

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue. See
Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Gahan William</u> (Last) (First) (Middle) <u>C/O PRIORITY TECHNOLOGY HOLDINGS, INC.</u> <u>2001 WESTSIDE PARKWAY., SUITE 155</u> (Street) <u>ALPHARETTA</u> <u>GA</u> <u>30004</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Priority Technology Holdings, Inc.</u> [<u>PRTH</u>]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/01/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/01/2021		M		13,298	A	\$0 ⁽¹⁾	117,501	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	(1)	01/01/2021		M			13,298	(2)	(2)	Common Stock	13,298	\$0	157,992(3)	D	

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

2. On April 1, 2020, the Reporting Person was granted 53,192 restricted stock units which vest 25% on April 1, 2020, 25% on July 1, 2020, 25% on October 1, 2020, and 25% on January 1, 2021 subject to the Reporting Person's continued service as a director of the Issuer.

3. On November 12, 2020, the Reporting Person was granted 209,003 restricted stock units. 136,656 vest subject to the Reporting Person's continued service as an employee of the Issuer as follows: 64,309 on November 12, 2020; 24,117 on October 14, 2021; 24,115 on October 14, 2022; and 24,115 on October 14, 2023. 72,347 vest subject to the Reporting Person's continued service as an employee of the Issuer and achievement of certain performance goals established by the Issuer as follows: 24,117 on October 14, 2021; 24,115 on October 24, 2022; and 24,115 on October 24, 2023.

Remarks:

<u>/s/ William Gahan</u>	<u>01/04/2021</u>
<u>/s/ Bradley J. Miller, Attorney-in-Fact</u>	<u>01/04/2021</u>
** 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 4 (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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Bradley J. Miller and Laura Pfiester, signing singly,

1. prepare, execute, and submit to the Securities and Exchange Commission ("SEC") a Form ID, including amendments thereto, and any other documents;
2. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Priority Technology Holdings,
3. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form ID;
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to the undersigned.

/s/ William Gahan