

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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

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

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| 1. Name and Address of Reporting Person* <u>Kiewiet Sean</u> _____ (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 <u>Priority Technology Holdings, Inc. [PRTH]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Technology Officer |
| | 3. Date of Earliest Transaction (Month/Day/Year) 04/29/2020 | |
| | 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 | 04/29/2020 | | S ⁽¹⁾ | | 93 | D | \$1.72 | 2,348,568 | D | |
| Common Stock | 04/29/2020 | | S ⁽¹⁾ | | 13 | D | \$1.73 | 2,348,555 | D | |
| Common Stock | 04/29/2020 | | S ⁽¹⁾ | | 100 | D | \$1.74 | 2,348,455 | D | |
| Common Stock | 04/29/2020 | | S ⁽¹⁾ | | 100 | D | \$1.75 | 2,348,355 | D | |
| Common Stock | 04/29/2020 | | S ⁽¹⁾ | | 92 | D | \$1.755 | 2,348,263 | D | |
| Common Stock | 04/29/2020 | | S ⁽¹⁾ | | 200 | D | \$1.76 | 2,348,063 | D | |
| Common Stock | 04/29/2020 | | S ⁽¹⁾ | | 7 | D | \$1.765 | 2,348,056 | D | |
| Common Stock | 04/29/2020 | | S ⁽¹⁾ | | 1,079 | D | \$1.77 | 2,346,977 | D | |
| Common Stock | 04/29/2020 | | S ⁽¹⁾ | | 229 | D | \$1.775 | 2,346,748 | D | |
| Common Stock | 04/29/2020 | | S ⁽¹⁾ | | 725 | D | \$1.78 | 2,346,023 | D | |
| Common Stock | 04/29/2020 | | S ⁽¹⁾ | | 225 | D | \$1.785 | 2,345,798 | D | |
| Common Stock | 04/29/2020 | | S ⁽¹⁾ | | 300 | D | \$1.79 | 2,345,498 | D | |
| Common Stock | 04/29/2020 | | S ⁽¹⁾ | | 53 | D | \$1.795 | 2,345,445 | D | |
| Common Stock | 04/29/2020 | | S ⁽¹⁾ | | 396 | D | \$1.8 | 2,345,049 | D | |
| Common Stock | 04/29/2020 | | S ⁽¹⁾ | | 100 | D | \$1.83 | 2,344,949 | D | |
| Common Stock | 04/30/2020 | | S ⁽¹⁾ | | 100 | D | \$1.56 | 2,344,849 | D | |
| Common Stock | 04/30/2020 | | S ⁽¹⁾ | | 3 | D | \$1.605 | 2,344,846 | D | |
| Common Stock | 04/30/2020 | | S ⁽¹⁾ | | 39 | D | \$1.61 | 2,344,807 | D | |
| Common Stock | 04/30/2020 | | S ⁽¹⁾ | | 187 | D | \$1.7 | 2,344,620 | D | |
| Common Stock | 04/30/2020 | | S ⁽¹⁾ | | 200 | D | \$1.74 | 2,344,420 | D | |
| Common Stock | 04/30/2020 | | S ⁽¹⁾ | | 1 | D | \$1.765 | 2,344,419 | D | |
| Common Stock | 04/30/2020 | | S ⁽¹⁾ | | 100 | D | \$1.77 | 2,344,319 | D | |
| Common Stock | 04/30/2020 | | S ⁽¹⁾ | | 4 | D | \$1.825 | 2,344,315 | D | |
| Common Stock | 04/30/2020 | | S ⁽¹⁾ | | 7 | D | \$1.835 | 2,344,308 | D | |
| Common Stock | 04/30/2020 | | S ⁽¹⁾ | | 100 | D | \$1.9 | 2,344,208 | D | |
| Common Stock | 04/30/2020 | | S ⁽¹⁾ | | 100 | D | \$1.92 | 2,344,108 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Deemed Execution Date, if any (e.g., puts, calls, warrants, options, convertible securities) (Month/Day/Year) | 5. Transaction Code (Instr. 8) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of 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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|--|--|---|--|
| Explanation of Responses: 1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-trading plan adopted by the reporting person. | | | | | | | | | | |
| Remarks: | | | | | | | | | | |
| | | | | Code V | | /s/ Sean Kiewiet | | 05/01/2020 | | |

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.

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