SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 8)*

Priority Technology Holdings, Inc.

(Name of Issuer)

Common Stock, par value $0.001 per share

(Title of Class of Securities)

(CUSIP Number)

Thomas C. Priore
c/o Priority Technology Holdings, Inc., 2001 Westside Parkway, Suite 155
Alpharetta, GA, 30004
(800) 935-5961

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

11/03/2026

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No.

1	Name of reporting person Thomas C. Priore
2	Check the appropriate box if a member of a Group (See Instructions)

	☑ (a) ☐ (b)	
3	SEC use only	
4	Source of funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐	
6	Citizenship or place of organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 41,976,451.00
	8	Shared Voting Power 4,624,545.00
	9	Sole Dispositive Power 41,976,451.00
	10	Shared Dispositive Power 4,624,545.00
11	Aggregate amount beneficially owned by each reporting person 46,600,996.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐	
13	Percent of class represented by amount in Row (11) 56.4 %	
14	Type of Reporting Person (See Instructions) IN	

Comment for Type of Reporting Person: Row 13: Calculated based on 82,572,061 shares of common stock, par value $0.001 per share ("Common Stock"), of Priority Technology Holdings, Inc. (the "Issuer") issued and outstanding as of October 23, 2026, as reported in the Issuer's Preliminary Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission ("SEC") on October 30, 2026 (the "Preliminary Proxy Statement").

SCHEDULE 13D

CUSIP No.

1	Name of reporting person John V. Priore
2	Check the appropriate box if a member of a Group (See Instructions) ☑ (a) ☐ (b)
3	SEC use only
4	Source of funds (See Instructions) OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐

6	Citizenship or place of organization	
	UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 67,207.00
	8	Shared Voting Power 4,000,000.00
	9	Sole Dispositive Power 67,207.00
	10	Shared Dispositive Power 4,000,000.00
11	Aggregate amount beneficially owned by each reporting person 4,067,207.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐	
13	Percent of class represented by amount in Row (11) 4.9 %	
14	Type of Reporting Person (See Instructions) IN	

Comment for Type of Reporting Person: Rows 8, 10, and 11: Includes 4,000,000 shares of Common Stock held directly by AESV CreditCard Consulting, LLC. Row 13: Calculated based on 82,572,061 shares of Common Stock issued and outstanding as of October 23, 2026, as reported in the Preliminary Proxy Statement.

SCHEDULE 13D

CUSIP No.

1	Name of reporting person AESV CreditCard Consulting, LLC	
2	Check the appropriate box if a member of a Group (See Instructions) ☑ (a) ☐ (b)	
3	SEC use only	
4	Source of funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐	
6	Citizenship or place of organization GEORGIA	
Number of Shares Beneficially Owned by Each Reporting	7	Sole Voting Power 0.00
	8	Shared Voting Power 4,000,000.00

Person With:	9	Sole Dispositive Power
		0.00
	10	Shared Dispositive Power
		4,000,000.00
11		Aggregate amount beneficially owned by each reporting person
		4,000,000.00
12		Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
		☐
13		Percent of class represented by amount in Row (11)
		4.8 %
14		Type of Reporting Person (See Instructions)
		OO

Comment for Type of Reporting Person: Row 13: Calculated based on 82,572,061 shares of Common Stock issued and outstanding as of October 23, 2026, as reported in the Preliminary Proxy Statement.

SCHEDULE 13D

Item 1. Security and Issuer

(a) Title of Class of Securities:

Common Stock, par value $0.001 per share

(b) Name of Issuer:

Priority Technology Holdings, Inc.

(c) Address of Issuer's Principal Executive Offices:

