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

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**SCHEDULE 13G**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 1)\***

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**Repay Holdings Corporation**  
(Name of Issuer)

**Class A Common Stock, \$0.0001 par value**  
(Title of Class of Securities)

**76029L100**  
(CUSIP Number)

**December 31, 2021**  
(Date of Event Which Requires Filing of this Statement)

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Check the Appropriate Box to Designate the Rule Pursuant to Which this Schedule Is Filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1.	Names of Reporting Persons <b>BT Parent GP, LLC</b>	
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization <b>Delaware</b>	
Number of Shares Beneficially Owned By Each Reporting Person With	5.	Sole Voting Power <b>0</b>
	6.	Shared Voting Power <b>8,921,785</b>
	7.	Sole Dispositive Power <b>0</b>
	8.	Shared Dispositive Power <b>8,921,785</b>
9.	Aggregate Amount Beneficially Owned by Each Reporting Person <b>8,921,785</b>	
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>	
11.	Percent of Class Represented By Amount in Row (9) <b>9.85%(1)</b>	
12.	Type of Reporting Person (See Instructions) <b>OO</b>	

- (1) Calculated based on (i) 90,539,562 Shares of Class A Common Stock outstanding as of December 2, 2021 as reported on the Issuer's Prospectus Supplement No. 1, filed on December 14, 2021.

1.	Names of Reporting Persons <b>Beckham Aggregator, L.P.</b>	
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization <b>Delaware</b>	
Number of Shares Beneficially Owned By Each Reporting Person With	5.	Sole Voting Power <b>0</b>
	6.	Shared Voting Power <b>8,907,540</b>
	7.	Sole Dispositive Power <b>0</b>
	8.	Shared Dispositive Power <b>8,907,540</b>
9.	Aggregate Amount Beneficially Owned by Each Reporting Person <b>8,907,540</b>	
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>	
11.	Percent of Class Represented By Amount in Row (9) <b>9.84%(1)</b>	
12.	Type of Reporting Person (See Instructions) <b>PN</b>	

- (1) Calculated based on (i) 90,539,562 Shares of Class A Common Stock outstanding as of December 2, 2021 as reported on the Issuer's Prospectus Supplement No. 1, filed on December 14, 2021.

1.	Names of Reporting Persons <b>Beckham Parent, L.P.</b>	
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization <b>Delaware</b>	
Number of Shares Beneficially Owned By Each Reporting Person With	5.	Sole Voting Power <b>0</b>
	6.	Shared Voting Power <b>14,245</b>
	7.	Sole Dispositive Power <b>0</b>
	8.	Shared Dispositive Power <b>14,245</b>
9.	Aggregate Amount Beneficially Owned by Each Reporting Person <b>14,245</b>	
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>	
11.	Percent of Class Represented By Amount in Row (9) <b>0.02%(1)</b>	
12.	Type of Reporting Person (See Instructions) <b>PN</b>	

- (1) Calculated based on (i) 90,539,562 Shares of Class A Common Stock outstanding as of December 2, 2021 as reported on the Issuer's Prospectus Supplement No. 1, filed on December 14, 2021.

**Item 1(a). Name of Issuer**  
Repay Holdings Corporation

**Item 1(b). Address of the Issuer's Principal Executive Offices**  
3 West Paces Ferry Road, Suite 200  
Atlanta, Georgia 30305

**Item 2(a). Names of Persons Filing**

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons":

- (i) Beckham Parent, L.P. ("Beckham LP")
- (ii) BT Parent GP, LLC ("BT Parent GP")
- (iii) Beckham Aggregator, L.P. ("Beckham Aggregator")

**Item 2(b). Address of the Principal Business Office, or if none, Residence:**

c/o Parthenon Capital Partners  
Four Embarcadero Center, Suite 3610  
San Francisco, California 94111

**Item 2(c). Citizenship**

See responses to Item 4 on each cover page.

**Item 2(d). Title of Class of Securities**

Class A Common Stock, par value \$0.0001 per share.

**Item 2(e). CUSIP Number**

76029L100

**Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a(n):**

Not Applicable.

**Item 4. Ownership**

**(a) Amount beneficially owned:**

See responses to Item 9 on each cover page.

**(b) Percent of Class:**

See responses to Item 11 on each cover page.

**(c) Number of shares as to which the Reporting Person has:**

**(i) Sole power to vote or to direct the vote:**

See responses to Item 5 on each cover page.

**(ii) Shared power to vote or to direct the vote:**

See responses to Item 6 on each cover page.

**(iii) Sole power to dispose or to direct the disposition of:**

See responses to Item 7 on each cover page.

**(iv) Shared power to dispose or to direct the disposition of:**

See responses to Item 8 on each cover page.

