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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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 Number: 3235-0287

hours per response:	0.5
Estimated average burden	

		on*	2. Issuer Name and Ticker or Trading Symbol <u>Repay Holdings Corp</u> [ RPAY ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
				x	Officer (give title	Other (specify			
(Last) (First) (Middle) C/O REPAY HOLDINGS CORPORATION 3 WEST PACES FERRY ROAD, SUITE 200		ORATION	3. Date of Earliest Transaction (Month/Day/Year) 09/03/2019		below) General Cou	below) Insel			
(Street) ATLANTA GA 30305 (City) (State) (Zip)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Rep Form filed by More that 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)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		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) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)
Class A Common Stock	09/03/2019		A <sup>(1)</sup>		128,218	Α	\$ <mark>0</mark>	128,218	D	
Class A Common Stock	09/03/2019		A <sup>(2)</sup>		128,218	Α	\$ <mark>0</mark>	256,436	D	

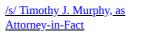
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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)				6. Date Exerc Expiration Da (Month/Day/Y	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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 September 1, 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

09/05/2019

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.

OMB APPROVAL