

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Priore Thomas Charles</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> 3. Date of Earliest Transaction (Month/Day/Year) <u>11/15/2019</u> 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) <u>President, CEO and Chairman</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person
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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	11/15/2019		G ⁽¹⁾	V	12,500,000	D	\$0	33,613,250	D	
Common Stock	11/15/2019		G	V	12,500,000	A	\$0	13,120,810	I	footnote ⁽²⁾

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)
							Date Exercisable	Expiration Date					
					Code	V	(A)	(D)	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>Priore Thomas Charles</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)	1. Name and Address of Reporting Person* <u>Priority Incentive Equity Holdings, LLC</u> (Last) (First) (Middle) <u>2001 WESTSIDE PARKWAY, SUITE 155</u> (Street) <u>ALPHARETTA GA 30004</u> (City) (State) (Zip)
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Explanation of Responses:

1. On November 15, 2019, the reporting person contributed 2,500,000 shares of PRTH common stock to Lori A. Priore, the reporting person's spouse, and Bertrand H. Smyers, in their capacity as trustees of the Thomas C. Priore Irrevocable Insurance Trust u/a/d 1/8/2010, for the benefit of his spouse and his children. On November 15, 2019, the reporting person also contributed 10,000,000 shares of PRTH common stock to Lori A. Priore, in her capacity as trustee of the Thomas Priore 2019 GRAT, for the benefit of his spouse and his children.

2. Includes 620,810 shares held directly by Priority Incentive Equity Holdings, LLC. Thomas Priore is the managing member of Priority Investment Holdings LLC, which is the non-member manager of Priority Incentive Equity Holdings, LLC, as well as the 2,500,000 shares held by the Thomas C. Priore Irrevocable Insurance Trust u/a/d 1/8/2010 and 10,000,000 shares held by the Thomas Priore 2019 GRAT as noted above. Thomas Priore disclaims beneficial ownership of the securities held by Priority Incentive Equity Holdings, LLC except to the extent of his pecuniary interest therein, if any.

/s/ Thomas Priore 11/19/2019
/s/ Priority Incentive Equity
Holdings LLC, by: Priority
Investment Holdings LLC, its 11/19/2019
Manager, By: /s/ Thomas
Priore, its Managing Manager

** 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.

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.