SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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*
Priore John Vito
(Last) (First) (Middle)
13620 PONDVIEW CIRCLE
(Street)
NAPLES FL 34119
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
09/18/2026

3. Issuer Name **and** Ticker or Trading Symbol
Priority Technology Holdings, Inc. [PRTH]
Foreign Trading Symbol

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
Director
X 10% Owner
Officer (give title below)
Other (specify below)

5. If Amendment, Date of Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
Form filed by More than One Reporting Person

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	67,207	D	
Common Stock	4,000,000	I	See Footnote[1]

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			

Explanation of Responses:

1. Directly held by AESV CreditCard Consulting, LLC. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

Remarks:

The reporting person may be deemed to be a member of a group that collectively beneficially owns more than 10% of the Issuer's outstanding shares of Common Stock. The reporting person disclaims beneficial ownership of the securities of the Issuer beneficially owned by other members of the group and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose. Exhibit 24 - Power of Attorney.

/s/ John V. Priore	09/28/2026
** Signature of Reporting Person	Date

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.

Exhibit 24

POWER OF ATTORNEY

The undersigned (in his individual capacity, in each capacity set forth below the undersigned's signature, and in his capacity as a manager or member of any limited liability company, as a partner of any partnership, as a director or officer of any company or corporate entity, and as a trustee of a trust, in each case, for which the undersigned is otherwise authorized to sign (in each such capacity, a "Filing Person" and collectively, the "Filing Persons")) hereby constitutes and appoints Riley O'Farrell, signing singly, as the undersigned's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, to:

(i) execute for and on behalf of the Filing Persons, in the Filing Persons' capacities as a director, officer, and/or 10% shareholder of Priority Technology Holdings, Inc. (the "Company"), any and all forms, schedules and other documents (including any amendments thereto) any Filing Person is required to file with the Securities and Exchange Commission ("SEC") and any stock exchange on which the Company's stock is listed, or which the attorney-in-fact considers it advisable for any Filing Person to file with the SEC, under Section 13 or Section 16 of the Securities Exchange Act of 1934 or any rule or regulation thereunder, or under Rule 144 under the Securities Act of 1933 ("Rule 144"), including Forms 3, 4 and 5, Schedules 13D and 13G, and Forms 144 (all such forms, schedules and other documents being referred to herein as "SEC Filings"), granting unto each such attorney-in-fact and agent full power and authority to do and perform each act and thing requisite and necessary to be done under said Section 13, Section 16 and Rule 144, as fully and to all intents and purposes as each such Filing Person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof; and

(ii) manage the Filing Persons' EDGAR accounts as an account administrator and prepare, execute and make filings on EDGAR on the undersigned's behalf for purposes of submitting a Form ID, including any amendments thereto, and any other documents necessary or appropriate to make such filings.

The undersigned Filing Person acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of such Filing Person, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 13 or Section 16 of the Securities Exchange Act of 1934 or Rule 144 under the Securities Act of 1933.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file SEC Filings with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 28th day of September 2026.

/s/ John V. Priore

John V. Priore, individually, and

As Manager of AESV CreditCard Consulting, LLC