SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
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☐ 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*
Priore Thomas Charles

(Last) (First) (Middle)
C/O PRIORITY TECHNOLOGY HOLDINGS, INC.
2001 WESTSIDE PARKWAY, SUITE 155

(Street)
ALPHARETTA GA 30004

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Priority Technology Holdings, Inc. [PRTH]

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2019

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
X Director
X 10% Owner
X Officer (give title below)
Other (specify below)
President, CEO & Chairman

6. Individual or Joint/Group Filing (Check Applicable Line)
Form filed by One Reporting Person
X 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	02/15/2019		A		61,264[(1)]	A	[(1)]	46,113,250	D	
Common Stock	02/15/2019		A		3,917[(2)]	A	[(2)]	3,046,611	I	see footnote[(3)]

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				
Warrants	$11.5	02/15/2019		D			319,087[(1)]	08/24/2018	07/25/2023	Common Stock	319,087	[(1)]	0	D	
Warrants	$11.5	02/15/2019		D			20,403[(2)]	08/24/2018	07/25/2023	Common Stock	20,403	[(2)]	0	I	see footnote[(3)]

1. Name and Address of Reporting Person*
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2001 WESTSIDE PARKWAY, SUITE 155

(Street)
ALPHARETTA GA 30004

(City) (State) (Zip)

1. Name and Address of Reporting Person*
Priority Incentive Equity Holdings, LLC

(Last) (First) (Middle)
2001 WESTSIDE PARKWAY,
SUITE 155

(Street)
ALPHARETTA GA 30004

(City) (State) (Zip)

Explanation of Responses:

1. The Reporting Person disposed of warrants to purchase 319,087 shares of common stock in exchange for 61,264 shares of common stock in an issuer exchange offer.
2. The Reporting Person disposed of warrants to purchase 20,403 shares of common stock in exchange for 3,917 shares of common stock in an issuer exchange offer.
3. These securities are directly held by Priority Incentive Equity Holdings, LLC. Thomas Priore is the managing member of Priority Investment Holdings LLC, which is the non-member manager of Priority Incentive Equity Holdings, LLC. Thomas Priore disclaims beneficial ownership of the securities held by Priority Incentive Equity Holdings, LLC except to the extent of his pecuniary interest therein, if any.

/s/ Thomas Priore	02/19/2019
/s/ Priority Incentive Equity Holdings, LLC, By: Priority Investment Holdings LLC, its Manager, By: /s/ Thomas Priore, its Managing Member	02/19/2019
** 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.