With respect to the securities reported in this Statement, (i) 14,245 shares of Class A Common Stock are owned of record by Beckham LP and (ii) 8,907,540 shares of Class A Common Stock are owned of record by Beckham Aggregator. BT Parent GP is the general partner of Beckham LP and Beckham Aggregator and as such may be deemed the beneficial owner of the shares reported herein. BT Parent GP has delegated investment decisions, including voting and dispositive power, with respect to the shares held by Beckham LP and Beckham Aggregator to their respective board of managers. The board of Beckham LP is composed of six managers and the board of Beckham Aggregator is composed of three managers, and each such board of managers acts by majority vote.

Pursuant to Rule 13d-4 of the Act, neither the filing of this Schedule 13G nor any of its contents shall be deemed to constitute an admission by any of the Reporting Persons or the members of the board of managers of Beckham LP or Beckham Aggregator that it, he or she is the beneficial owner of any of the shares of Class A Common Stock or other securities of the Issuer for the purposes of Section 13(d) of the Act, or for any other purpose. Each of the Reporting Persons and the members of the board of managers of Beckham LP and Beckham Aggregator disclaims beneficial ownership of the shares of Class A Common Stock owned of record by Beckham LP and Beckham Aggregator, respectively, except to the extent of such Reporting Person's, or member's, pecuniary interest therein.

**Item 5. Ownership of Five Percent or Less of a Class**

Not Applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not Applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company**

Not Applicable.

**Item 8. Identification and Classification of Members of the Group**

Not Applicable.

**Item 9. Notice of Dissolution of Group**

Not Applicable.

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. We also hereby agree to file this statement jointly pursuant to the Agreement listed on Exhibit 99.A hereto.

Dated: January 26, 2022

**BT Parent GP, LLC**

/s/ Paul Marnoto

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Name: Paul Marnoto  
Title: Attorney-in-Fact

**Beckham Aggregator, L.P.**

By: BT Parent GP, LLC  
Its: General Partner

/s/ Paul Marnoto

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Name: Paul Marnoto  
Title: Attorney-in-Fact

**Beckham Parent, L.P.**

By: BT Parent GP, LLC  
Its: General Partner

/s/ Paul Marnoto

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Name: Paul Marnoto  
Title: Attorney-in-Fact

EXHIBIT LIST

- Exhibit A [Joint Filing Agreement, dated as of January 26, 2022](#)
- Exhibit B [Power of Attorney granted by BT Parent GP and Beckham LP \(incorporated by reference to Exhibit 99.2 of BT Parent GP and Beckham LP's Schedule 13G filed with the SEC on June 23, 2021\)](#)
- Exhibit C [Power of Attorney granted by Beckham Aggregator](#)



JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Class A Common Stock, par value \$0.0001 per share, of Repay Holdings Corporation (this "Agreement"), is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below that is named as a reporting person in such filing in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: January 26, 2022

**BT Parent GP, LLC**

/s/ Paul Marnoto

\_\_\_\_\_  
Name: Paul Marnoto

Title: Attorney-in-Fact

**Beckham Aggregator, L.P.**

By: BT Parent GP, LLC

Its: General Partner

/s/ Paul Marnoto

\_\_\_\_\_  
Name: Paul Marnoto

Title: Attorney-in-Fact

**Beckham Parent, L.P.**

By: BT Parent GP, LLC

Its: General Partner

/s/ Paul Marnoto

\_\_\_\_\_  
Name: Paul Marnoto

Title: Attorney-in-Fact

EXHIBIT C

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby makes, constitutes and appoints Paul Marnoto and Joseph C. Taveira, signing singly, the undersigned's true and lawful attorneys-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

(i) execute for and on behalf of the undersigned, in the undersigned's capacity as beneficial owner of shares of common stock (the "Shares") of Repay Holdings Corporation, a Delaware corporation (the "Company"), any Schedule 13D or Schedule 13G, and any amendments, supplements or exhibits thereto (including any joint filing agreements) required to be filed by the undersigned under Section 13 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the "Exchange Act"), and any Forms 3, 4, and 5 and any amendments, supplements or exhibits thereto required to be filed by the undersigned under Section 16(a) of the Exchange Act;

(ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Schedule 13D, Schedule 13G, Form 3, 4, or 5 and timely file such forms with the United States Securities and Exchange Commission and any stock exchange on which the Shares are then listed; and

(iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorneys-in-fact may approve in such attorneys-in-fact's discretion.

The undersigned hereby grants to such attorneys-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorneys-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 13 and Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file reports or schedules under Section 13 or Section 16 of the Exchange Act with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

\* \* \* \* \*

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1st day of December, 2021.

Beckham Aggregator, L.P.

By: BT Parent GP, LLC  
Its: General Partner

By: /s/ Zachary F. Sadek  
Name: Zachary F. Sadek  
Title: Vice President, Secretary and Treasurer

*Signature Page - Power of Attorney Beckham Aggregator*