

OMB APPROVAL	
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**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>Alias Shaler</u>			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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/07/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<u>3 WEST PACES FERRY ROAD SUITE 200</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)			Rule 10b5-1(c) Transaction Indication					
<u>ATLANTA</u>	<u>GA</u>	<u>30305</u>	<input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(City)	(State)	(Zip)						

**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	07/07/2023		M <sup>(1)</sup>		54,396	A	(1)	129,396	I	See footnote <sup>(2)</sup>
Class A Common Stock	07/07/2023		S <sup>(3)</sup>		54,396	D	\$7.57 <sup>(4)</sup>	75,000	I	See footnote <sup>(2)</sup>
Class A Common Stock								430,671	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	(5)	07/07/2023		M <sup>(1)</sup>			54,396	(5)	(5)	Class A Common Stock	54,396	(1)	732,987	I	See footnote <sup>(2)</sup>
Post-Merger Repay Units	(5)							(5)	(5)	Class A Common Stock	145,085		145,085	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 Repay Holdings Corporation (the "Issuer") pursuant to the Exchange Agreement (as defined below).
- These securities are held directly by a limited liability company, of which Reporting Person owns all of the voting ownership interests and serves as the sole member of its board of directors.
- The transaction was pursuant to a Rule 10b5-1 plan adopted on March 7, 2023.
- The sales price indicated is a weighted average sales price. The corresponding shares were sold in multiple transactions at prices ranging from \$7.50 to \$7.64 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:**

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 07/07/2023

\*\* 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.