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

SCHEDULE TO
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)

Priority Technology Holdings, Inc.

(Name of Subject Company and Filing Person (Issuer))

Warrants to Purchase Common Stock

(Title of Class of Securities)

74275G 115

(CUSIP Number of Class of Securities)

Christopher Prince
General Counsel
2001 Westside Parkway
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(800) 935-5961

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

Copies of communications to:

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CALCULATION OF FILING FEE

Transaction Valuation[1]	Amount of Filing Fee[2]
$4,355,724	$527.91

[1] The transaction valuation is estimated solely for purposes of calculating the amount of the filing fee. Priority Technology Holdings, Inc. (the "Company") is offering holders of all outstanding warrants of the Company, as of December 21, 2018, 5,731,216 warrants (representing 5,310,109 Public Warrants and 421,107 Private Warrants (each as defined below), collectively the "Warrants"), the opportunity to exchange such Warrants and receive 0.1920 shares of common stock, par value $0.001 per share, of the Company in exchange for each Warrant. The transaction value was determined by using the average of the high and low prices of the Public Warrants of the Company as reported on The NASDAQ Global Market on December 21, 2018, which was $0.76.

[2] The amount of the filing fee assumes that all outstanding warrants of the Company will be exchanged and is calculated pursuant to Rule 0-11(b) under the Securities Exchange Act of 1934, as amended, and equals $121.20 for each $1,000,000 of the transaction value.

☒ Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: $1,109.40	Filing Party: Priority Technology Holdings, Inc.
Form or Registration No.: Form S-4 (Registration No. 333-228645)	Date Filed: November 30, 2018 and December 26, 2018

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

☐ third-party tender offer subject to Rule 14d-1.

☒ issuer tender offer subject to Rule 13e-4.

☐ going-private transaction subject to Rule 13e-3.

☐ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☐

EXPLANATORY NOTE

This Amendment No. 2 (“Amendment No. 2”) amends and supplements the Tender Offer Statement on Schedule TO originally filed by Priority Technology Holdings, Inc. (“Priority,” the “Company,” “us” or “we”), a Delaware corporation, with the Securities and Exchange Commission, on December 26, 2018 and amended on January 22, 2019 (as amended, the “Schedule TO”), in connection with the offer by the Company to each of its warrant holders described below to receive 0.1920 shares of common stock, par value of $0.001 per share (the “Common Stock”), of the Company in exchange for every outstanding Warrant of the Company tendered by the holder and exchanged pursuant to the offer (the “Offer”). The Offer is made upon and subject to the terms and conditions set forth in the Prospectus/Offer to Exchange, dated February 11, 2019 (the “Prospectus/Offer to Exchange”), a copy of which is attached hereto as Exhibit (a)(1)(A), and in the related Letter of Transmittal and Consent, a copy of which is attached hereto as Exhibit (a)(1)(B).

Concurrently with the Offer, we are also soliciting consents from holders of the Warrants to amend the warrant agreement, dated as of September 13, 2016, by and between the Company and American Stock Transfer & Trust Company, LLC (the “Warrant Agreement”), which governs all of the Warrants, to permit the Company to require that each outstanding Warrant be converted into 0.1728 shares of Common Stock, which is a ratio 10% less than the ratio applicable to the Offer. Pursuant to the terms of the Warrant Agreement, the consent of holders of at least a majority of the outstanding Warrants is required to approve the amendment to the Warrant Agreement (the “Warrant Amendment”), with the holders of our publicly traded warrants (the “Public Warrants”) and holders of our privately issued warrants (the “Private Warrants”) voting together. Therefore, one of the conditions to the adoption of the Warrant Amendment is the receipt of the consent of holders of at least a majority of the then outstanding Warrants.

The information in the Prospectus/Offer to Exchange and in the related Letter of Transmittal and Consent, including all schedules and exhibits thereto, is incorporated by reference herein to answer the items required in this Amendment No. 2.

This Amendment No. 2 is being filed to update Item 12 of the Schedule TO to include the final Prospectus/Offer to Exchange which relates to the Form S-4 registration statement (the “Registration Statement”) which became effective on February 11, 2019 and a press release issued by the Company on February 12, 2019, announcing that the Company’s Registration Statement on Form S-4 relating to the Prospectus/Offer to Exchange became effective.

