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 10, 2025
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, Georgia**	**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 (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Trading Symbol**	**Name of each exchange on which registered**
Common stock, $0.001 par value	PRTH	NASDAQ

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of (1933 §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 10, 2025, Priority Technology Holdings, Inc. (the “Company”) issued a press release announcing that it had received a preliminary, non-binding proposal, dated November 9, 2025, from an investor group led by Thomas Priore, the Company’s Chairman and Chief Executive Officer to acquire the remaining shares of the Company’s common stock that Mr. Priore and his affiliated entities do not currently hold.

Copies of the press release announcing receipt of the preliminary, non-binding proposal from Mr. Priore and the proposal letter are attached hereto as Exhibits 99.1 and 99.2, respectively, and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits – The following exhibit is furnished as part of this Current Report on Form 8-K.

Exhibit Number	Description
99.1	Press Release, of Priority Technology Holdings, Inc. dated November 10, 2025
99.2	Letter dated November 9, 2025 to the Board of Directors of the Company from Thomas Priore
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

November 10, 2025

PRIORITY TECHNOLOGY HOLDINGS, INC.

By: /s/ Timothy O'Leary
Name: Timothy O'Leary
Title: Chief Financial Officer

Priority Technology Holdings, Inc. Board Confirms Receipt of Preliminary, Non-Binding Take Private Proposal

ALPHARETTA, Ga., November 10, 2025 -Priority Technology Holdings, Inc. (NASDAQ: PRTH) (“Priority” or the “Company”) announced today that it has received a preliminary, non-binding proposal (the “Proposal”) from an investor group led by Thomas Priore, the Company’s Chairman and Chief Executive Officer (the “Investor Group”), to acquire the remaining shares of the Company’s common stock that the Investor Group does not currently hold, for cash consideration in a range of $6.00 to $6.15 per share. Mr. Priore currently holds approximately 58 % of the outstanding shares of the Company’s common stock, as disclosed in the Company’s Definitive Proxy Statement filed on April 30, 2025.

A copy of the proposal letter from Mr. Priore is available as an exhibit to the Company’s Current Report on Form 8-K as publicly filed today with the Securities and Exchange Commission.

There can be no assurance as to whether an agreement relating to any proposed transaction will be reached or as to the terms thereof if an agreement is reached. The Company does not intend to comment further or disclose any developments regarding the Proposal unless and until it deems further disclosure is appropriate or required. The Company’s shareholders do not need to take any action at this time.

About Priority

Priority is the payments and banking solution that enables businesses to collect, store, lend and send funds through a unified commerce engine. Our platform combines payables, merchant solutions, and treasury solutions so leaders can streamline financial operations efficiently — and our innovative industry experts help businesses navigate and build momentum on the path to growth. With the Priority Commerce Engine, leaders can accelerate cash flow, optimize working capital, reduce unnecessary costs, and unlock new revenue opportunities. To learn more about Priority (NASDAQ: PRTH), visit prioritycommerce.com.

Forward Looking Statements

This press release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as “anticipate,” “believe,” “expect,” “intend,” “plan” and “will” or, in each case, their negative, or other variations or comparable terminology. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future, including statements regarding the potential acquisition of the Company and the Company’s evaluation of the Proposal. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements, including, among others, the possibility that no agreement will be reached or that any transaction will not be completed.

We caution that it is very difficult to predict the impact of known factors, and it is impossible for us to anticipate all factors that could affect our actual results. All forward-looking statements are expressly qualified in their entirety by these cautionary statements. You should evaluate all forward-looking statements made in this press release in the context of the risks and uncertainties disclosed in our SEC filings, including our most recent Annual Report on Form 10-K filed with the SEC on March 6, 2025. These filings are available online at www.sec.gov or www.prioritycommerce.com.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The Company undertakes no obligation to update any forward-looking statements, except as required by applicable law. We qualify all of our forward-looking statements by these cautionary statements.

