

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): April 22, 2020

REPAY HOLDINGS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38531
(Commission File Number)

98-1496050
(IRS Employer
Identification No.)

**3 West Paces Ferry Road
Suite 200
Atlanta, GA 30305**
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (404) 504-7472

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value \$0.0001 per share	RPAY	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On April 22, 2020, Repay Holdings Corporation (the “Company”) issued a press release announcing the expiration of its previously announced consent solicitation (the “Consent Solicitation”) from holders of its outstanding public warrants (the “Public Warrants” and together with the private placement warrants, the “Warrants”) to approve amendments (the “Proposed Amendments”) to the existing warrant agreement relating to the Warrants, as previously amended (the “Warrant Agreement”), for the purpose of curing certain ambiguities relating to “cashless exercise” of the Warrants. The Consent Solicitation expired at 5:00 p.m., New York City time, on April 21, 2020. As of the expiration time, the Company had not obtained the requisite consents for the Proposed Amendments. Accordingly, the Proposed Amendments will not become operative.

The Company has notified the holders of the Warrants that it may lower the Warrant Price (as defined in the Warrant Agreement for a limited period of time (the “Reduction Period”). The Reduction Period would commence on a date on or after May 12, 2020 and end not less than twenty (20) business days thereafter. The terms and conditions associated with any such reduction will be set forth in an Offer to Reduce Exercise Price and accompanying documents, which will be provided to holders of Warrants at or prior to the commencement of the Reduction Period.

A copy of the press release relating to the expiration of the Consent Solicitation and Reduction Period is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued April 22, 2020

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: April 22, 2020

Repay Holdings Corporation

By: /s/ Tyler B. Dempsey

Tyler B. Dempsey
General Counsel

REPAY Announces Expiration of Consent Solicitation for Public Warrants and Provides Notice of Potential Warrant Price Reduction

ATLANTA, April 22, 2020 – Repay Holdings Corporation (NASDAQ: RPAY) (the “Company” or “REPAY”) announced the expiration of its previously announced consent solicitation from holders of its outstanding public warrants (CUSIP No. 76029L 118) (the “Public Warrants” and together with private placement warrants, the “Warrants”) to approve amendments (the “Proposed Amendments”) to the existing warrant agreement, as previously amended, relating to the Warrants (the “Warrant Agreement”) for the purpose of curing certain ambiguities relating to a “cashless exercise” of the Warrants.

The consent solicitation expired at 5:00 p.m., New York City time, on April 21, 2020. As of the expiration time, the Company had not obtained the requisite consents for the Proposed Amendments. Accordingly, the Proposed Amendments will not become operative.

The Company has notified the holders of the Warrants that it may lower the Warrant Price (as defined in the Warrant Agreement) for a limited period of time (the “Reduction Period”). The Reduction Period would commence on a date on or after May 12, 2020 and end not less than twenty (20) business days thereafter. The terms and conditions associated with any such reduction will be set forth in an Offer to Reduce Exercise Price and accompanying documents, which will be provided to holders of Warrants at or prior to the commencement of the Reduction Period.

This announcement is for informational purposes only and is neither an offer to sell nor a solicitation of an offer to buy any security.

Forward-Looking Statements

This communication contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements about future financial and operating results, our plans, objectives, expectations and intentions with respect to future operations, products and services; and other statements identified by words such as “will likely result,” “are expected to,” “will continue,” “is anticipated,” “estimated,” “believe,” “intend,” “plan,” “projection,” “outlook” or words of similar meaning. Such forward-looking statements are based upon the current beliefs and expectations of our management, but actual results and the timing of events may differ materially from the results anticipated. Such forward-looking statements are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are difficult to predict and generally beyond our control, including, without limitation, the factors described in our reports filed with the U.S. Securities and Exchange Commission. All information set forth herein speaks only as of the date hereof, and we disclaim any intention or obligation to update any forward-looking statements as a result of circumstances or developments occurring after the date of this communication.

About REPAY

REPAY provides integrated payment processing solutions to verticals that have specific transaction processing and technology needs. REPAY's proprietary, integrated payment technology platform reduces the complexity and enhances the experience of electronic payments.

REPAY Contacts

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