

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>Kiewiet Sean</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>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>Chief Technology Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/27/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person

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	04/27/2020		S (1)		100	D	\$ 1.56	2,351,559	D	
Common Stock	04/27/2020		S (1)		59	D	\$ 1.63	2,351,500	D	
Common Stock	04/27/2020		S (1)		53	D	\$ 1.65	2,351,447	D	
Common Stock	04/27/2020		S (1)		141	D	\$ 1.665	2,351,306	D	
Common Stock	04/27/2020		S (1)		315	D	\$ 1.67	2,350,991	D	
Common Stock	04/27/2020		S (1)		100	D	\$ 1.675	2,350,891	D	
Common Stock	04/27/2020		S (1)		232	D	\$ 1.68	2,350,659	D	
Common Stock	04/27/2020		S (1)		188	D	\$ 1.685	2,350,471	D	
Common Stock	04/27/2020		S (1)		212	D	\$ 1.69	2,350,259	D	
Common Stock	04/27/2020		S (1)		200	D	\$ 1.7	2,350,059	D	
Common Stock	04/28/2020		S (1)		166	D	\$ 1.61	2,349,893	D	
Common Stock	04/28/2020		S (1)		48	D	\$ 1.65	2,349,845	D	
Common Stock	04/28/2020		S (1)		4	D	\$ 1.7	2,349,841	D	
Common Stock	04/28/2020		S (1)		59	D	\$ 1.705	2,349,782	D	
Common Stock	04/28/2020		S (1)		88	D	\$ 1.72	2,349,694	D	
Common Stock	04/28/2020		S (1)		623	D	\$ 1.725	2,349,071	D	
Common Stock	04/28/2020		S (1)		100	D	\$ 1.73	2,348,971	D	
Common Stock	04/28/2020		S (1)		52	D	\$ 1.735	2,348,919	D	
Common Stock	04/28/2020		S (1)		134	D	\$ 1.74	2,348,785	D	
Common Stock	04/28/2020		S (1)		101	D	\$ 1.75	2,348,684	D	
Common Stock	04/28/2020		S (1)		23	D	\$ 1.82	2,348,661	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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