SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Priority Technology Holdings, Inc.

(Name of Issuer)

Common Stock, par value $0.001

(Title of Class of Securities)

74275G107

(CUSIP Number)

John V. Priore
2001 Westside Parkway, Suite 155
Alpharetta, GA, 30004
8009355961

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

01/17/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 74275G107

1	Name of reporting person John V. Priore
2	Check the appropriate box if a member of a Group (See Instructions)

	☐ (a) ☐ (b)
3	SEC use only
4	Source of funds (See Instructions) OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐
6	Citizenship or place of organization UNITED STATES

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 50,913.00
	8	Shared Voting Power 4,020,661.00
	9	Sole Dispositive Power 50,913.00
	10	Shared Dispositive Power 4,020,661.00

11	Aggregate amount beneficially owned by each reporting person 4,071,574.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐
13	Percent of class represented by amount in Row (11) 5.4 %
14	Type of Reporting Person (See Instructions) IN

Comment for Type of Reporting Person: Item 13 percentage based on 75,219,854 shares of Common Stock outstanding on January 15, 2025.

SCHEDULE 13D

CUSIP No. 74275G107

1	Name of reporting person AESV CreditCard Consulting, LLC
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☐ (b)
3	SEC use only
4	Source of funds (See Instructions) OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐
6	Citizenship or place of organization

		DELAWARE
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 4,020,661.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 4,020,661.00
11		Aggregate amount beneficially owned by each reporting person 4,071,574.00
12		Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐
13		Percent of class represented by amount in Row (11) 5.4 %
14		Type of Reporting Person (See Instructions) OO

Comment for Type of Reporting Person: Item 13 percentage based on 75,219,854 shares of Common Stock outstanding on January 15, 2025.

SCHEDULE 13D

Item 1. Security and Issuer

(a) Title of Class of Securities:

Common Stock, par value $0.001

(b) Name of Issuer:

Priority Technology Holdings, Inc.

(c) Address of Issuer's Principal Executive Offices:

2001 Westside Parkway, Suite 155, Alpharetta, UNITED STATES , 30004.

Item 1 Comment: This Amendment No. 2 (this "Amendment No. 2") is being filed by AESV CreditCard Consulting, LLC ("AESV"), with respect to the shares of Common Stock (as defined below) directly held by it and the shares of Common Stock issuable upon exercise of warrants directly held by it and John V. Priore ("Priore"), who serves as the manager of, and solely controls, AESV, with respect to the shares of Common Stock directly held by AESV and the shares of Common Stock issuable upon exercise of warrants directly held by AESV. Priore and AESV are collectively referred to herein as the "Reporting Persons". The Reporting Persons amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on July 25, 2018 (the "Schedule 13D"). The Schedule 13D remains in full force and effect, except as specifically amended by this Amendment No. 2. Capitalized terms used herein and not otherwise defined in this Amendment No. 2 have the meanings set forth in the Schedule 13D. This Schedule 13D relates to the Common Stock, $0.001 par value per share ("The Common Stock") of Priority Technology Holdings, Inc., a Delaware corporation (the "Issuer"), with principal executive offices at 2001 Westside Parkway, Suite 155, Alpharetta, Georgia 30004.

Item 5. Interest in Securities of the Issuer

(a) See rows (11) and (13) of the cover pages to this Schedule 13D for the aggregate number of shares of Common Stock and percentages of the Common Stock beneficially owned by the Reporting Persons. The percentages used in this Schedule 13D are calculated based upon 75,219,854 shares of Common Stock reported to be outstanding as of January 15, 2025, as described in the Company's Prospectus Supplement filed with the SEC on January 17, 2025, registration number 333-283519.

(b) See rows (7) through (10) of the cover pages to this Schedule 13D for the number of shares of Common Stock as to which the Reporting Persons have the sole or shared power to vote or direct the vote and sole or shared power to dispose or to direct the disposition.

(c) The Reporting Persons sold 598,187 shares on June 14, 2024 in a direct sale transaction at $3.56 per share sale price. The Reporting Persons sold 3,454,575 shares on January 17, 2025 in an underwritten secondary offering at $7.44 per share sale price, as described in the Company's Prospectus Supplement filed with the SEC on January 17, 2025, registration number 333-283519. The Reporting Persons sold 1,242,856 shares on January 21, 2025 in an underwritten secondary offering as a result of underwriters exercising their option to purchase additional shares, as described in the Company's Prospectus Supplement filed with the SEC on January 17, 2025, registration number 333-283519.

(d) Not applicable.

(e) Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

John V. Priore

Signature: John V. Priore
Name/Title: John V. Priore
Date: 01/22/2025

AESV CreditCard Consulting, LLC

Signature: AESV CreditCard Consulting, LLC
Name/Title: John V. Priore/Manager
Date: 01/22/2025