

Form 144

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

144: Filer Information

Filer CIK0001747632

Filer CCCXXXXXXXX

Is this a LIVE or TEST Filing?☒ LIVE ☐ TEST

Submission Contact Information

Name

Phone

E-Mail Address

144: Issuer Information

Name of Issuer

SEC File Number

Address of Issuer

Phone

Name of Person for Whose Account the Securities are To Be Sold

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer

Priority Technology Holdings, Inc.
001-37872
2001 Westside Parkway, Suite 155
Alpharetta
GEORGIA
30004
404-952-2107
Sean Kiewiet
Officer

144: Securities Information

Title of the Class of Securities To Be Sold	Name and Address of the Broker	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Approximate Date of Sale	Name the Securities Exchange
Common Stock	J.P. Morgan Securities LLC 390 Madison Avenue 6th Floor New York NY 10017	142968	694824.48	80065145	06/28/2024	NASDAQ

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

144: Securities To Be Sold

Title of the Class	Date you Acquired	Nature of Acquisition	Name of Person from	Is this	Date Donor	Amount of Securities	Date of Payment	Nature of Payment *
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		Transaction	Whom Acquired	a Gift?	Acquired	Acquired
Common Stock	07/25/2018	Founder shares which were exchanged for post-merger shares from the Priority Holdings LLC & M I Acquisition In. on July 31, 2018	Issuer	☐	142968	07/25/2018 N/A

* If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

144: Securities Sold During The Past 3 Months

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
Sean Kiewiet C/o Priority Technology Holdings, Inc. 2001 Westside Parkway, Suite 155 Alpharetta GA 30004	Common Stock	04/01/2024	10000	33018.27
Sean Kiewiet C/o Priority Technology Holdings, Inc. 2001 Westside Parkway, Suite 155 Alpharetta GA 30004	Common Stock	05/01/2024	1305	4148.23
Sean Kiewiet C/o Priority Technology Holdings, Inc. 2001 Westside Parkway, Suite 155 Alpharetta GA 30004	Common Stock	05/02/2024	8695	27808.59
Sean Kiewiet C/o Priority Technology Holdings, Inc. 2001 Westside Parkway, Suite 155 Alpharetta GA 30004	Common Stock	05/14/2024	6001	21254.92
Sean Kiewiet C/o Priority Technology Holdings, Inc. 2001 Westside Parkway, Suite 155 Alpharetta GA 30004	Common Stock	05/15/2024	1605	5617.55
Sean Kiewiet C/o Priority Technology Holdings, Inc. 2001 Westside Parkway, Suite 155 Alpharetta GA 30004	Common Stock	05/16/2024	8061	27907.86
Sean Kiewiet C/o Priority Technology Holdings, Inc. 2001 Westside Parkway, Suite 155 Alpharetta GA 30004	Common Stock	05/17/2024	2506	8655.45
Sean Kiewiet C/o Priority Technology Holdings, Inc. 2001 Westside Parkway, Suite 155 Alpharetta GA 30004	Common Stock	05/20/2024	22100	73933.83
Sean Kiewiet C/o Priority Technology Holdings, Inc. 2001 Westside Parkway, Suite 155 Alpharetta GA 30004	Common Stock	05/21/2024	1000	3521.6

Sean Kiewiet C/o Priority Technology Holdings, Inc. 2001 Westside Parkway, Suite 155 Alpharetta GA 30004	Common Stock	05/22/2024 9875	34086.17
Sean Kiewiet C/o Priority Technology Holdings, Inc. 2001 Westside Parkway, Suite 155 Alpharetta GA 30004	Common Stock	05/23/2024 40000	150278.42
Sean Kiewiet C/o Priority Technology Holdings, Inc. 2001 Westside Parkway, Suite 155 Alpharetta GA 30004	Common Stock	05/24/2024 9852	44432.52
Sean Kiewiet C/o Priority Technology Holdings, Inc. 2001 Westside Parkway, Suite 155 Alpharetta GA 30004	Common Stock	05/29/2024 5080	25537.99
Sean Kiewiet C/o Priority Technology Holdings, Inc. 2001 Westside Parkway, Suite 155 Alpharetta GA 30004	Common Stock	05/30/2024 1952	9856.31
Sean Kiewiet C/o Priority Technology Holdings, Inc. 2001 Westside Parkway, Suite 155 Alpharetta GA 30004	Common Stock	06/03/2024 7980	36666.15
Sean Kiewiet C/o Priority Technology Holdings, Inc. 2001 Westside Parkway, Suite 155 Alpharetta GA 30004	Common Stock	06/04/2024 2020	8912.92

144: Remarks and Signature

Remarks

Date of Notice

06/28/2024

Date of Plan Adoption or Giving of Instruction, If Relying on Rule 10b5-1

06/16/2023

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature

/s/ J.P. Morgan Securities LLC as agent and attorney-in-fact for
Sean Kiewiet

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)