

**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): **June 26, 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	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.

Other Events.

Item 8.01

On June 26, 2020, Repay Holdings Corporation (the "Registrant") issued a press release announcing the redemption of all of its outstanding warrants to purchase shares of the Company's Class A common stock that were issued under the Warrant Agreement, dated June 18, 2018, as amended on July 11, 2019 (the "Warrant Agreement"), by and between the Registrant and Continental Stock Transfer & Trust Company, as warrant agent. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

A copy of the Notice of Redemption delivered by the Registrant is filed as Exhibit 99.2 attached hereto and is incorporated herein by reference. None of this Current Report on Form 8-K, the press release attached hereto as Exhibit 99.1 nor the Notice of Redemption attached hereto as Exhibit 99.2 constitutes an offer to sell or the solicitation of an offer to buy any Registrant securities, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.**Description**

99.1	Press release issued June 26, 2020
99.2	Notice of Redemption, dated June 26, 2020
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

Repay Holdings Corporation

Dated: June 26, 2020

By: /s/ Tyler B. Dempsey
Tyler B. Dempsey
General Counsel



REPAY Announces Redemption of Warrants

Atlanta – June 26, 2020 – Repay Holdings Corporation (Nasdaq: RPAY) (“REPAY”) today announced that it has delivered a notice of redemption to redeem all of its outstanding warrants (the “Warrants”) to purchase shares of REPAY’s Class A common stock, par value \$0.0001 per share (the “Class A Common Stock”), that were issued under the Warrant Agreement, dated as of June 18, 2018 and as amended on July 11, 2019 (the “Warrant Agreement”), by and between REPAY’s predecessor company, Thunder Bridge Acquisition, Ltd., and Continental Stock Transfer & Trust Company, as warrant agent, and that remain outstanding following 5:00 p.m., New York City time on July 27, 2020, for a redemption price of \$0.01 per warrant.

Under the terms of the Warrant Agreement, REPAY has the right to redeem all of its outstanding Warrants if the last sales price of REPAY’s Class A Common Stock equals or exceeds \$18.00 per share on each of twenty (20) trading days within a thirty (30) trading day period. The last sales price of the Common Stock has been at least \$18.00 per share on each of 20 trading days within the 30-day trading period ending on June 23, 2020. Continental Stock Transfer & Trust Company, in its capacity as warrant agent, has delivered a notice of redemption to each of the registered holders of such outstanding Warrants on behalf of REPAY.

Warrant holders have until 5:00 p.m. New York City time on July 27, 2020 to exercise their Warrants to purchase Class A Common Stock. Warrants may only be exercised for cash. Each Warrant entitles the holder thereof to purchase one-quarter of one share of Class A Common Stock at an exercise price of \$2.875 per quarter share. Pursuant to the Warrant Agreement, a holder must exercise its Warrants only for a whole number of shares of Common Stock at a price of \$11.50 per whole share and, as a result, a holder must exercise its Warrants in multiples of four.

Warrants that remain unexercised following 5:00 p.m. New York City time on July 27, 2020 will be void and no longer exercisable, and the holders of those Warrants will be entitled to receive only the redemption price of \$0.01 per Warrant.

The shares of Class A Common Stock underlying the Warrants have been registered by REPAY under the Securities Act of 1933, as amended, and are covered by a registration statement filed on Form S-3 with, and declared effective by, the Securities and Exchange Commission (Registration No. 333-232961).

Questions concerning redemption and exercise of the Warrants can be directed to Continental Stock Transfer & Trust Company, 1 State Street, New York, New York 10004, Attention: Compliance Department, telephone number (212) 509-4000.

For a copy of the notice of redemption sent to the holders of such Warrants, please visit REPAY’s investor relations website at investors.repay.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any REPAY securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful.

About REPAY

REPAY provides integrated payment processing solutions to verticals that have specific transaction processing needs. REPAY's proprietary, integrated payment technology platform reduces the complexity of electronic payments for merchants, while enhancing the overall experience for consumers and businesses.

