UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 25

OMB APPROVAL	
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NOTIFICATION OF REMOVAL FROM LISTING AND/OR REGISTRATION UNDER SECTION 12(b) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number 001-37872

Issuer: Priority Technology Holdings, Inc.

Exchange: The Nasdaq Stock Market LLC

(Exact name of Issuer as specified in its charter, and name of Exchange where security is listed and/or registered)

Address: c/o Magna Management LLC
40 Wall Street, 58th Floor
New York NEW YORK 10005

Telephone number: (347) 491-4240

(Address, including zip code, and telephone number, including area code, of Issuer's principal executive offices)

Unit and Warrant

(Description of class of securities)

Please place an X in the box to designate the rule provision relied upon to strike the class of securities from listing and registration:

- [ ] 17 CFR 240.12d2-2(a)(1)
- [ ] 17 CFR 240.12d2-2(a)(2)
- [ ] 17 CFR 240.12d2-2(a)(3)
- [ ] 17 CFR 240.12d2-2(a)(4)
- [x] Pursuant to 17 CFR 240.12d2-2(b), the Exchange has complied with its rules to strike the class of securities from listing and/or withdraw registration on the Exchange. [1]
- [ ] Pursuant to 17 CFR 240.12d2-2(c), the Issuer has complied with its rules of the Exchange and the requirements of 17 CFR 240.12d-2(c) governing the voluntary withdrawal of the class of securities from listing and registration on the Exchange.

Pursuant to the requirements fo the Securities Exchange Act of 1934, The Nasdaq Stock Market LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing the Form 25 and has caused this notification to be signed on its behalf by the undersigned duly authorized person.

2019-04-02	By	Amy Horton	Hearings Advisor
Date		Name	Title

1 Form 25 and attached Notice will be considered compliance with the provisions of 17 CFR 240.19d-1 as applicable. See General Instructions.

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.

Delisting Determination,The Nasdaq Stock Market, LLC,
April 2, 2019, Priority Technology Holdings, Inc. The Nasdaq
Stock Market, Inc. (the Exchange) has determined to remove
from listing the warrant and unit of Priority Technology Holdings, Inc.
(the Company), effective at the opening of the trading
session on April 12, 2019. Based on review of information
provided by the Company, Nasdaq Staff determined that the
Company no longer qualified for listing on the Exchange
pursuant to Listing Rules IM-5101-2 and 5550(a)(3).
The Company was notified of the Staffs determination on
August 24, 2018. The Company appealed the determination
to a Hearing Panel. Upon review of the information provided
by the Company, the Panel issued a decision dated
November 5, 2018, granting the Company continued listing
and notified the Company that trading in the Companys
warrant and unit would be suspended on March 6, 2019.
The Company did not request a review of the Panels decision
by the Nasdaq Listing and Hearing Review Council. The
Listing Council did not call the matter for review.
The Panels Determination to delist the Companys warrant
and unit became final on March 6, 2019.