

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Kiewiet Sean</u> _____ (Last) (First) (Middle) C/O PRIORITY TECHNOLOGY HOLDINGS, INC. 2001 WESTSIDE PARKWAY, SUITE 155 _____ (Street) ALPHARETTA GA 30004 _____ (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Technology Officer
	3. Date of Earliest Transaction (Month/Day/Year) 07/20/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	07/20/2020		S ⁽¹⁾		72	D	\$2.19	2,231,587	D	
Common Stock	07/20/2020		S ⁽¹⁾		483	D	\$2.29	2,231,104	D	
Common Stock	07/20/2020		S ⁽¹⁾		600	D	\$2.39	2,230,504	D	
Common Stock	07/20/2020		S ⁽¹⁾		45	D	\$2.46	2,230,459	D	
Common Stock	07/20/2020		S ⁽¹⁾		100	D	\$2.475	2,230,359	D	
Common Stock	07/20/2020		S ⁽¹⁾		100	D	\$2.485	2,230,259	D	
Common Stock	07/20/2020		S ⁽¹⁾		200	D	\$2.49	2,230,059	D	
Common Stock	07/20/2020		S ⁽¹⁾		700	D	\$2.5	2,229,359	D	
Common Stock	07/20/2020		S ⁽¹⁾		400	D	\$2.51	2,228,959	D	
Common Stock	07/20/2020		S ⁽¹⁾		100	D	\$2.605	2,228,859	D	
Common Stock	07/20/2020		S ⁽¹⁾		200	D	\$2.63	2,228,659	D	
Common Stock	07/20/2020		S ⁽¹⁾		400	D	\$2.69	2,228,259	D	
Common Stock	07/20/2020		S ⁽¹⁾		364	D	\$2.72	2,227,895	D	
Common Stock	07/20/2020		S ⁽¹⁾		100	D	\$2.73	2,227,795	D	
Common Stock	07/20/2020		S ⁽¹⁾		2,230	D	\$2.75	2,225,565	D	
Common Stock	07/20/2020		S ⁽¹⁾		36	D	\$2.77	2,225,529	D	
Common Stock	07/20/2020		S ⁽¹⁾		700	D	\$2.775	2,224,829	D	
Common Stock	07/20/2020		S ⁽¹⁾		800	D	\$2.79	2,224,029	D	
Common Stock	07/20/2020		S ⁽¹⁾		1,400	D	\$2.8	2,222,629	D	
Common Stock	07/20/2020		S ⁽¹⁾		300	D	\$2.805	2,222,329	D	
Common Stock	07/20/2020		S ⁽¹⁾		396	D	\$2.81	2,221,933	D	
Common Stock	07/20/2020		S ⁽¹⁾		1	D	\$2.85	2,221,932	D	
Common Stock	07/20/2020		S ⁽¹⁾		37	D	\$2.855	2,221,895	D	
Common Stock	07/20/2020		S ⁽¹⁾		30	D	\$2.9	2,221,865	D	
Common Stock	07/20/2020		S ⁽¹⁾		206	D	\$2.92	2,221,659	D	

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

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