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FORM 4

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

Check this box if no longer subject	ct to
Section 16. Form 4 or Form 5	
obligations may continue. See	
Instruction 1(b).	

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

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

1. Name and Addre Sullivan Tho	ss of Reporting Pers	son [*]	2. Issuer Name and Ticker or Trading Symbol <u>Repay Holdings Corp</u> [RPAY]		tionship of Reporting Pe all applicable) Director	rson(s) to Issuer
(Last) C/O REPAY HO	(First) DLDINGS CORP 5 FERRY ROAD		3. Date of Earliest Transaction (Month/Day/Year) 08/14/2019	x	Officer (give title below) VP, Contro	Other (specify below)
(Street) ATLANTA (City)	GA (State)	30305 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filin Form filed by One Rep Form filed by More tha Person	orting 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. Transa Code (8)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v			Transaction(s) (Instr. 3 and 4)			
Class A Common Stock	08/14/2019		A ⁽¹⁾		50,555	A	\$ <mark>0</mark>	50,555	D	
Class A Common Stock	08/14/2019		A ⁽²⁾		50,554	A	\$ <mark>0</mark>	101,109	D	

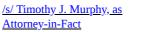
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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. Transa Code (8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exerc Expiration Da (Month/Day/Y	7. Title Amour Securi Underl Deriva Securi and 4)	nt of ties ying tive ty (Instr. 3	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 a grant of restricted Class A common stock ("Class A Common Stock") of the Issuer that vests as follows: (a) 25% shall vest on August 14, 2020, and (b) 2.08 1/3% shall vest on each monthly anniversary of the first vesting date.

2. Reflects a grant of restricted Class A Common Stock that vests as follows: (a) 50% shall vest if the Average Share Price (as defined below) is at least \$12.50 per share, and (b) 100% shall vest if the Average Share Price is at least \$14.00 per share. For these purposes, the "Average Share Price" shall be mean the volume weighted trading price of the Class A Common Stock over any 20 trading days within any consecutive 30 trading days.



** Signature of Reporting Person

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.

08/16/2019

Date