UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

Priority Technology Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**47-4257046**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

2001 Westside Parkway
Suite 155
Alpharetta, GA 30004
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Priority Technology Holdings, Inc. 2018 Equity Incentive Plan
(Full title of the plan)

Bradley Miller
General Counsel, Chief Risk Officer and Corporate Secretary
Priority Technology Holdings, Inc.
2001 Westside Parkway
Suite 155
Alpharetta, GA 30004
(404) 952-2107
(Name, address, including zip code, and telephone number, including area code, of agent for service)

***Copy to*:**
James Stevens
Troutman Pepper Locke LLP
600 Peachtree Street, NE
Suite 3000
Atlanta, Georgia 30308
(404) 885-3000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐	Accelerated filer ☒
Non-accelerated filer ☐	Smaller reporting company ☒
	Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8

Priority Technology Holdings, Inc. (the "Registrant") is filing this Registration Statement on Form S-8 (this "Registration Statement") with the Securities and Exchange Commission (the "Commission") to register an additional 8,000,000 shares of its common stock, par value $0.001 per share ("Common Stock") in connection with the amendment of the Registrant's 2018 Equity Incentive Plan, as amended (the "Equity Plan"), which was approved by the Registrant's shareholders on June 11, 2026.

The additional shares of Common Stock issuable pursuant to the Equity Plan are securities of the same class as other securities for which Registration Statements on Form S-8 were filed with the Commission on March 29, 2019 (File No. 333-230620) and December 21, 2022 (File No. 333-268918) (the "Prior Registration Statements"). Accordingly, and pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statement are incorporated by reference herein, including the periodic reports that the Registrant filed after the Prior Registration Statement to maintain current information about the Registrant, except to the extent supplemented, amended or superseded by the information set forth below.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission by the Registrant pursuant to the Securities Act of 1933, as amended (the "Securities Act") and the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated herein by reference, to the extent that such documents are considered filed with the Commission:

(a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed with the Commission on March 10, 2026 (File No. 001-37872).

(b) The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2026, filed with the Commission on May 11, 2026 (File No. 001-37872).

(c) The Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2026, filed with the Commission on August 6, 2026 (File No. 001-37872).

(d) The Registrant's Current Reports on Form 8-K, filed with the Commission on March 17, 2026, June 15, 2026 and August 26, 2026.

(e) The description of the Registrant's securities contained in Exhibit 4.5 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2024 including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K, including any exhibits included with such information that are related to such items), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents, to the extent such documents are considered filed with the Commission.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein) modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

You may request copies of these documents, at no cost to you, by writing or telephoning us at the below address. Exhibits to the filings, however, will not be sent, unless those exhibits have specifically been incorporated by reference in this document:

Priority Technology Holdings, Inc.
2001 Westside Parkway
Suite 155
Alpharetta, GA 30004
(404) 952-2107

Item 8. Exhibits.

Exhibit	Description
4.1	Second Amended and Restated Certificate of Incorporation of Priority Technology Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed July 31, 2018).
4.2	Certificate of Amendment to the Certificate of Incorporation of Priority Technology Holdings dated April 16, 2021, filed April 29, 2021(incorporated by reference to Annex I to the Registrant's Preliminary Proxy Statement on Schedule 14A filed with the Commission on April 16, 2021).
4.3	Certificate of Designations of Senior Preferred Stock (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed May 3, 2021).
4.4	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.2 to the Registration Statement on Form S-1, filed July 26, 2016).
4.5	Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K, filed July 31, 2018).
5.1*	Opinion of Troutman Pepper Locke LLP
10.1	Priority Technology Holdings, Inc. 2018 Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K, filed July 31, 2018).
10.2*	Amendment No. 2 to Priority Technology Holdings, Inc. 2018 Equity Incentive Plan.
23.1*	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm for the Registrant
23.2*	Consent of Troutman Pepper Locke LLP (included in Exhibit 5.1)
24.1	Power of Attorney (contained on the signature page hereto)
107*	Filing Fee Table

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Alpharetta, State of Georgia, on August 27, 2026.