Only those items amended are reported in this Amendment No. 2. Except as specifically provided herein, the information contained in the Schedule TO, the Prospectus/Offer to Exchange and the Letter of Transmittal and Consent remains unchanged, and this Amendment No. 2 does not modify any of the other information previously reported on the Schedule TO or in the Prospectus/Offer to Exchange or the Letter of Transmittal and Consent. You should read Amendment No. 2 together with the Schedule TO, the Prospectus/Offer to Exchange and the Letter of Transmittal and Consent.

Item 12. Exhibits.

This Amendment No. 2 amends and restates Item 12 of the Schedule TO as follows:

Exhibit No.	Description	Included	Form	Filing Date
(a)(1)(A)	Prospectus/Offer to Exchange	By Reference	424B3	February 11, 2019
(a)(1)(B)	Form of Letter of Transmittal and Consent	By Reference	S-4/A	December 26, 2018
(a)(1)(C)	Form of Notice of Guaranteed Delivery	By Reference	S-4/A	December 26, 2018
(a)(1)(D)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees	By Reference	S-4/A	December 26, 2018
(a)(1)(E)	Form of Letter to Clients of Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees	By Reference	S-4/A	December 26, 2018
(a)(2)	Not applicable	—	—	—
(a)(3)	Not applicable	—	—	—
(a)(4)	Prospectus/Offer to Exchange (incorporated by reference to Exhibit (a)(1)(A))	By Reference	424B3	February 11, 2019
(a)(5)(A)	Press Release, dated November 30, 2018	By Reference	SC TO-C	December 3, 2018
(a)(5)(B)	Press Release, dated December 26, 2018	By Reference	SC TO-I	December 26, 2018
(a)(5)(C)	Press Release, dated January 22, 2019	By Reference	SC TO-I/A	January 22, 2019
(a)(5)(D)	Press Release, dated February 11, 2019	Herewith		
(b)	Not applicable			
(d)(i)	Second Amended and Restated Certificate of Incorporation of Priority Technology Holdings, Inc.	By Reference	8-K	July 31, 2018
(d)(ii)	Amended and Restated Bylaws of Priority Technology Holdings, Inc.	By Reference	8-K	July 31, 2018
(d)(iii)	Warrant Agreement, dated September 13, 2016, by and between American Stock Transfer & Trust Company, LLC and the Registrant	By Reference	8-K	September 16, 2016
(d)(iv)	Registration Rights Agreement dated as of July 25, 2018 by and among M I Acquisitions, Inc. and the other parties thereto	By Reference	8-K	July 31, 2018
(d)(v)	Priority Technology Holdings, Inc. 2018 Equity Incentive Plan †	By Reference	8-K	July 31, 2018
(d)(vi)	Priority Technology Holdings, Inc. Earnout Incentive Plan †	By Reference	8-K	July 31, 2018

Exhibit No.	Description	Included	Form	Filing Date
(d)(vii)	Director Agreement by and among Priority Holdings LLC, Pipeline Cynergy Holdings, LLC, Priority Payment Systems Holdings, LLC and Thomas C. Priore, dated May 21, 2014 †	By Reference	S-4/A	December 26, 2018
(d)(viii)	Amendment No. 1 to Director Agreement by and among Priority Holdings LLC, Pipeline Cynergy Holdings, LLC, Priority Payment Systems Holdings, LLC and Thomas C. Priore, dated April 19, 2018 †	By Reference	S-4/A	December 26, 2018
(d)(ix)	Executive Employment Agreement between Priority Payment Systems Holdings LLC, Pipeline Cynergy Holdings, LLC, Priority Holdings, LLC and John V. Priore, dated May 21, 2014 †	By Reference	8-K	December 26, 2018
(d)(x)	Amendment to Executive Employment Agreement between Priority Payment Systems Holdings LLC, Pipeline Cynergy Holdings, LLC, Priority Holdings, LLC and John V. Priore, dated November 13, 2018 †	By Reference	8-K	December 26, 2018
(d)(xi)	Director Agreement by and among Priority Technology Holdings, Inc. and John V. Priore, dated December 1, 2018†	By Reference	8-K	December 26, 2018
(d)(xii)	Employment Agreement between Priority Payment Systems Holdings LLC, Pipeline Cynergy Holdings, LLC, Priority Holdings, LLC and Afshin Yazdian, dated May 21, 2014†	By Reference	S-4/A	December 26, 2018
(d)(xiii)	Executive Employment Agreement between Priority Technology Holdings, Inc. and Michael Vollkommer, dated December 20, 2018 †	By Reference	8-K	December 26, 2018
(g)	Not applicable	—	—	—
(h)	Not applicable	—	—	—

† Indicates exhibits that constitute management contracts or compensatory plans or arrangements.

