

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>Priore Thomas Charles</u> (Last) (First) (Middle) <u>C/O PRIORITY TECHNOLOGY HOLDINGS, INC.</u> <u>2001 WESTSIDE PARKWAY, SUITE 155</u> (Street) <u>ALPHARETTA GA 30004</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Priority Technology Holdings, Inc. [PRTH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director ☒ 10% Owner ☒ Officer (give title below) Other (specify below) <u>President, CEO and Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/06/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	04/06/2020		J ⁽¹⁾		620,810	D	\$0	12,500,000	I	see footnote ⁽²⁾
Common Stock								33,613,250	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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Priore Thomas Charles</u> (Last) (First) (Middle) <u>C/O PRIORITY TECHNOLOGY HOLDINGS, INC.</u> <u>2001 WESTSIDE PARKWAY, SUITE 155</u> (Street) <u>ALPHARETTA GA 30004</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Priority Incentive Equity Holdings, LLC</u> (Last) (First) (Middle) <u>2001 WESTSIDE PARKWAY SUITE 155</u> (Street) <u>ALPHARETTA GA 30004</u> (City) (State) (Zip)

Explanation of Responses:

1. On April 6, 2020, Priority Incentive Equity Holdings, LLC made an in-kind distribution of 620,810 shares, without any additional consideration, of common stock of the Issuer to a holder of ownership interest of Priority Incentive Equity Holdings, LLC.
2. Includes 2,500,000 shares of PRTH common stock held by Lori A. Priore, the spouse of Thomas C. Priore, and Bernard H. Smyers, in their capacity as trustees of the Thomas C. Priore Irrevocable

Insurance Trust u/a/d 1/8/2010, for the benefit of Lori A. Priore and the children of Thomas C. Priore and Lori A. Priore. Also includes 10,000,000 shares of PRTH common stock held by Lori A. Priore, the spouse of Thomas C. Priore, in her capacity as trustee of the Thomas Priore 2019 GRAT, for the benefit of Lori A. Priore and the children of Thomas C. Priore and Lori A. Priore.

Remarks:

[/s/ Thomas Priore /s/ Priority Incentive Equity Holdings, LLC, By: Priority Investment Holdings LLC, its Manager, By: /s/ Thomas Priore, its Managing Member](#) [04/07/2020](#)

** 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.