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 the timing and terms of the redemption 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 management and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are difficult to predict and generally beyond REPAY's control, including, without limitation, the factors described in REPAY's reports filed with the Securities and Exchange Commission. Actual results and the timing of events may differ materially from the results anticipated in these forward-looking statements.

All information set forth herein speaks only as of the date hereof in the case of information about REPAY or the date of such information in the case of information from persons other than REPAY, and REPAY disclaims any intention or obligation to update any forward-looking statements as a result of developments occurring after the date of this communication.

Contact Information

Media Inquiries:

Kristen Hoyman

(404) 637-1665

khoyman@repay.com

Investor Inquiries:

repayIR@icrinc.com

June 26, 2020

**NOTICE OF REDEMPTION OF WARRANTS
(PRIVATE AND PUBLIC: CUSIP 76029L 118)**

Dear Warrant Holder,

Repay Holdings Corporation (the “**Company**”) hereby gives notice that it is redeeming, at 5:00 p.m., New York City time, on July 27, 2020 (the “**Redemption Date**”), all of the Company’s outstanding warrants (the “**Warrants**”) to purchase shares of the Company’s Class A common stock, par value \$0.0001 per share (the “**Class A Common Stock**”), that were issued under the Warrant Agreement (the “**Warrant Agreement**”), dated June 18, 2018 and as amended on July 11, 2019, by and between the Company’s predecessor company, Thunder Bridge Acquisition, Ltd., and Continental Stock Transfer & Trust Company, as warrant agent, for a redemption price of \$0.01 per Warrant (the “**Redemption Price**”). Each Warrant entitles the holder thereof to purchase one-quarter of one share of Class A Common Stock at an exercise price of \$2.875 per quarter share. Pursuant to the Warrant Agreement, a holder must exercise its Warrants only for a whole number of shares of Class A Common Stock at a price of \$11.50 per whole share and, as a result, a holder must exercise its Warrants in multiples of four. Any Warrants that remain unexercised at 5:00 p.m., New York City time, on the Redemption Date will be void and no longer exercisable and their holders will have no rights with respect to those Warrants, except to receive the Redemption Price.

This notice applies to the public Warrants (CUSIP No. 76029L 118) issued under the Warrant Agreement, as well as any of the private placement warrants issued under the Warrant Agreement that are outstanding.

The Warrants currently trade on the OTC Pink Open Market under the symbol “RPAYW.” The Class A Common Stock is listed on The NASDAQ Stock Market LLC under the symbol “RPAY.” On June 23, 2020, the last reported sales price of the Warrants was \$3.53 per Warrant, and the last reported sales price of the Class A Common Stock was \$25.74 per share.

TERMS OF REDEMPTION; CESSATION OF RIGHTS

The rights of the Warrant holders to exercise their Warrants will terminate immediately prior to 5:00 p.m., New York City time, on the Redemption Date. At 5:00 p.m., New York City time, on the Redemption Date and thereafter, holders of unexercised Warrants will have no rights with respect to those Warrants, except to receive, upon surrender of their Warrant certificates, the Redemption Price. We encourage you to consult with your broker, financial advisor and/or tax advisor to consider whether or not to exercise your Warrants. **Note that the act of exercising is VOLUNTARY, meaning holders must instruct their broker to submit the Warrants for exercise.**

The Company is exercising this right to redeem the Warrants pursuant to Section 6 of the Warrant Agreement. Pursuant to Section 6.1 of the Warrant Agreement, the Company has the right to redeem all of the outstanding Warrants if the last sales price of the Class A Common Stock equals or exceeds \$18.00 per share on each of 20 trading days within any 30-day trading period ending on the third business day prior to the date on which a notice of redemption is given. The last sales price of the Common Stock has been at least \$18.00 per share on each of 20 trading days within the 30-day trading period ending on June 23, 2020 (which is the third business day prior to the date of this redemption notice).