SIGNATURE

After due 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.

Priority Technology Holdings, Inc.

By: /s/ Thomas C. Priore
Name: Thomas C. Priore
Title: President, Chief Executive Officer and Chairman

Dated: February 12, 2019

Exhibit 99(a)(5)(D)

Priority Technology Holdings, Inc. (PRTH) Announces Effectiveness of Registration Statement For its Exchange Offer and Consent Solicitation Relating to its Outstanding Warrants

Alpharetta, GA and New York, NY, February 11, 2019 – Priority Technology Holdings, Inc. (NASDAQ: PRTH) ("Priority" or the "Company") today announces that its Registration Statement filed with the Securities and Exchange Commission (the "SEC") registering shares of common stock issuable as part of Priority's previously announced offer to exchange newly issued shares of its common stock for its currently outstanding warrants (the "Exchange Offer"), and a related consent solicitation (the "Consent Solicitation"), has become effective.

The Exchange Offer and Consent Solicitation will be open until 11:59 p.m., Eastern Standard Time, on February 12, 2019 (as the same may be further extended, the "Expiration Date"). Tendered warrants may be withdrawn by holders at any time prior to the Expiration Date. Priority's obligation to complete the Exchange Offer and Consent Solicitation is not conditioned on the receipt of a minimum number of tendered warrants.

Priority has engaged Cowen as the Dealer Manager for the Exchange Offer and Consent Solicitation. Any questions or requests for assistance concerning the Exchange Offer or the Consent Solicitation may be directed to Cowen at (833) 297-2926. D.F. King & Co., Inc. has been appointed the Information Agent for the Exchange Offer and Consent Solicitation, and American Stock Transfer & Trust Company, LLC has been appointed the Exchange Agent. Schulte Roth & Zabel LLP is serving as legal counsel to Priority and Ellenoff Grossman & Schole LLP is serving as legal counsel to Cowen.

Important Additional Information Has Been Filed with the SEC

Copies of the Schedule TO and Prospectus/Offer to Exchange will be available free of charge at the website of the SEC at www.sec.gov. Requests for documents may also be directed to Cowen at (833) 297-2926.

A registration statement on Form S-4 relating to the securities to be issued in the Exchange Offer has become effective.

This announcement is for informational purposes only and shall not constitute an offer to purchase or a solicitation of an offer to sell the Warrants or an offer to sell or a solicitation of an offer to buy any shares of common stock in any state in which such offer, solicitation or sale would be unlawful before registration or qualification under the laws of any such state. The Exchange Offer and Consent Solicitation are being made only through the Schedule TO and Prospectus/Offer to Exchange, and the complete terms and conditions of the Exchange Offer and Consent Solicitation are set forth in the Schedule TO and Prospectus/Offer to Exchange. Holders of the Warrants are urged to read the Schedule TO and Prospectus/Offer to Exchange carefully before making any decision with respect to the Exchange Offer and Consent Solicitation because they contain important information, including the various terms of, and conditions to, the Exchange Offer and Consent Solicitation. None of Priority, or any of its management or its board of directors, or the Information Agent, the Exchange Agent or the Dealer Manager makes any recommendation as to whether or not holders of warrants should tender Warrants for exchange in the Exchange Offer or consent to the Warrant Amendment in the Consent Solicitation.

About Priority Technology Holdings, Inc.

Priority is a leading provider of merchant acquiring and commercial payment solutions, offering unique product and service capabilities to its merchant network and distribution partners. Our enterprise operates from a purpose-built business platform that includes tailored customer service offerings and bespoke technology development, allowing us to provide end-to-end solutions for payment and payment-adjacent opportunities. Additional information can be found at www.PRTH.com.

Forward-Looking Statements

Certain statements in this press release constitute “forward-looking statements” within the meaning of the federal securities laws. Words such as “may,” “might,” “will,” “should,” “believe,” “expect,” “anticipate,” “estimate,” “continue,” “predict,” “forecast,” “project,” “plan,” “intend” or similar expressions, or statements regarding intent, belief, or expectations, are forward-looking statements. Although the Company believes that its forward-looking statements are reasonable, undue reliance should not be placed on any forward-looking statements. The Company’s forward-looking statements are based upon current estimates and assumptions and are subject to various risks and uncertainties, including those described in the Company’s filings with the SEC. As a result, actual results could be materially different. The Company expressly disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Investor and Media Inquiries:

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