SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

Priority Technology Holdings, Inc.

(Name of Issuer)

Common Stock, par value $0.001 per share

(Title of Class of Securities)

74275G107

(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)

11/09/2025

(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. 74275G107

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 33,919,486.00
	8	Shared Voting Power 12,500,000.00
	9	Sole Dispositive Power 33,919,486.00
	10	Shared Dispositive Power 12,500,000.00

11	Aggregate amount beneficially owned by each reporting person 46,419,486.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐
13	Percent of class represented by amount in Row (11) 56.7 %
14	Type of Reporting Person (See Instructions) IN

Comment for Type of Reporting Person: ITEM 13 Calculated based on 81,871,568 shares of common stock of the Issuer outstanding as of October 31, 2025, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2025.

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. 5 ("Amendment No. 5") is being filed by Thomas C. Priore (the "Reporting Person") and amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on July 25, 2018 (the "Original Schedule 13D"), 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"), and Amendment No. 4 to the Original Schedule 13D filed with the SEC on June 21, 2024 ("Amendment No. 4") and, together with the Original Schedule 13D, (the "Schedule 13D"). The Schedule 13D remains in full force and effect, except as specifically amended by this Amendment No. 5. Capitalized terms used herein and not otherwise defined in this Amendment No. 5 have the meanings set forth in the Schedule 13D.

Item 4. Purpose of Transaction

Item 4 is hereby amended and supplemented to add the following: On November 9, 2025, Thomas Priore sent a letter (the "Letter") to the Issuer proposing to acquire 100% of the Issuer's outstanding equity interests for a purchase price in the range of $6.00 to $6.15 per share in cash (the "Proposed Transaction"). The Proposed Transaction would be funded through a combination of equity and new debt financing obtained by the buyer entity. Closing of the Proposed Transaction would not be subject to a financing contingency. Entry into the Proposed Transaction is contingent on execution of a mutually acceptable definitive agreement with terms and conditions customary for transactions of this type, and will be subject to customary closing conditions, including the receipt of all required regulatory and governmental approvals. The foregoing summary of the Letter is not intended to be complete and is qualified in its entirety by reference to the full text of the Letter, which is filed herewith as Exhibit 99.1 and is incorporated herein by reference. No assurances can be given that the Proposed Transaction will be consummated. No legally binding obligation with respect to the Proposed Transaction will arise unless and until the relevant parties enter into mutually acceptable definitive documentation. This Schedule 13D is not an offer to purchase or a solicitation of an offer to sell any securities. The Reporting Person intends to engage in discussions with the Issuer regarding the Proposed Transaction. The Reporting Person may change the terms of the Proposed Transaction, determine to accelerate or terminate discussions with the Issuer with respect to the Proposed Transaction, withdraw the proposal described in the Letter or any other proposal with respect to the Proposed Transaction, take any action to facilitate or increase the likelihood of consummation of the Proposed Transaction, or change his intentions with respect to any such matters, in each case at any time and without prior notice. The Reporting Person reserves the right to, directly or indirectly, take such additional steps as he may deem appropriate to further the Proposed Transaction or otherwise to support his investment in the Issuer, including, without limitation: (a) engaging in discussions with other shareholders, potential sources of financing, advisors and other relevant parties; and (b) entering into confidentiality arrangements, financing commitments, and other agreements, arrangements and understandings in connection with the Proposed Transaction. The Proposed Transaction may result in one or more of the actions specified in clauses (a) to (j) of Item 4 of Schedule 13D, including, without limitation, the acquisition of additional securities of the Issuer, a merger or other extraordinary transaction involving the Issuer, the delisting of the Common Shares and the Nasdaq Capital Market and the Common Shares becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934, as amended. The Reporting Person intends to review his investment in the Issuer on a continuing basis. Depending on various factors, including, without limitation, the outcome of any discussions referenced above, the Issuer's financial position, results and strategic direction, actions taken by the Issuer's management and the Board, price levels of the Common Stock and other investment opportunities available to the Reporting Person, the Reporting Person may in the future take such actions with respect to his investment in the Issuer as he deems appropriate, including, without limitation, acquiring additional shares of Common Stock and/or other equity or other securities of the Issuer or disposing of some or all of the securities beneficially owned by him in public market or privately negotiated transactions and/or otherwise changing his intention with respect to any and all matters referred to in Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer

(a) See rows (11) and (13) of the cover page to this Amendment No. 5 for the aggregate number of shares of Common Stock and percentages of the Common Stock beneficially owned by the Reporting Person. The percentages used in this Amendment No. 5 are calculated based upon 81,871,568 shares of Common Stock of the Issuer outstanding as of October 31, 2025, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2025.