PRIORITY TECHNOLOGY HOLDINGS, INC.

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

POWERS OF ATTORNEY

Each person whose signature appears below hereby constitute and appoint Thomas C. Priore and Timothy M. O'Leary, or any one of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments to the Registration Statement, including post-effective amendments thereto and any registration statements filed pursuant to Rule 462 under the Securities Act of 1933, as amended, and to file the same, with all exhibits hereto, and other documents in connection therewith, with the Securities and Exchange Commission, and does hereby grant unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Thomas C. Priore Thomas C. Priore	President, Chief Executive Officer and Chairman (Principal Executive Officer)	August 27, 2026
/s/ Timothy M. O'Leary Timothy M. O'Leary	Chief Financial Officer (Principal Financial Officer)	August 27, 2026
/s/ Rajiv Kumar Rajiv Kumar	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	August 27, 2026
/s/ Marc Crisafulli Marc Crisafulli	Director	August 27, 2026
/s/ Marietta C. Davis Marietta C. Davis	Director	August 27, 2026
/s/ Christina M. Favilla Christina M. Favilla	Director	August 27, 2026
/s/ Clayton Main Clayton Main	Director	August 27, 2026
/s/ Michael Passilla Michael Passilla	Director	August 27, 2026

Exhibit 5.1

Troutman Pepper Locke LLP
Bank of America Plaza, 600 Peachtree Street NE, Suite 3000
Atlanta, GA 30308

troutman.com

August 27, 2026

Priority Technology Holdings, Inc.
2001 Westside Parkway, Suite 155
Alpharetta, GA 30004

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We are acting as counsel to Priority Technology Holdings, Inc., a Delaware corporation (the “**Company**”), in connection with the preparation and filing of its registration statement on Form S-8 (the “**Registration Statement**”), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Act**”), relating to the registration of 8,000,000 shares (the “**Shares**”) of the Company’s common stock, par value $0.001 per share (the “**Common Stock**”), which may be issued pursuant to the Priority Technology Holdings, Inc. 2018 Equity Incentive Plan (the “**Plan**”). This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5), in connection with the Registration Statement, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectus, other than as expressly stated herein with respect to the issuance of the Shares.

For purposes of this opinion letter, we have examined copies of such agreements, instruments and documents as we have deemed an appropriate basis on which to render the opinions hereinafter expressed. In our examination of the aforesaid documents, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all original documents, and the conformity to authentic original documents of all documents submitted to us as copies (including telecopies). As to all matters of fact, we have relied on the representations and statements of fact made in the documents so reviewed, and we have not independently established the facts so relied on. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters.

This opinion letter is based as to matters of law solely on the Delaware General Corporation Law, as amended. We express no opinion herein as to any other statutes, rules or regulations.

Based upon, subject to and limited by the foregoing, we are of the opinion as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipients, and have been issued by the Company for legal consideration in excess of par value in the circumstances contemplated by the Plan, assuming in each case that the individual issuances, grants or awards under the Plan are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the Plan (and the agreements duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company and the Shares will be validly issued, fully paid, and nonassessable.

This opinion letter has been prepared for use in connection with the Registration Statement. We assume no obligation to advise you of any changes in the foregoing subsequent to the effective date of the Registration Statement.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are an “expert” within the meaning of the Act.

/s/ TROUTMAN PEPPER LOCKE LLP

TROUTMAN PEPPER LOCKE LLP

Exhibit 10.2

AMENDMENT NO. 2 TO THE
PRIORITY TECHNOLOGY HOLDINGS, INC. 2018 EQUITY INCENTIVE PLAN

THIS AMENDMENT NO. 2 (this “Amendment No. 2”) to the Priority Technology Holdings, Inc. 2018 Equity Incentive Plan is made as of the 11th day of June, 2026, by Priority Technology Holdings, Inc., (the “Company”), to be effective as set forth herein.

