
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Repay Holdings Corporation

(Name of Issuer)

Class A Common Stock, par value \$0.0001

(Title of Class of Securities)

(CUSIP Number)

**c/o Parthenon Capital Partners
Paul Marnoto, Chief Compliance Officer, 399 Boylston Street, 13th Floor
Boston, MA, 02116
617-960-4000**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

07/13/2026

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

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).

SCHEDULE 13D

CUSIP No.

1 Name of reporting person

BT Parent GP, LLC

2 Check the appropriate box if a member of a Group (See Instructions)

	☐ (a)
	☒ (b)
3	SEC use only
	Source of funds (See Instructions)
4	AF
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	☐
	Citizenship or place of organization
6	DELAWARE
	Sole Voting Power
7	0.00
Number of	Shared Voting Power
Shares	
Beneficially	8
Owned by	8,907,540.00
Each	Sole Dispositive Power
Reporting	9
Person	0.00
With:	Shared Dispositive Power
	10
	8,907,540.00
	Aggregate amount beneficially owned by each reporting person
11	8,907,540.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	☐
	Percent of class represented by amount in Row (11)
13	9.38 %
	Type of Reporting Person (See Instructions)
14	OO

Comment for Type of Reporting Person: The reported percentage of shares of Class A Common Stock is based upon 89,672,978 shares of Class A Common Stock outstanding and 5,285,883 shares of Class A Common Stock issuable upon conversion of an equivalent number of units in a subsidiary of the Issuer (and cancellation of shares of Class V common stock) each as of April 29, 2026, as disclosed in the Issuer's Quarterly Report on Form 10-Q, filed by the Issuer with the SEC on May 4, 2026.

SCHEDULE 13D

CUSIP No.

	Name of reporting person
1	Beckham Aggregator, L.P.
	Check the appropriate box if a member of a Group (See Instructions)
2	☐ (a)
	☒ (b)
3	SEC use only
	Source of funds (See Instructions)
4	AF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

	☐	Citizenship or place of organization
6		DELAWARE
		Sole Voting Power
	7	0.00
Number of Shares Beneficially Owned by Each Reporting Person		Shared Voting Power
	8	8,907,540.00
		Sole Dispositive Power
	9	0.00
With:		Shared Dispositive Power
	10	8,907,540.00
		Aggregate amount beneficially owned by each reporting person
11		8,907,540.00
		Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12		☐
		Percent of class represented by amount in Row (11)
13		9.38 %
		Type of Reporting Person (See Instructions)
14		PN
Comment for Type of Reporting Person:	The reported percentage of shares of Class A Common Stock is based upon 89,672,978 shares of Class A Common Stock outstanding and 5,285,883 shares of Class A Common Stock issuable upon conversion of an equivalent number of units in a subsidiary of the Issuer (and cancellation of shares of Class V common stock) each as of April 29, 2026, as disclosed in the Issuer's Quarterly Report on Form 10-Q, filed by the Issuer with the SEC on May 4, 2026.	

SCHEDULE 13D

Item 1.	Security and Issuer
	Title of Class of Securities:
(a)	Class A Common Stock, par value \$0.0001
	Name of Issuer:
(b)	Repay Holdings Corporation
	Address of Issuer's Principal Executive Offices:
(c)	3060 Peachtree Road NW, SUITE 1100, Atlanta, GEORGIA , 30305.
Item 1 Comment:	This Amendment No. 1 ("Amendment No. 1") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission on February 20, 2024 (the "Original Schedule 13D" and, together with this Amendment No. 1, the "Schedule 13D"). Capitalized terms used herein and not otherwise defined in this Amendment No. 1 have the meanings set forth in the Original Schedule 13D.
Item 5.	Interest in Securities of the Issuer
(a)	Item 5(a)-(b) of the Schedule 13D are each hereby amended and restated in their entirety as follows and as set forth in subsection 5(b): The responses of the Reporting Persons set forth in rows (11) and (13) of the cover pages of this Amendment No. 1 are incorporated by reference into this Item 5(a). Beckham Aggregator, L.P. directly holds the securities reported herein and, in its capacity as the general partner of Beckham Aggregator, L.P., BT Parent GP, LLC may be deemed to beneficially own the reported securities. The reported number and percentage do not include shares of Class A Common Stock to be received in settlement of restricted stock units upon Zach F. Sadek's retirement from service on the Board of Directors of the Issuer (the "Board"). Prior to his retirement, any such restricted stock units will be held by Mr. Sadek for the benefit of PCP Managers II, L.P. (the "Manager"), an affiliate of the Reporting Persons. Pursuant to an agreement between Mr. Sadek and the Manager, Mr. Sadek is obligated to transfer to the Manager any shares received upon settlement of such restricted stock units. The reported percentage of

