

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>BT PARENT GP, LLC</u>  (Last) (First) (Middle) FOUR EMBARCADERO CENTER SUITE 3610  (Street) SAN FRANCISCO CA 94111  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Repay Holdings Corp [ RPAY ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/17/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>06/21/2022</u>		

**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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Class A Common Stock, par value \$0.0001 per share								8,917,138 <sup>(1)</sup>	I	See Footnotes <sup>(2),(3)</sup>

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		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)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
BT PARENT GP, LLC  
 (Last) (First) (Middle)  
 FOUR EMBARCADERO CENTER  
 SUITE 3610  
 (Street)  
 SAN FRANCISCO CA 94111  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
BECKHAM PARENT, L.P.  
 (Last) (First) (Middle)  
 FOUR EMBARCADERO CENTER  
 SUITE 3610  
 (Street)  
 SAN FRANCISCO CA 94111  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
BECKHAM AGGREGATOR, L.P.

(Last) (First) (Middle)

FOUR EMBARCADERO CENTER  
SUITE 3610

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

**Explanation of Responses:**

1. On June 21, 2022, the reporting persons filed a Form 4 reporting a pro rata distribution of 4,647 shares of the issuer for no consideration by Beckham Parent, L.P. ("Beckham Parent"). Due to administrative error, column (5) of Table I repeated the number of shares distributed rather than the total amount of shares of common stock beneficially owned by the reporting persons following the distribution. This amendment corrects the error and reflects the total number of shares of common stock beneficially owned by the reporting persons following the distribution.
2. Of the reported shares: (i) 9,598 are owned of record by Beckham Parent and (ii) 8,907,540 are owned of record by Beckham Aggregator, L.P. ("Beckham Aggregator"). BT Parent GP, LLC ("BT Parent GP") is the general partner of Beckham Parent 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 reported herein to Beckham Parent's and Beckham Aggregator's boards of managers, which are composed of six and three members, respectively, and who act by majority vote.
3. Each of BT Parent GP, Beckham Parent and Beckham Aggregator as well as the members of the boards of managers disclaims beneficial ownership of the shares reported herein, and this report shall not be deemed an admission that such persons are the beneficial owners of such shares for the purpose of Section 16 or for any other purpose, except, in each case, to the extent of each such person's pecuniary interest therein.

**Remarks:**

[BT Parent GP, LLC, by /s/  
Paul Marnoto, as Attorney-in-Fact](#) [06/22/2022](#)  
[Beckham Parent, L.P., by BT  
Parent GP, LLC, by /s/ Paul  
Marnoto, as Attorney-in-Fact](#) [06/22/2022](#)  
[Beckham Aggregator, L.P., by  
BT Parent GP, LLC, by /s/  
Paul Marnoto, as Attorney-in-Fact](#) [06/22/2022](#)

\*\* 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.