FORM 3

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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 A Moore Jac	J	2. Date of Requiring (Month/Da 03/11/20	Statement ay/Year)	3. Issuer Name and Ticker or Trading Symbol Repay Holdings Corp [ RPAY ]						
(Last) (First) (Middle) 3 WEST PACES FERRY ROAD SUITE 200					4. Relationship of Reporting Issuer (Check all applicable)	10% Owner Other (specify below)		5. If Amendment, Date of Original Filed (Month/Day/Year)		
			_		Director  Officer (give title below)			6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting		
(Street) ATLANTA	GA	30305	_		Executive Vice	President		Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)								
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)				2. Amount of Securities Beneficially Owned (Instr. 4)	Form: D (D) or Ir			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Class V Common Stock <sup>(1)</sup>				1	L	D				
Class A Common Stock				213,325(2)	I D	D				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4)  2. Date Exercisable and Expiration Date (Month/Day/Year)			3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of		5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
			Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security		or Indirect (I) (Instr. 5)	3,
Post-Merger	Repay Units <sup>0</sup>	3)	01/11/2020	(3)	Class A Common Stock	106,013	(3)		D	

### **Explanation of Responses:**

- 1. These shares of Class V common stock ("Class V Common Stock") of the Issuer provide no economic rights in the Issuer to the holder thereof. However, each holder of Class V Common Stock will be entitled to vote with the holders of Class A common stock (the "Class A Common Stock") of the Issuer, with each share of Class V Common Stock entitling the holder to a number of votes equal to the number of Post-Merger Repay Units (as described below) held by such holder of Class V Common Stock at the time of such vote.
- 2. Includes 128,218 shares of restricted Class A Common Stock that vests as follows: (a) 25% shall vest on August 14, 2020 and (b) 2.08 1/3% shall vest on each monthly anniversary date of the first vesting date.
- 3. These "Post-Merger Repay Units" represent non-voting limited liability company interests in Hawk Parent Holdings, LLC. Pursuant to the terms of an exchange agreement, these Post-Merger Repay Units may be exchanged at the discretion of the holder for shares of Class A Common Stock on a one-for-one basis, or, at the option of the Issuer, for cash. These exchange rights do not expire.

#### Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

/s/Tyler B. Dempsey, as Attorney-in-Fact

03/12/2020

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  If the form is filed by more than one reporting person, see Instruction 5 (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.

#### POWER OF ATTORNEY

Know all by these presents that the undersigned, does hereby make, constitute and appoint each of Tyler B.

Dempsey and Timothy J. Murphy, or any one of them, as a true and lawful attorney-in-fact of the undersigned with

full powers of substitution and revocation, for and in the name, place and stead of the undersigned (in the

undersigned's individual capacity), to execute and deliver such forms that the undersigned may be required to file

with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in

securities of Repay Holdings Corporation (the "Company") (i) pursuant to Section 16(a) of the Securities Exchange

Act of 1934, as amended, including without limitation, statements on Form 3, Form 4 and Form 5 (including any

amendments thereto) and (ii) in connection with any applications for EDGAR access codes, including without

limitation the Form ID. The Power of Attorney shall remain in full force and effect until the undersigned is no

longer required to file Forms 3, 4 and 5 with regard to his or her ownership of or transactions in securities of the

Company, unless earlier revoked in writing. The undersigned acknowledges that Tyler B. Dempsey and Timothy J.

Murphy are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities

Exchange Act of 1934, as amended.

By: /s/ Jacob Hamilton Moore Name: Jacob Hamilton Moore

Date: March 12, 2020