FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

wasiiiigtoii,	D.C.	20049	

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     Barnett Naomi			2. Issuer Name <b>and</b> Ticker or Trading Symbol Repay Holdings Corp [ RPAY ]							(Che	5. Relationship of Reporting Person(s) to Issu (Check all applicable)  Director 10% Owner  Officer (give title Other (spe								
(Last)	(Fir	rst) (I	Middle)	1	3. Date of Earliest Transaction (Month/Day/Year) 02/23/2024						X	belov		ice F	below)	вреспу			
3 WEST PACES FERRY ROAD, SUITE 200				4. If Amendment, Date of Original Filed (Month/Day/Year)								Line)	6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street) ATLAN	ΓA GA	A 3	0305								<i>X</i>	X Form filed by One Reporting Person  Form filed by More than One Reportin  Person							
(City)	(St	ate) (2	Zip)		Rul	e 10	)b5-	1(c)	Trans	sact	tion Indi	icatio	on						
					Check this box to indicate that a transaction was made pursuant to a contract, satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10														
		Table	I - No	n-Deriva	tive S	Secu	rities	Acq	uired,	Dis	posed of	, or E	Bene	ficial	ly Own	ed			
1. Title of Security (Instr. 3) 2. Transac Date (Month/Da			Execution Date,		3. Transaction Code (Instr. 8)  4. Securities Acquired Disposed Of (D) (Instr. 5)					Securit Benefic Owned	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	Amount	(A) (D)	or F	Price	Transa	nsaction(s) tr. 3 and 4)			(111511. 4)
Class A Common Stock 02/23/2				2024		F <sup>(1)</sup>		1,308	1	)	\$8.33	128,881			D				
Class A Common Stock 02/24/2				/2024			F <sup>(1)</sup>		1,119	1		\$8.33	33 127,762		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)	vative Conversion Date Execution Date, urity or Exercise (Month/Day/Year) if any		4. Transa Code ( 8)	(Instr. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)  Date Expiration Exercisable Date		7. Title and Amount of Securities Underlying Deviative Security (Ins 3 and 4)		D S (III	Price of erivative ecurity nstr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	у	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)				

## **Explanation of Responses:**

1. Reflects shares of Class A common stock of the Issuer withheld to cover the Reporting Person's tax liability in connection with the vesting of shares of time-based restricted stock previously reported by the Reporting Person.

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

02/27/2024

\*\* 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.