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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 19, 2024

REPAY HOLDINGS CORPORATION

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38531
(Commission File Number)

98-1496050
(IRS Employer
Identification No.)

**3 West Paces Ferry Road
Suite 200
Atlanta, Georgia**
(Address of Principal Executive Offices)

30305
(Zip Code)

Registrant's Telephone Number, Including Area Code: 404 504-7472

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value \$0.0001 per share	RPAY	The Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 19, 2024, the Compensation Committee (the “Compensation Committee”) of the Board of Directors of Repay Holdings Corporation (the “Company”) approved the program terms and performance objectives for annual cash bonuses for 2024 for the Company’s executive officers under each of their respective employment agreements (the “AIP”). Executive officers participate in the AIP at the individual target levels in accordance with their employment agreements. The individual target levels for the executive officers range from 50% to 100% of base salary.

For the performance period of January 1 to December 31, 2024 under the AIP, consistent with past practice, the Compensation Committee established that 75% of the annual bonus amounts would be based upon the achievement of specific Company financial performance goals, with the remaining 25% of the annual bonus amounts based on the achievement of individual performance goals. The applicable metric for the Company financial performance goals is Adjusted EBITDA, except that, for those executive officers who are business unit leaders, the applicable metric for the Company financial performance goals is a combination of Gross Profit attributable to the relevant business unit and Adjusted EBITDA. If the performance of any measure does not meet the applicable minimum threshold for that measure, no award will be earned for that measure. If the performance of a measure reaches the applicable minimum threshold, the award earned for that measure will be 50% of the target bonus amount. If the performance of any measure reaches the applicable targeted performance goal, the award earned for that measure will be 100% of the target bonus amount. If the performance of any measure reaches or exceeds the applicable maximum performance goal, the award earned for that measure will be 200% of the target bonus amount. The actual bonus amount earned for results between these percentages will be calculated using straight-line interpolation.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Repay Holdings Corporation

Date: February 23, 2024

By: /s/ Tyler B. Dempsey

Tyler B. Dempsey
General Counsel