EXERCISE PROCEDURE

Warrant holders have until 5:00 p.m., New York City time, on the Redemption Date to exercise their Warrants to purchase Class A Common Stock. Warrants may only be exercised for cash. Each Warrant entitles the holder thereof to purchase one-quarter of one share of Class A Common Stock at an exercise price of \$2.875 per quarter share. Pursuant to the Warrant Agreement, a holder must exercise its Warrants only for a whole number of shares of Common Stock at a price of \$11.50 per whole share and, as a result, a holder must exercise its Warrants in multiples of four. Payment of the exercise funds may be made by wire transfer of immediately available funds or by other payment method permitted by the Warrant Agreement. Wire instructions will be provided to the Depository Trust Company and will otherwise be provided upon request.

Those who hold their Warrants in “street name” should immediately contact their broker to determine their broker’s procedure for exercising their Warrants since the process to exercise is VOLUNTARY.

Persons who are holders of record of their Warrants may exercise their Warrants by sending:

1. The Warrant certificate;
2. A fully and properly completed “Election to Purchase” (a form of which is attached hereto as Annex A), duly executed and indicating, among of things, the number of Warrants being exercised; and
3. The exercise funds via wire transfer or other method of payment permitted by the Warrant Agreement,

to:

Continental Stock Transfer & Trust Company
1 State Street, 30th Floor
New York, NY 10004
Attention: Compliance Department
Telephone: (212) 509-4000

The method of delivery of the Warrants is at the option and risk of the holder, but if mail is used, registered mail properly insured is suggested.

The Warrant certificate, the fully and properly completed Election to Purchase and the exercise funds must be received by Continental Stock Transfer & Trust Company prior to 5:00 p.m., New York City time, on the Redemption Date. Warrants which are received on or after such time will not be exercised, but will be redeemed.

For holders of Warrants who hold their warrants in “street name” and the Warrant certificate is held by a broker-dealer, provided that a Notice of Guaranteed Delivery and the exercise funds are received by Continental Stock Transfer & Trust Company prior to 5:00 p.m., New York City time, on the Redemption Date, broker-dealers shall have two business days to deliver the Warrant certificate to Continental Stock Transfer & Trust Company.

Any Warrant which is received without the Election to Purchase or the Notice of Guaranteed Delivery having been duly executed and fully or properly completed or the exercise funds being submitted prior to 5:00 p.m., New York City time, on the Redemption Date, will be deemed to have been delivered for redemption (at \$0.01 per Warrant), and not for exercise.

PROSPECTUS

A prospectus covering the Class A Common Stock issuable upon the exercise of the Warrants is included in a registration statement filed with, and declared effective by, the Securities and Exchange Commission (Registration No. 333-232961) (the “SEC”). The SEC also maintains an Internet website that contains a copy of this prospectus. The address of this site is www.sec.gov. Alternatively, to obtain a copy of the prospectus, please visit our investor relations website at investors.repay.com.

REDEMPTION PROCEDURE

Payment of the Redemption Price will be made by the Company upon presentation and surrender of the Warrant for payment after 5:00 p.m. New York City time on the Redemption Date. Those who hold their shares in “street name” should contact their broker to determine their broker’s procedure for redeeming their Warrants. Persons who are holders of record of their Warrants may redeem their Warrants by delivering their certificates representing their Warrants to:

Continental Stock Transfer & Trust Company
1 State Street, 30th Floor
New York, NY 10004
Attention: Compliance Department
Telephone: (212) 509-4000

Any questions you may have about redemption and exercising your Warrants may be directed to Continental Stock Transfer & Trust Company at its address and telephone number set forth above.

Sincerely,

/s/ Tyler B. Dempsey

Tyler B. Dempsey
General Counsel & Corporate Secretary

Annex A

ELECTION TO PURCHASE

The undersigned hereby irrevocably elects to exercise the right, represented by this Warrant Certificate, to receive _____ shares of Class A common stock (the "Shares") of Repay Holdings Corporation (the "Company") and herewith tenders payment for such Shares to the order of the Company in the amount of \$_____ in accordance with the terms hereof. The undersigned requests that a certificate for such Shares be registered in the name of

_____, whose address
is _____, and that such
Shares be delivered to

_____, whose address is
_____.

[Signature Page Follows]

Date: _____
(Signature)

(Address)

(Tax Identification Number)

Signature Guaranteed:
