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 5, 2018
Date of Report (Date of earliest event reported)

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

Delaware	**001-37872**	**47-4257046**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

2001 Westside Parkway **Suite 155** **Alpharetta, GA**	**30004**
(Address of Principal Executive Offices)	(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 8.01 Other Events.

On November 5, 2018, Priority Technology Holdings, Inc. (the "Company") was notified by the Nasdaq Hearings Panel that the Company's shares of common stock will continue to remain listed on the Nasdaq Global Market, while its warrants and units have been granted an extension to remain listed through February 27, 2019, subject to certain conditions.

The Company had previously received a written notice of non-compliance (the "Non-Compliance Notice") with Nasdaq Listing Rules 5404(a)(3), 5410(d) and 5225(b)(1)(A) (the "Minimum Public Holders Rules") as a result of the fact that its shares of common stock, warrants and units, respectively, were held by fewer than the required 400 round lot holders. The Company was able to successfully demonstrate compliance with the Minimum Public Holders Rules with respect to its shares of common stock subsequent to receipt of the Non-Compliance Notice. In addition, while it did not satisfy the Minimum Public Holders Rules with respect to its outstanding warrants, the Nasdaq Hearing Panel which considered the matter opted to grant the Company's request for an extension of time in order to permit the Company to explore possible alternatives to address the outstanding warrants and lack of sufficient round lot holders. The extension will require that the Company demonstrate progress toward a plan with respect to the warrants no later than November 30, 2018 and complete any such plan by February 27, 2019.

On November 9, 2018, Priority issued a press release announcing the decision of the Nasdaq Hearings Panel, a copy of which is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

Exhibit	Description
99.1	Press Release dated November 9, 2018

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 9, 2018

PRIORITY TECHNOLOGY HOLDINGS, INC.

By:/s/ Bruce E. Mattox
Name: Bruce E. Mattox
Title: Chief Financial Officer

Exhibit 99.1

Priority Technology Holdings Receives Favorable Decision from Nasdaq Hearings Panel Allowing Continued Listing of Common Stock; Warrants and Units Granted Extension Through February 2019

ALPHARETTA, GEORGIA -- November 9, 2018 -- Priority Technology Holdings, Inc. (NASDAQ: PRTH) (the “Company”), a leading provider of merchant acquiring and commercial payment solutions, today announced that it has been informed by Nasdaq that shares of the Company’s common stock will continue to remain listed on the Nasdaq Global Market. Additionally, its warrants and units have been granted extensions to remain listed through February 27, 2019.

The Company had previously received notice of non-compliance (the "Non-Compliance Notice") with Nasdaq Listing Rules 5404(a)(3), 5410(d) and 5225(b)(1)(A) (the "Minimum Public Holders Rules") because its shares of common stock, warrants and units, respectively, were held by fewer than the required 400 round lot holders. However, the Company was able to successfully demonstrate compliance with respect to its shares of common stock subsequent to receipt of the Non-Compliance Notice. While it did not satisfy the Minimum Public Holders Rules as it relates to its outstanding warrants and units, the Nasdaq Hearings Panel opted to grant the Company's request for an extension of time in order to permit the exploration of alternatives to address the lack of sufficient round lot holders for the warrants and units.

“We are pleased to have achieved compliance with the Nasdaq’s common stock round lot requirement, and are appreciative of the Nasdaq Hearings Panel’s decision to grant us an extension to address our warrants and units. The senior leadership team has placed the highest priority on resolving this issue and we are confident in our ability to successfully meet the stated deadline,” said Thomas C. Priore, Executive Chairman of the Company.

About Priority Technology Holdings, Inc.

Priority is a leading provider of merchant acquiring and commercial payment solutions, offering unique product and service capabilities to its merchant network and distribution partners. Our enterprise operates from a purpose-built business platform that includes tailored customer service offerings and bespoke technology development, allowing us to provide end-to-end solutions for payment and payment-adjacent opportunities. Additional information can be found at www.PRTH.com.