WHEREAS, the Company previously established the Priority Technology Holdings, Inc. 2018 Equity Incentive Plan (the “Plan”) to promote the interests of the Company and its stockholders by providing employees, directors and consultants of the Company and its affiliates with appropriate incentives and rewards to encourage them to enter into and continue in the employ or service of the Company and its affiliates and to acquire a proprietary interest in the long-term success of the Company;

WHEREAS, the Plan was previously amended by Amendment No. 1 to increase the aggregate number of shares of Company Stock available under the Plan to 4,364,050 shares;

WHEREAS, the Company’s Board of Directors (the “Board”) has determined that it is advisable and in the best interests of the Company to further amend the Plan pursuant to Section 19 thereof to increase the aggregate number of shares of common stock, $0.01 par value per share, of the Company (“Company Stock”) available under the Plan.

NOW, THEREFORE, the Plan is hereby amended as follows, effective as of June 11, 2026, the date of approval by the Company’s stockholders:

1. Section 3.1 of the Plan is hereby amended by deleting the present section in its entirety and substituting the following in lieu thereof:

Subject to adjustment as provided in Section 3(b), the aggregate maximum number of shares of Company Stock for which Awards may be granted pursuant to the Plan (after approval of Amendment No. 2 by the Company’s stockholders) shall be increased by 8,000,000 shares of Company Stock, which will increase the number of shares of Company Stock authorized for Awards under the Plan from 1,641,460 shares to 9,641,460 shares of Company Stock. Notwithstanding anything to the contrary herein, no more than 66,860 shares of Company Stock may be issued as Incentive Stock Options under the Plan. Any shares of Company Stock granted in connection with Options and Stock Appreciation Rights shall be counted against this limit as one share of Company Stock for every one Option or Stock Appreciation Right awarded. The aggregate number of shares of Company Stock available for Awards under the Plan shall be reduced on a one-for-one basis by the number of shares of Company Stock issued or issuable under the Plan and increased by that number of shares of Company Stock subject to Awards granted under the Plan which later become available in accordance with the provisions below. Such shares of Company Stock may be authorized but unissued shares of Company Stock or authorized and issued shares of Company Stock held in the Company’s treasury.

2. This Amendment No. 2 to the Plan has been approved by the shareholders of the Company at a meeting duly called for such purposes on June 11, 2026. Except as hereby modified, the Plan shall remain in full force and effect.

IN WITNESS WHEREOF, the Company has executed this Amendment No. 2 as of the date first written above.

PRIORITY TECHNOLOGY HOLDINGS, INC.

By: /s/ Bradley J. Miller
Name: Bradley J. Miller
Title: General Counsel

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2018 Equity Incentive Plan of Priority Technology Holdings, Inc. of our reports dated March 10, 2026, with respect to the consolidated financial statements of Priority Technology Holdings, Inc. and the effectiveness of internal control over financial reporting of Priority Technology Holdings, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2025, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Atlanta, GA
August 27, 2026

Calculation of Filing Fee Tables

S-8

Priority Technology Holdings, Inc.

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Common stock, $0.001 par value per share	457(a)	8,000,000	$ 5.69	$ 45,520,000.00	0.0001381	$ 6,286.31
			Total Offering Amounts:			$ 45,520,000.00		$ 6,286.31
			Total Fee Offsets:					$ 0.00
			Net Fee Due:					$ 6,286.31

Offering Note

1

(a) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of common stock, par value $0.001 per share ("Common Stock"), of Priority Technology Holdings, Inc. (the "Company") that become issuable under the Priority Technology Holdings, Inc. 2018 Equity Incentive Plan (the "Plan") by reason of any future stock dividend, stock split, recapitalization or other similar transaction.

(b) Estimated in accordance with Rule 457(c) and Rule 457(h) of the Securities Act. The price shown is based upon the average of the high and low prices reported for the common stock on the Nasdaq Global Market on August 25, 2026.

Table 2: Fee Offset Claims and Sources ☑Not Applicable

	Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
Rule 457(p)											
Fee Offset Claims											
Fee Offset Sources											