

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>Jackson Michael Frank</u> (Last) (First) (Middle) <u>C/O REPAY HOLDINGS CORPORATION,</u> <u>3 WEST PACES FERRY ROAD, SUITE 200</u> (Street) <u>ATLANTA GA 30305</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Repay Holdings Corp [RPAY]</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) <u>Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/24/2020</u>	
	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	07/24/2020		M ⁽¹⁾		139,173	A	(1)	356,967	D	
Class A Common Stock	07/24/2020		s ⁽²⁾		139,173	D	\$22.46 ⁽³⁾	217,794	D	

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	(A)	(D)	Date Exercisable	Expiration Date						Title
Post-Merger Repay Units	(4)	07/24/2020		M ⁽¹⁾			139,173	(4)	(4)	Class A Common Stock	139,173	(1)	0	D	

Explanation of Responses:

- Reflects an exchange of Post-Merger Repay Units (as defined below) on a one-for-one basis for shares of Class A common stock of the Repay Holdings Corporation (the "Issuer") pursuant to the Exchange Agreement (as defined below).
- The transaction was pursuant to a Rule 10b5-1 plan.
- The sales price indicated is a weighted average purchase price. The corresponding shares were sold in multiple transactions at prices ranging from \$22.42 to \$23.55 inclusive. The Reporting Person undertakes to provide to the Issuer, any securityholder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the ranges set forth.
- Represents non-voting limited liability company interests (the "Post-Merger Repay Units") in Hawk Parent Holdings, LLC ("Hawk Parent"). Pursuant to the terms of an exchange agreement (the "Exchange Agreement") among Hawk Parent, the Issuer and certain holders of the Post-Merger Repay Units, the Post-Merger Repay Units may be exchanged at the discretion of the holder for shares of Class A common stock of the Issuer on a one-for-one basis, or, at the option of the Issuer, cash. These exchange rights do not expire.

Remarks:

/s/ Timothy J. Murphy, as
Attorney-in-Fact

07/28/2020

** 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.