

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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: 3235-0104
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hours per response: 0.5

1. Name and Address of Reporting Person* <u>Priore John Vito</u> (Last) (First) (Middle) <u>C/O PRIORITY TECHNOLOGY HOLDINGS, INC.</u> <u>2001 WESTSIDE PARKWAY, SUITE 155</u> (Street) <u>ALPHARETTA, GA</u> <u>30004</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>07/25/2018</u>	3. Issuer Name and Ticker or Trading Symbol <u>Priority Technology Holdings, Inc. [PRTH]</u>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director ☒ 10% Owner ☒ Officer (give title below) Other (specify below) <u>President and CEO</u>	5. 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
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	9,283,269 ⁽¹⁾	I	See Footnote ⁽²⁾

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrant	08/24/2018	07/25/2023	Common Stock	64,322	11.5	I	See Footnote ⁽³⁾

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1. Name and Address of Reporting Person* <u>AESV CreditCard Consulting LLC</u> (Last) (First) (Middle) <u>2001 WESTSIDE PARKWAY, SUITE 155</u> (Street) <u>ALPHARETTA GA</u> <u>30004</u> (City) (State) (Zip)

Explanation of Responses:

1. 64,322 shares of these common stock are parts of units that contains warrants, referenced in Table II of this Form 3.
2. These securities are directly held by AESV CreditCard Consulting LLC, which is controlled by John Priore. 64,322 shares of these common stock are parts of units that contains warrants, referenced in Table II of this Form 3.
3. These warrants are directly held by AESV CreditCard Consulting LLC, which is controlled by John Priore.

AESV CreditCard Consulting LLC, By: /s/ John Priore, Manager
/s/ John Priore
08/02/2018
08/02/2018

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 5 (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.