SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

1. Name and Address of Reporting Person*

Jackson Michael Frank

(Last)	(First)	(Middle)

C/O REPAY HOLDINGS CORPORATION,
3 WEST PACES FERRY ROAD, SUITE 200

(Street)

ATLANTA	GA	30305

(City)	(State)	(Zip)

2. Issuer Name **and** Ticker or Trading Symbol

Repay Holdings Corp [RPAY]

3. Date of Earliest Transaction (Month/Day/Year)
02/23/2022

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

Chief Operating Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

X   Form filed by One Reporting Person

Form filed by More than One Reporting Person

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			
Class A Common Stock	02/23/2022		F[(1)]		844	D	$17.77	86,350	D	
Class A Common Stock	02/23/2022		A[(2)]		28,512	A	$0.00	114,862	D	
Class A Common Stock								117,269	I	See footnote[(3)]

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	Amount or Number of Shares				

Explanation of Responses:

1. Reflects shares of Class A common stock of the Issuer withheld to cover the Reporting Person's tax liability in connection with the vesting of shares of time-based restricted stock previously reported by the Reporting Person.

2. Represents a grant of restricted Class A common stock of the Issuer that vests in four equal installments commencing February 23, 2023.

3. These securities are held directly by limited liability companies. For each such limited liability company, (a) Reporting Person serves as the sole member of its board of managers and (b) all of the voting ownership interests are owned by Reporting Person (in his capacity as trustee of a revocable trust).

Remarks:

The Reporting Person disclaims beneficial ownership of any securities reported herein as indirectly beneficially owned, except to the extent of his pecuniary interest therein.

/s/ Timothy J. Murphy, as Attorney-in-Fact   02/25/2022

** Signature of Reporting Person   Date