Investor:

priorityIR@icrinc.com

CONFIDENTIAL
November 9, 2025

BY EMAIL

Priority Technology Holdings, Inc.
2001 Westside Parkway, Suite 155
Alpharetta, GA 30004
Attention: Board of Directors

RE: Non-Binding Proposal

Dear Members of the Board of Directors:

I am currently the Chairman, Chief Executive Officer and largest individual shareholder of Priority Technology Holdings, Inc. (the "Company"). On behalf of myself and my affiliated entities that collectively own and control approximately 60% of the Company's issued and outstanding shares (the "Investor Group"), I am pleased to submit the following preliminary, non-binding proposal (the "Proposal") to acquire the 100% of the Company's outstanding equity interests (the "Potential Transaction").

We believe that the Proposal, as further detailed below, will deliver immediate, certain and compelling value to minority shareholders and will enable the Company to thrive as a private enterprise.

1. **Transaction Structure**: We propose to acquire 100% of the Company's outstanding equity interests. We look forward to an open discussion regarding structuring of the transaction in a mutually beneficial and satisfactory manner.

2. **Purchase Price:** We propose to pay a purchase price in the range of $6.00 to $6.15 per share in cash. This price range represents a premium in the range of 23% to 26% the Company's closing share price on November 7, 2025, and equates to a total equity value of approximately $510 to $520 million ("Purchase Price"). We believe this delivers a compelling valuation to shareholders today that fully reflects the future growth prospects of the Company. The consideration would be paid entirely in cash at closing. All existing options, RSUs and other equity and equity-like awards would accelerate upon the consummation of the Proposed Transaction and will be cashed out at the per share purchase price (net of exercise price in the case of options).

3. **Transaction Rationale and Vision for the Company**: Since its founding, the Company has created a recurring revenue model that integrates best-in-class payments, banking and software solutions. The Company's disciplined business model has established a strong track record of free cash flow through various economic cycles. Despite these facts, the public markets have consistently undervalued the Company's progress and have been distracted by short-term volatility.

4. **Sources of Financing**: The Potential Transaction would be funded through a combination of equity and new debt financing obtained by the buyer entity. We maintain strong relationships with a number of leading financial institutions, and we are highly confident in our ability to arrange equity and debt financing in a timely manner. Closing of the Potential Transaction would not be subject to any financing contingency.

5. **Required Approvals and Other Conditions:** Our entry into a Potential Transaction is contingent on: (i) execution of a mutually acceptable definitive agreement with terms and conditions customary for transactions of this type and (ii) the establishment (and subsequent approval) of a to-be-formed special committee of the Company's Board of Directors comprised of disinterested and independent directors (the "Special Committee"). We also expect that the Special Committee will have the authority to retain and seek advice from its own legal and financial advisors. Our obligation to consummate the Potential Transaction will be subject to customary closing conditions for transactions of this type, including the receipt of all required regulatory and governmental approvals.

6. **Timing:** We would not anticipate any delays in consummating the Potential Transaction and expect to be prepared to close following the satisfaction or waiver of all closing conditions.

7. **Fees and Expenses**. Each party will bear its own transaction-related expenses, including, without limitation, investment banking, legal, tax and accounting expenses.

8. **Advisors**: We have engaged McDermott Will & Schulte LLP as legal advisor to assist with the transaction. Ben Kozinn (bkozinn@mwe.com) and Eric Orsic (eorsic@mwe.com) are standing ready to discuss next steps.

9. **Other Information**: We understand and appreciate that time is essential in any discussion or transaction, and are prepared to move forward expeditiously by committing all necessary resources to complete a transaction promptly.

This non-binding Proposal is intended to serve as an outline of the basic terms of a Potential Transaction and provide a basis for further discussion and is not a summary of all matters that would be contained in definitive documentation. This Proposal does not constitute a legally binding commitment or agreement to consummate the Potential Transaction and does not create any obligation or liability binding on any party.

Given the size of the Investor Group's current shareholdings of the Company, we will be filing an amended Schedule 13D prior to the market open on Monday, November 10, 2025 that will include a copy of this letter.

In closing, we are excited to engage constructively with the Special Committee and its advisors to deliver a transaction that maximizes value for all shareholders and positions the Company for its next chapter of growth.

Please contact me to discuss next steps.

Sincerely,

Thomas C. Priore

Thomas Priore
Chief Executive Officer

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