

United States  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 8-K

Current Report  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

June 17, 2020  
Date of Report (Date of earliest event reported)

**Priority Technology Holdings, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

|                                                                                                                                  |                                                    |                                                                 |
|----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|-----------------------------------------------------------------|
| <hr/> <b>Delaware</b><br>(State or other jurisdiction of incorporation)                                                          | <hr/> <b>001-37872</b><br>(Commission File Number) | <hr/> <b>47-4257046</b><br>(I.R.S. Employer Identification No.) |
| <hr/> <b>2001 Westside Parkway</b><br><b>Suite 155</b><br><b>Alpharetta, Georgia</b><br>(Address of Principal Executive Offices) |                                                    | <hr/> <b>30004</b><br>(Zip Code)                                |

Registrant's telephone number, including area code: **(800) 935-5961**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

|                                  |                             |                                                        |
|----------------------------------|-----------------------------|--------------------------------------------------------|
| <hr/> <b>Title of each class</b> | <hr/> <b>Trading Symbol</b> | <hr/> <b>Name of each exchange on which registered</b> |
| Common stock, \$0.001 par value  | PRTH                        | Nasdaq Global Market                                   |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of (1933 §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On June 17, 2020, Priority Technology Holdings, Inc. (the “Company”) held its 2020 annual meeting of stockholders (the “Annual Meeting”). A total of 61,836,660 shares, or approximately 92.2%, of the Company’s outstanding shares of common stock as of the record date for the Annual Meeting, were represented in person through virtual attendance or by proxy at the Annual Meeting, constituting a quorum.

**Proposal 1 - Election of Directors.**

The Company’s stockholders elected each of the persons listed below to serve as director until the next annual meeting in 2021, or until his earlier resignation, death, or removal. The votes were cast as follows:

| Name of Nominee     | For        | Against   | Abstain | Broker Non-Votes |
|---------------------|------------|-----------|---------|------------------|
| Thomas Priore       | 53,311,604 | 2,991,448 | 11      | 5,533,597        |
| John Priore         | 53,544,184 | 2,758,868 | 11      | 5,533,597        |
| Christina Favilla   | 55,925,019 | 378,033   | 11      | 5,533,597        |
| William Gahan       | 53,633,505 | 2,669,547 | 11      | 5,533,597        |
| Matthew Kearney     | 53,570,372 | 2,732,680 | 11      | 5,533,597        |
| Michael K. Passilla | 53,656,167 | 2,646,885 | 11      | 5,533,597        |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 18, 2020

PRIORITY TECHNOLOGY HOLDINGS, INC.

By: /s/ Bradley J. Miller

Name: Bradley J. Miller

Title: General Counsel and Chief Risk Officer