2001 Westside Parkway, Suite 155, Alpharetta, GEORGIA , 30004.

Item 1 Comment: This Amendment No. 8 ("Amendment No. 8") amends and supplements the statement on Schedule 13D filed with the SEC on July 25, 2018 (the "Original Schedule 13D"), as amended by Amendment No. 1 to the Original Schedule 13D filed with the SEC on August 21, 2019 ("Amendment No. 1"), Amendment No. 2 to the Original Schedule 13D filed with the SEC on November 19, 2019 ("Amendment No. 2"), Amendment No. 3 to the Original Schedule 13D filed with the SEC on April 6, 2020 ("Amendment No. 3"), Amendment No. 4 to the Original Schedule 13D filed with the SEC on June 21, 2024 ("Amendment No. 4"), Amendment No. 5 to Original Schedule 13D filed with the SEC on November 10, 2025 ("Amendment No. 5"), Amendment No. 6 to the Original Schedule 13D filed with the SEC on December 18, 2025 ("Amendment No. 6") and Amendment No. 7 to the Original Schedule 13D filed with the SEC on September 21, 2026 ("Amendment No. 7") (collectively, the "Schedule 13D"). The Schedule 13D remains in full force and effect, except as specifically amended by this Amendment No. 8. Capitalized terms used herein and not otherwise defined in this Amendment No. 8 have the meanings set forth in the Schedule 13D. This Amendment No. 8 is being filed solely to (i) correct the number of shares of Common Stock reported as beneficially owned by Thomas C. Priore, including the allocation between sole and shared voting and dispositive power, (ii) disclose the entry into Amendment No. 1 to the Support Agreement and (iii) correct the state of organization of AESV. These updates are not the result of any acquisitions or dispositions of shares of Common Stock by any Reporting Person.

Item 2. Identity and Background

(a) Item 2(a) of the Schedule 13D is hereby amended and restated as follows: This statement is filed by the following reporting persons (each a "Reporting Person" and collectively, the "Reporting Persons"): 1. Thomas C. Priore 2. John V. Priore 3. AESV CreditCard Consulting LLC ("AESV"). It is a Georgia limited liability company and its principal business address is 13620 Pondview Circle, Naples, FL 34119. Its principal business is to hold shares of Common Stock.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following: Amendment No. 1 to Support Agreement On November 3, 2026, the Issuer, Parent, Holdings and the Supporting Stockholders entered into Amendment No. 1 to Support Agreement (the "Support Agreement Amendment No. 1") to amend and restate Exhibit A thereto, effective as of the date of the Support Agreement, to update the number of shares of Common Stock owned by each Supporting Stockholder. These updates are not the result of any acquisitions or dispositions of shares of

Common Stock by any Reporting Person. The foregoing description of Support Agreement Amendment No. 1 does not purport to be complete and is qualified in its entirety by reference to the full text of Support Agreement Amendment No. 1, which is filed as Exhibit 99.5 hereto and is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer

(a) The information set forth on the cover pages hereto is hereby incorporated by reference.

(b) The information set forth on the cover pages hereto is hereby incorporated by reference. As a result of each Reporting Person's actions in respect of the Merger, each Reporting Person may be deemed to be members of a "group" within the meaning of Section 13(d)(3) of the Exchange Act. As a result, the group may be deemed to have acquired beneficial ownership of all the shares of Common Stock beneficially owned by each member of the "group." As such, the group may be deemed to beneficially own in the aggregate 50,668,203 shares, which represents approximately 61.4% of the total outstanding shares of Common Stock of the Issuer based on 82,572,061 shares of Common Stock issued and outstanding as of October 23, 2026, as reported in the Preliminary Proxy Statement. The foregoing does not include any shares of Common Stock which may be beneficially owned by any of the other parties to the Merger Documents who is not a Reporting Person in this Schedule 13D. Neither the filing of this Schedule 13D nor any of its contents, however, shall be deemed to constitute an admission by the Reporting Persons that any of them is the beneficial owner of any of the shares of Common Stock beneficially owned by any other members of the "group" and their respective affiliates for purposes of Section 13(d) of the Exchange Act or for any other purpose, and such beneficial ownership is expressly disclaimed.

(c) Except as set forth in this Schedule 13D, the Reporting Persons have not engaged in any transaction during the past 60 days involving shares of the Issuer's Common Stock.

(d) None.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

The information set forth in Item 4 hereof is hereby incorporated by reference into this Item 6. Except as described herein, there are no such contracts, arrangements, understandings, or relationships with respect to any securities of the Issuer, including but not limited to transfer or voting of any of such securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits.