shares of Class A Common Stock is based upon 89,672,978 shares of Class A Common Stock outstanding and 5,285,883 shares of Class A Common Stock issuable upon conversion of an equivalent number of units in a subsidiary of the Issuer (and cancellation of shares of Class V common stock) each as of April 29, 2026, as disclosed in the Issuer's Quarterly Report on Form 10-Q, filed by the Issuer with the SEC on May 4, 2026. In accordance with the SEC's rules for calculating "beneficial ownership," which requires the Reporting Persons to disregard shares of Class A Common Stock issuable upon the conversion of units and shares of Class V common stock not held by the Reporting Persons, the Reporting Persons would be deemed to beneficially own approximately 9.93% of the outstanding Class A Common Stock. Notwithstanding the foregoing, because a unit (and a corresponding portion of a share of Class V common stock) are economically equivalent to a share of Class A Common Stock and further, the Class V common stock votes together with the Class A Common Stock, the reported 9.38% better reflects the Reporting Person's actual economic and voting interest in the Issuer. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the Reporting Persons that it is the beneficial owner of any of the shares of Class A Common Stock reported herein for the purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership is expressly disclaimed by each Reporting Person, other than Beckham Aggregator, L.P. with respect to securities reported as directly held by Beckham Aggregator, L.P.

(b) The responses of the Reporting Persons set forth in rows (7) through (10) of the cover pages of this Amendment No. 1 and the information set forth in Item 5(a) hereof are incorporated by reference into this Item 5(b).

(c) The Reporting Persons have not effected any transactions in the Class A Common Stock during the past 60 days.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Item 6 of the Schedule 13D is hereby amended and supplemented to add the following: On July 13, 2026, the Manager entered into a cooperation agreement (the "Cooperation Agreement") with the Issuer, pursuant to which the Board (i) increased the size of the Board from six (6) to seven (7) members and (ii) appointed Mr. Sadek to the Board to fill the newly created vacancy resulting from the increase in the size of the Board, effective July 13, 2026, with an initial term expiring at the Issuer's 2027 annual meeting of stockholders (the "2027 Annual Meeting"). The Issuer further agreed to nominate Mr. Sadek as a candidate for election to the Board at the 2027 Annual Meeting, provided that such obligation will terminate automatically upon Mr. Sadek's departure from the Board. The Cooperation Agreement also contains certain customary standstill restrictions and confidentiality obligations, which will remain in effect until the earlier of (i) thirty (30) calendar days after the date of Mr. Sadek's departure from the Board and (ii) the first day following the conclusion of the 2027 Annual Meeting, subject to certain exceptions. The foregoing description does not purport to be complete and is qualified in its entirety by reference to the full text of the Cooperation Agreement, which is included as Exhibit 99.C and is incorporated by reference herein.

Item 7. Material to be Filed as Exhibits.

Exhibit 99.C: Cooperation Agreement, dated July 13, 2026 (incorporated by reference to Exhibit 10.1 of the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 14, 2026).

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.

BT Parent GP, LLC

Signature: /s/ Paul Marnoto

Name/Title: Paul Marnoto, Attorney-in-Fact

Date: 07/15/2026

Beckham Aggregator, L.P.

Signature: /s/ Paul Marnoto

Name/Title: BT Parent GP, LLC, General Partner

Date: 07/15/2026

Signature: /s/ Paul Marnoto

Name/Title: Paul Marnoto, Attorney-in-Fact

Date: 07/15/2026