(b) See rows (7) through (10) of the cover pages to this Amendment No. 5 for the number of shares of Common Stock as to which the Reporting Person has the sole or shared power to vote or direct the vote and sole or shared power to dispose or to direct the disposition.

(c) There have been no transactions in the Common Stock effected during the past 60 days by the Reporting Person.

(d) Not applicable.

(e) Not applicable.

Item 7. Material to be Filed as Exhibits.

Exhibit 99.1 - Letter, dated November 9, 2025.

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: 11/10/2025

Exhibit 99.1

November 9, 2025

BY EMAIL

Priority Technology Holdings, Inc.
2001 Westside Parkway, Suite 155
Alpharetta, GA 30004
Attention: Board of Directors

RE: Non-Binding Proposal

Dear Members of the Board of Directors:

I am currently the Chairman, Chief Executive Officer and largest individual shareholder of Priority Technology Holdings, Inc. (the "Company"). On behalf of myself and my affiliated entities that collectively own and control approximately 60% of the Company's issued and outstanding shares (the "Investor Group"), I am pleased to submit the following preliminary, non-binding proposal (the "Proposal") to acquire the 100% of the Company's outstanding equity interests (the "Potential Transaction").

We believe that the Proposal, as further detailed below, will deliver immediate, certain and compelling value to minority shareholders and will enable the Company to thrive as a private enterprise.

1. **Transaction Structure**: We propose to acquire 100% of the Company's outstanding equity interests. We look forward to an open discussion regarding structuring of the transaction in a mutually beneficial and satisfactory manner.

2. **Purchase Price:** We propose to pay a purchase price in the range of $6.00 to $6.15 per share in cash. This price range represents a premium in the range of 23% to 26% the Company's closing share price on November 7, 2025, and equates to a total equity value of approximately $510 to $520 million ("Purchase Price"). We believe this delivers a compelling valuation to shareholders today that fully reflects the future growth prospects of the Company. The consideration would be paid entirely in cash at closing. All existing options, RSUs and other equity and equity-like awards would accelerate upon the consummation of the Proposed Transaction and will be cashed out at the per share purchase price (net of exercise price in the case of options).

3. **Transaction Rationale and Vision for the Company**: Since its founding, the Company has created a recurring revenue model that integrates best-in-class payments, banking and software solutions. The Company's disciplined business model has established a strong track record of free cash flow through various economic cycles. Despite these facts, the public markets have consistently undervalued the Company's progress and have been distracted by short-term volatility.

4. **Sources of Financing**: The Potential Transaction would be funded through a combination of equity and new debt financing obtained by the buyer entity. We maintain strong relationships with a number of leading financial institutions, and we are highly confident in our ability to arrange equity and debt financing in a timely manner. Closing of the Potential Transaction would not be subject to any financing contingency.

5. **Required Approvals and Other Conditions:** Our entry into a Potential Transaction is contingent on: (i) execution of a mutually acceptable definitive agreement with terms and conditions customary for transactions of this type and (ii) the establishment (and subsequent approval) of a to-be-formed special committee of the Company's Board of Directors comprised of disinterested and independent directors (the "Special Committee"). We also expect that the Special Committee will have the authority to retain and seek advice from its own legal and financial advisors. Our obligation to consummate the Potential Transaction will be subject to customary closing conditions for transactions of this type, including the receipt of all required regulatory and governmental approvals.

6. **Timing:** We would not anticipate any delays in consummating the Potential Transaction and expect to be prepared to close following the satisfaction or waiver of all closing conditions.

7. **Fees and Expenses**. Each party will bear its own transaction-related expenses, including, without limitation, investment banking, legal, tax and accounting expenses.

8. **Advisors**: We have engaged McDermott Will & Schulte LLP as legal advisor to assist with the transaction. Ben Kozinn (bkozinn@mwe.com) and Eric Orsic (eorsic@mwe.com) are standing ready to discuss next steps.

9. **Other Information**: We understand and appreciate that time is essential in any discussion or transaction, and are prepared to move forward expeditiously by committing all necessary resources to complete a transaction promptly.

This non-binding Proposal is intended to serve as an outline of the basic terms of a Potential Transaction and provide a basis for further discussion and is not a summary of all matters that would be contained in definitive documentation. This Proposal does not constitute a legally binding commitment or agreement to consummate the Potential Transaction and does not create any obligation or liability binding on any party.

Given the size of the Investor Group's current shareholdings of the Company, we will be filing an amended Schedule 13D prior to the market open on Monday, November 10, 2025 that will include a copy of this letter.

In closing, we are excited to engage constructively with the Special Committee and its advisors to deliver a transaction that maximizes value for all shareholders and positions the Company for its next chapter of growth.

Please contact me to discuss next steps.

Sincerely,

/s/ Thomas Priore

Thomas Priore
Chief Executive Officer