
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

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
Alpharetta, GA 30004
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(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	Amount of Filing Fee*
N/A	N/A

*Pursuant to General Instruction D to Schedule TO, a filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

☐ 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: N/A

Filing Party: N/A

Form or Registration No.: N/A

Date Filed: N/A

☒ 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: ☐

On November 30, 2018, Priority Technology Holdings, Inc. (“Priority” or the “Company”) filed a Registration Statement on Form S-4 (the “Registration Statement”) relating to a proposed offer by Priority to exchange certain outstanding warrants for shares of common stock of Priority (the “Exchange Offer”). The preliminary prospectus/offer to exchange included in the Registration Statement is incorporated herein by reference as Exhibit 99.1.

In addition, Priority issued a press release on November 30, 2018 relating to the proposed Exchange Offer, which is incorporated herein by reference as Exhibit 99.2.

The communications attached as exhibits to this Schedule TO do not constitute an offer to holders of the Company’s outstanding warrants to exchange those warrants. The commencement date of the proposed Exchange Offer will be determined by the Board of Directors of the Company. Furthermore, the Board of Directors will retain the authority, in its discretion, not to commence the Exchange Offer or to terminate the Exchange Offer at any time prior to the expiration of the exchange period under the Exchange Offer.

The Exchange Offer has not yet commenced. If Priority commences the Exchange Offer, the Exchange Offer will be made solely by a prospectus/offer to exchange, the related letter of transmittal and certain other related materials, which Priority will file with the SEC. Investors are urged to read these materials when they become available, as well as any other relevant documents filed with the SEC when they become available, carefully and in their entirety because they will contain important information, including the terms and conditions of the exchange offer.

Priority warrant holders will be able to obtain the written materials described above and other documents filed by Priority with the SEC free of charge from the SEC’s website at www.sec.gov. In addition, warrant holders may obtain free copies of the documents filed by Priority with the SEC by directing a written request to: Priority Technology Holdings, Inc. 2001 Westside Parkway, Alpharetta, GA 30004, Attention: Corporate Secretary.

Exhibits.

Exhibit Number	Description
99.1	Preliminary Prospectus/Offer to Exchange (incorporated by reference to Priority’s Registration Statement on Form S-4 filed on November 30, 2018 (File No. 333-228645)).
99.2	Press Release dated November 30, 2018



Investor and Media Inquiries:

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Priority Technology Holdings, Inc. (PRTH) Announces Proposed Offer to Exchange Outstanding Warrants for Newly Issued Shares of Common Stock and Proposed Consent Solicitation

Alpharetta, GA and New York, NY, November 30, 2018 – Priority Technology Holdings, Inc. ([NASDAQ: PRTH](#)) (“Priority” or the “Company”) today filed with the Securities and Exchange Commission (the “SEC”) a Registration Statement on Form S-4 (the “Registration Statement”) and a Schedule TO, each relating to a proposed offer by Priority to exchange its outstanding warrants for newly issued shares of its common stock (the “Exchange Offer”) and a related consent solicitation (the “Consent Solicitation”).

Pursuant to the Exchange Offer, Priority will offer to holders of its outstanding public and private warrants the opportunity to receive 0.192 shares of newly issued Priority common stock in exchange for each of the outstanding warrants tendered by the holder.

Concurrently with the Exchange Offer, Priority will solicit consents from holders of the outstanding warrants to amend the warrant agreement, dated September 13, 2016, between the Company and American Stock Transfer & Trust Company, LLC (the “Warrant Amendment”), which governs the terms of the warrants, to permit the Company to require that each warrant that remains outstanding after the Exchange Offer can be mandatorily converted by Priority into 0.1728 shares of newly issued Priority common stock. If this amendment to the Warrant Agreement is approved by the warrant holders, then the ratio that will be applied after the Exchange Offer to convert any remaining outstanding warrants into Priority common stock will be 10% less than the ratio at which warrant holders can exchange warrants for common stock in the Exchange Offer.

Priority expects to commence the Exchange Offer and the Consent Solicitation in the near future, and will make additional announcements and SEC filings when it commences them.

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 and Consent Solicitation may be directed to Cowen at (833) 297-2926. D.F. King & Co., Inc. has been appointed 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.

Additional information about the Exchange Offer and Consent Solicitation will be available in the Registration Statement and Schedule TO, filed by Priority with the SEC.

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 current expectations, are forward-looking statements. While the Company believes these forward-looking statements are reasonable, undue reliance should not be placed on any such forward-looking statements, which are based on information available to us on the date of this release. These forward-looking statements are based upon current estimates and assumptions and are subject to various risks and uncertainties, including without limitation those set forth in the Company’s filings with the SEC. Thus, actual results could be materially different. The Company expressly disclaims any obligation to update or alter statements whether as a result of new information, future events or otherwise, except as required by law.
