,364,271	D	
Common Stock	04/16/2020		S ⁽¹⁾		100	D	\$1.78	2,364,171	D	
Common Stock	04/16/2020		S ⁽¹⁾		13	D	\$1.805	2,364,158	D	
Common Stock	04/16/2020		S ⁽¹⁾		97	D	\$1.825	2,364,061	D	
Common Stock	04/16/2020		S ⁽¹⁾		300	D	\$1.85	2,363,761	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table A - Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (Month/Day/Year)	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 of 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)	
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 of Underlying Derivative Security (Instr. 3 and 4) or Number of Shares	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)
Explanation of Responses:											
1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.											
Remarks:											
						/s/ Sean Kiewiet		04/17/2020			
						** 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).											

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.