

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Gores Sponsor II LLC</u> (Last) (First) (Middle) 9800 WILSHIRE BLVD (Street) BEVERLY HILLS CA 90212 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VERRA MOBILITY Corp [VRRM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/17/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	10/17/2018		A		1,220,455	A	\$9.2	1,220,455	I	See footnotes ⁽¹⁾⁽¹¹⁾
Class A Common Stock, par value \$0.0001 per share	10/17/2018		A		108,696	A	\$9.2	108,696	I	See footnotes ⁽²⁾⁽¹¹⁾
Class A Common Stock, par value \$0.0001 per share	10/17/2018		A		108,696	A	\$9.2	108,696	I	See footnotes ⁽³⁾⁽¹¹⁾
Class A Common Stock, par value \$0.0001 per share	10/17/2018		A		326,087	A	\$9.2	326,087	I	See footnotes ⁽⁴⁾⁽¹¹⁾
Class A Common Stock, par value \$0.0001 per share	10/17/2018		A		326,087	A	\$9.2	326,087	I	See footnotes ⁽⁵⁾⁽¹¹⁾
Class A Common Stock, par value \$0.0001 per share	10/17/2018		M		4,144,577	A	\$0.00	4,144,577	I	See footnotes ⁽⁶⁾⁽¹¹⁾

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class F Common Stock, par value \$0.0001 per share	(7)	10/17/2018		D ⁽⁸⁾			3,478,261	(7)	(7)	Class A Common Stock, par value \$0.0001 per share	3,478,261	(7)	6,446,739	I	See footnotes ⁽⁶⁾⁽¹¹⁾
Class F Common Stock, par value \$0.0001 per share	(7)	10/17/2018		J ⁽⁹⁾			2,302,162	(7)	(7)	Class A Common Stock, par value \$0.0001 per share	2,302,162	(7)	4,144,577	I	See footnotes ⁽⁶⁾⁽¹¹⁾
Class F Common Stock, par value \$0.0001 per share	(7)	10/17/2018		M			4,144,577	(7)	(7)	Class A Common Stock, par value \$0.0001 per share	4,144,577	(7)	0	I	See footnotes ⁽⁶⁾⁽¹¹⁾
Warrants to Purchase Shares of Class A Common Stock	\$11.5	10/17/2018		A ⁽¹⁰⁾			3,492,401		11/16/2018 10/17/2023	Class A Common Stock, par value \$0.0001 per share	3,492,401	(10)	3,492,401	I	See footnotes ⁽⁶⁾⁽¹¹⁾

1. Name and Address of Reporting Person* <u>Gores Sponsor II LLC</u> (Last) (First) (Middle) 9800 WILSHIRE BLVD (Street) BEVERLY HILLS CA 90212
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(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
AEG Holdings, LLC		
(Last)	(First)	(Middle)
9800 WILSHIRE BLVD.		
(Street)		
BEVERLY HILLS	CA	90212
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Gores Alec E		
(Last)	(First)	(Middle)
9800 WILSHIRE BLVD.		
(Street)		
BEVERLY HILLS	CA	90212
(City)	(State)	(Zip)

Explanation of Responses:

1. The securities reported in this transaction are held of record by AEG Holdings, LLC ("AEG"). Alec Gores is the managing member of AEG. As such, Alec Gores may be deemed to have beneficial ownership of the securities beneficially owned by AEG. Gores Sponsor II, LLC ("Sponsor") does not hold or otherwise beneficially own such securities.
2. The securities reported in this transaction are held of record by one of Mr. Gores's daughters. As such, Alec Gores may be deemed to have beneficial ownership of the securities beneficially owned by his daughter. Sponsor does not hold or otherwise beneficially own such securities.
3. The securities reported in this transaction are held of record by a trust for the benefit of one of Mr. Gores's daughters, of which Mr. Gores serves as trustee. As such, Alec Gores may be deemed to have beneficial ownership of the securities beneficially owned by the trust. Sponsor does not hold or otherwise beneficially own such securities.
4. The securities reported in this transaction are held of record by NBI Irrevocable Trust #4, a trust for the benefit of Mr. Gores's daughters. As such, Alec Gores may be deemed to have beneficial ownership of the securities beneficially owned by the trust. Sponsor does not hold or otherwise beneficially own such securities.
5. The securities reported in this transaction are held of record by NBI Irrevocable Trust #5, a trust for the benefit of Mr. Gores's daughters. As such, Alec Gores may be deemed to have beneficial ownership of the securities beneficially owned by the trust. Sponsor does not hold or otherwise beneficially own such securities.
6. The securities reported herein are held of record by Sponsor. AEG is the managing member of Sponsor. Alec Gores is the managing member of AEG. As such, AEG and Alec Gores may be deemed to have beneficial ownership of the securities beneficially owned by Sponsor.
7. The shares of Class F Common Stock were convertible into shares of Class A Common Stock on a one-for-one basis without any expiration date.
8. 3,478,261 shares of Class F Common Stock were forfeited by Sponsor to the issuer on October 17, 2018 in connection with the closing of the issuer's initial business combination.
9. Sponsor made an in-kind distribution of such shares of Class F Common Stock immediately prior to the initial business combination.
10. The warrants were purchased by Sponsor on January 17, 2017. The warrants will become exercisable 30 days after the closing of the issuer's initial business combination. Immediately prior to the initial business combination, Sponsor made an in-kind distribution of 3,174,265 warrants to purchase 3,174,265 shares of Class A Common Stock.
11. Because of the relationship among the reporting persons, the reporting persons may be deemed to beneficially own the securities reported herein to the extent of their respective pecuniary interests. Each reporting person disclaims beneficial ownership of the securities reported herein, except to the extent of such reporting person's pecuniary interest therein, if any. Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that the reporting persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

Remarks:

[Gores Sponsor II LLC, By: Andrew McBride, Attorney-in-Fact](#) 10/19/2018
[AEG Holdings, LLC, By: Andrew McBride, Attorney-in-Fact](#) 10/19/2018
[Alec Gores, By: Andrew McBride, Attorney-in-Fact](#) 10/19/2018
 ** 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.

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