Form 144 Filer Information	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549
	Form 144
FORM 144	NOTICE OF PROPOSED SALE OF SECURITIES PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

144: Filer Information

Filer CIK	0001747632
Filer CCC	XXXXXXXX
Is this a LIVE or TEST Filing?	◉ LIVE ○ TEST

Submission Contact Information

Name	
Phone	
E-Mail Address	

144: Issuer Information

Name of Issuer	Priority Technology Holdings, Inc.
SEC File Number	001-37872
Address of Issuer	2001 Westside Parkway, Suite 155 Alpharetta GEORGIA 30004
Phone	404-952-2107
Name of Person for Whose Account the Securities are To Be Sold	Sean Kiewiet

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer	Officer

144: Securities Information

Title of the Class of Securities To Be Sold	Name and Address of the Broker	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Approximate Date of Sale	Name the Securities Exchange
Common Stock	J.P. Morgan Securities LLC 390 Madison Avenue 6th Floor New York NY 10017	100000	349000	80065145	05/14/2024	NASDAQ

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

144: Securities To Be Sold

Title of the Class	Date you Acquired	Nature of Acquisition	Name of Person from	Is this	Date Donor	Amount of Securities	Date of Payment	Nature of Payment *

		Transaction	Whom Acquired	a Gift?	Acquired	Acquired	
Common Stock	07/25/2018	Founder shares which were exchanged for post-merger shares from the Priority Holdings LLC & M I Acquisition In. on July 31, 2018	Issuer	☐	1331853	07/25/2018	N/A

* If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

144: Securities Sold During The Past 3 Months

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
Sean Kiewiet C/o Priority Technology Holdings, Inc. 2001 Westside Parkway, Suite 155 Alpharetta GA 30004	Common Stock	05/01/2024	1305	4148.19
Sean Kiewiet C/o Priority Technology Holdings, Inc. 2001 Westside Parkway, Suite 155 Alpharetta GA 30004	Common Stock	04/01/2024	10000	33018.27
Sean Kiewiet C/o Priority Technology Holdings, Inc. 2001 Westside Parkway, Suite 155 Alpharetta GA 30004	Common Stock	03/05/2024	2063	6608.74
Sean Kiewiet C/o Priority Technology Holdings, Inc. 2001 Westside Parkway, Suite 155 Alpharetta GA 30004	Common Stock	03/04/2024	4495	14318.05
Sean Kiewiet C/o Priority Technology Holdings, Inc. 2001 Westside Parkway, Suite 155 Alpharetta GA 30004	Common Stock	03/01/2024	3442	10988.33

144: Remarks and Signature

Remarks

Date of Notice 05/14/2024

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature /s/ J.P. Morgan Securities LLC as agent and attorney-in-fact for Sean Kiewiet

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)