99.1 Agreement and Plan of Merger, dated September 18, 2026, by and among the Issuer, Parent and Merger Sub (incorporated by reference to Exhibit 2.1 to the Issuer's Current Report Form 8-K, filed with the SEC on September 21, 2026). 99.2 Form of Support Agreement, dated September 18, 2026, by and among the Issuer and each Supporting Stockholder (incorporated by reference to Exhibit 10.1 to the Issuer's Current Report Form 8-K, filed with the SEC on September 21, 2026). 99.3 Interim Investors Agreement, dated September 18, 2026, by and among Holdings, Parent, Merger Sub, the Controlling Stockholder and an affiliate of the Equity Financing Source (previously filed). 99.4 Joint Filing Agreement by and among the Reporting Persons (previously filed). 99.5 Amendment No. 1 to Support Agreement, dated November 3, 2026, by and among the Issuer, Parent, Holdings and the Supporting Stockholders (filed herewith).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Thomas C. Priore

Signature: /s/ Thomas C. Priore
Name/Title: Thomas C. Priore
Date: 11/03/2026

John V. Priore

Signature: /s/ John V. Priore
Name/Title: John V. Priore
Date: 11/03/2026

AESV CreditCard Consulting, LLC

Signature: /s/ John V. Priore
Name/Title: Manager of AESV CreditCard Consulting, LLC
Date: 11/03/2026

Exhibit 99.5

AMENDMENT NO. 1 TO SUPPORT AGREEMENT

This Amendment No. 1 to Support Agreement (this "**Amendment**"), dated as of November 3, 2026, is entered into by and among (i) Priority Technology Holdings, Inc., a Delaware corporation (the "**Company**"), (ii) WD Capital Partners Parent Inc., a Delaware corporation ("**Parent**"), (iii) the individuals and entities listed on Exhibit A to the Support Agreement (as defined below) as amended hereby (collectively, the "**Stockholders**" and each, individually, a "**Stockholder**"), including John V. Priore, and (iv) WD Capital Partners Holdings LP, a Delaware limited partnership ("**Holdings**"). Capitalized terms used but not defined herein have the meanings given to them in the Support Agreement.

RECITALS

WHEREAS, the Company, Parent, the Stockholders party thereto and Holdings are parties to that certain Support Agreement, dated as of September 18, 2026 (the "Support Agreement");

WHEREAS, the parties desire to amend and restate Exhibit A to the Support Agreement; and

WHEREAS, the Special Committee has approved this Amendment in accordance with Section 27 of the Support Agreement, and the parties desire to amend the Support Agreement as set forth herein in accordance with Section 25 thereof.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements herein contained, and intending to be legally bound hereby, the parties hereto agree as follows:

1. Amendment of Exhibit A. Exhibit A to the Support Agreement is hereby amended and restated in its entirety to read as set forth on Annex 1 hereto, effective as of the date of the Support Agreement. Each reference in the Support Agreement to "Exhibit A" shall refer to Exhibit A as amended and restated hereby, and the term "Owned Shares" shall refer to the shares of Common Stock set forth opposite each Stockholder's name on such amended and restated Exhibit A.

2. Effect of Amendment. Except as expressly amended hereby, the Support Agreement remains unchanged and in full force and effect.

3. Miscellaneous. Sections 15 through 30 of the Support Agreement are incorporated herein by reference, mutatis mutandis, as if set forth in full herein. This Amendment may be executed in counterparts (including by electronic signature), each of which shall be deemed an original and all of which together shall constitute one instrument.

[Signature pages follow]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first written above.

PRIORITY TECHNOLOGY HOLDINGS, INC.

By: /s/ Timothy M. O'Leary
Name: Timothy M. O'Leary
Title: Chief Financial Officer

[Signature Page to Amendment No. 1 to Support Agreement]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first written above.

WD CAPITAL PARTNERS PARENT INC.

By: /s/ Thomas C. Priore
Name: Thomas C. Priore
Title: President and Secretary

WD CAPITAL PARTNERS HOLDINGS LP

By: WD Capital Partners Holdings GP LLC, its general partner

By: /s/ Thomas C. Priore
Name: Thomas C. Priore
Title: President and Secretary

[Signature Page to Amendment No. 1 to Support Agreement]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first written above.

/s/ Thomas C. Priore
Thomas C. Priore

THOMAS PRIORE 2019 GRAT

By: /s/ Lori A. Priore
Name: Lori A. Priore
Title: Trustee

THOMAS C. PRIORE IRREVOCABLE INSURANCE TRUST U/A/D 1/8/2010

By: /s/ Lori A. Priore
Name: Lori A. Priore
Title: Trustee

By: /s/ Bertrand H. Smyers
Name: Bertrand H. Smyers
Title: Trustee

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first written above.

AESV CREDIT CARD CONSULTING, LLC

By: /s/ John V. Priore
Name: John V. Priore
Title: Manager

/s/ John V. Priore
John V. Priore

Address: ***
Email: ***

[Signature Page to Amendment No. 1 to Support Agreement]