

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

☐ 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

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

<div>1. Name and Address of Reporting Person*</div> <div><u>Bonventre Anthony Martin</u></div> <div>(Last) (First) (Middle)</div> <div><u>C/O PRIORITY TECHNOLOGY HOLDINGS, INC.</u></div> <div><u>2001 WESTSIDE PARKWAY, SUITE 155</u></div> <div>(Street)</div> <div><u>ALPHARETTA GA 30004</u></div> <div>(City) (State) (Zip)</div>	<div>2. Issuer Name and Ticker or Trading Symbol</div> <div><u>Priority Technology Holdings, Inc. [PRTH]</u></div>	<div>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</div> <div><div><input checked="" type="checkbox"/> Director</div><div>10% Owner</div><div><input type="checkbox"/> Officer (give title below)</div><div>Other (specify below)</div><div><u>EVP Operations</u></div></div>	
	<div>3. Date of Earliest Transaction (Month/Day/Year)</div> <div><u>02/12/2021</u></div>		
	<div>4. If Amendment, Date of Original Filed (Month/Day/Year)</div>		
		<div>6. Individual or Joint/Group Filing (Check Applicable Line)</div> <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>	

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			
<u>Common Stock</u>								<u>93,120</u>	<u>D</u>	

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
<u>Restricted Stock Unit</u>	<u>(1)</u>	<u>02/12/2021</u>		<u>M</u>		<u>1,870</u>	<u>(2)</u>	<u>(2)</u>	<u>Common Stock</u>	<u>1,870</u>	<u>\$0</u>	<u>1,870</u>	<u>D</u>	

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
2. On February 12, 2021, the Reporting Person was granted 1,870 restricted stock units which vest 50% on February 12, 2022 and 50% on February 12, 2023 subject to the Reporting Person's continued employment with the Issuer.

Remarks:

/s/ Anthony Bonventre03/01/2021

/s/ Bradley J. Miller (Attorney-In-Fact)03/01/2021

** 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.