FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

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

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

Street   ALPHARETTA GA   30004   State   (Zip)   State   (Zi	1. Name and Address of Reporting Person*  Hipp Stephen W  (Last) (First) (Middle)  2001 WESTSIDE PARKWAY					2. Issuer Name and Ticker or Trading Symbol Priority Technology Holdings, Inc. [ PRTH ]  3. Date of Earliest Transaction (Month/Day/Year) 05/25/2022										Relationship of Reporti eck all applicable)  X Director  Officer (give title below)			10% (	Owner (specify
2. Transaction Date (Month/Day/Year) (Mo	ALPHARETTA GA 30004					4. If Amendment, Date of Original Filed (Month/Day/Year)									Line)  X Form filed by One Reporting Person Form filed by More than One Reporting					
Common Stock   Comm																				
Common Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table 2. Conversion or Exercise Price of Derivative Security (Instr. 3)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security (Instr. 3)  2. Conversion or Exercise Date (Month/Day/Year) (Instr. 3)  2. Conversion or Exercise Date (Month/Day/Year) (Instr. 3)  3. Transaction Date (Month/Day/Year) (Instr. 3)  4. Transaction Code (Instr. 8)  4. Transaction Signatured (A) or Price (Transaction(s) (Instr. 3 and 4)  5. Number of Derivative Securities Date (Month/Day/Year) (Instr. 5)  Disposed of Derivative Security (Instr. 5)  Disposed of Derivative Security (Instr. 3)  Amount of Derivative Securities Derivative Securities Direct (D) Ownership Form: Direct (D) Ownership Securities Direct (D)	Date						Execution Date, Year) if any			Transaction   Code (Instr.		Disposed Of (D) (Instr. 3, 4			and Securitie Beneficia Owned F		es ially Following	Form (D) o	n: Direct r Indirect	Indirect Beneficial Ownership
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 Secur									Code	v	Amount	(A) o (D)	r Price		Transac	ction(s)			(Instr. 4)	
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  Instr. 3)  1. Title of Derivative Security (Instr. 3)  Instr. 3)  Instr. 4)  Instr. 5)  Instr. 6. Date Exercisable and Expiration Date (Month/Day/Year)  Instr. 6. Date Exercisable and Expiration Date (Month/Day/Year)  Instr. 5)  Instr. 6. Date Exercisable and Expiration Date (Month/Day/Year)  Instr. 6. Date Exercisable and Expiration Date (Month/Day/Year)  Instr. 5)  Instr. 6. Date Exercisable and Expiration Date (Month/Day/Year)  Instr. 5)  Instr. 6. Date Exercisable and Expiration Date (Month/Day/Year)  Instr. 5)  Instr. 5)  Instr. 6. Date Exercisable and Expiration Date (Month/Day/Year)  Instr. 5)  Instr. 6. Date Exercisable and Expiration Date (Month/Day/Year)  Instr. 5)  Instr. 6. Date Exercisable and Expiration Date (Month/Day/Year)  Instr. 5)  Instr. 6. Date Exercisable and Expiration Date (Month/Day/Year)  Instr. 5)  Instr. 4)  Inst	Common Stock 05/25/2					022	122			P		6,000	A	\$5.2	9(1)	6,000			I	Anderson Rogers Hipp -
1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise (Month/Day/Year)  2. Conversion or Exercise (Month/Day/Year)  3. Transaction Date (Execution Date, if any (Month/Day/Year)  4. Transaction Code (Instr. 8)  4. Transaction Date (Month/Day/Year)  5. Number of Derivative Securities (Month/Day/Year)  9. Number of derivative Security Security (Instr. 5)  10. Ownership Form: Direct (D) or Indirect (Nonth/Day/Year)  Ownership (Instr. 4)  (Instr. 4)  1. Title and Amount of Securities (Instr. 5)  Amount or Securities (Instr. 4)  1. Nature of Indirect (Nonth/Day/Year)  1. Amount or Securities (Instr. 4)  1. Nature of Derivative Security (Instr. 5)  1. Amount or Securities (Instr. 4)  1. Amount or Securities (Instr. 4)  1. Nature of Derivative Security (Instr. 5)  1. Nature of Indirect (Nonth/Day/Year)  2. Amount of Security (Instr. 5)  2. Price of Derivative Security (Instr. 5)  3. Price of Derivative Security (Instr. 5)  4. Amount of Security (Instr. 5)  4. Amount of Security (Instr. 5)  2. Number of Derivative Security (Instr. 5)  3. Price of Derivative Security (Instr. 5)  4. Amount of Security																				
Date Expiration of	Derivative Security	Conversion or Exercise Price of Derivative	Date	Execu if any	emed tion Date,	4. Transa Code (	ction	5. Nu of Deriv Secu Acqu (A) or Dispo	mber rative rities ired r osed )	6. Date Exerc		isable and ate (ear)	7. Title and Amount of Securities Underlying Derivative Security (Ins 3 and 4)		8. Price of Derivative Security (Instr. 5)		derivative Securities Beneficially Owned Following Reported Transaction(s)		Ownershi Form: Direct (D) or Indirect	Beneficial Ownership t (Instr. 4)

## **Explanation of Responses:**

- 1. The price reported in Column 4 is a weighted average price. The reporting person undertakes to provide to Priority Technology Holdings, Inc., any security holder of Priority Technology Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.
- 2. These shares are held in a trust for the benefit of the reporting person's minor child. The reporting person is trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

## Remarks:

05/27/2022 /s/ Stephen Hipp /s/ Bradley J. Miller 05/27/2022 (Attorney-In-Fact)

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.