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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

VERRA MOBILITY CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

81-3563824
(I.R.S. Employer
Identification No.)

1150 N. Alma School Road
Mesa, Arizona
(Address of Principal Executive Offices)

85201
(Zip Code)

Verra Mobility Corporation Amended and Restated 2018 Equity Incentive Plan
(Full title of the plan)

Jon Keyser
Chief Legal Officer
Verra Mobility Corporation
1150 N. Alma School Road
Mesa, Arizona 85201
(480) 443-7000

(Name, address and telephone number, including area code, of agent for service)

With a copy to:

Steven D. Pidgeon
Kevin E. Criddle
DLA Piper LLP (US)
2525 E. Camelback Road, Suite 1000
Phoenix, Arizona 85016
Tel: (480) 606-5100

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer
Non-accelerated filer

Accelerated Filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

On May 23, 2023, at the annual meeting of stockholders of Verra Mobility Corporation (the “*Company*”), the Company’s stockholders approved the Verra Mobility Corporation Amended and Restated 2018 Equity Incentive Plan (the “*Amended and Restated Plan*” and, prior to such amendment and restatement, the “*Plan*”). Among other things, the Amended and Restated Plan increases the total number of shares of Class A Common Stock that the Company may grant by 5,000,000, resulting in an aggregate share reserve of 15,864,000 shares.

This Registration Statement on Form S-8 (the “*Registration Statement*”) relates to the additional 5,000,000 shares of Class A Common Stock authorized for issuance under the Amended and Restated Plan.

Pursuant to General Instruction E to Form S-8, the contents of the Registration Statement on Form S-8 with respect to the Plan, filed by the Company with the Securities and Exchange Commission (the “*Commission*”) on March 18, 2019 (File No. 333-230378) including any amendments thereto or filings incorporated therein, are hereby incorporated by reference into this Registration Statement, except that the provisions contained in Part II of such earlier registration statement is modified as set forth in this Registration Statement.

Part II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, the Registrant hereby incorporates by reference into this Registration Statement the following documents:

- (a) the Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2022, filed with the SEC on March 1, 2023;
- (b) the Registrant’s Quarterly Report on [Form 10-Q](#) for the quarterly period ended March 31, 2023, filed with the SEC on May 4, 2023;
- (c) the Registrant’s Current Reports on Form 8-K as filed with the Commission on [May 11, 2023](#) and [May 24, 2023](#); and
- (d) the description of the Registrant’s Class A Common Stock contained in its Registration Statement on [Form 8-A](#), as filed with the SEC on January 10, 2017, as updated by [Exhibit 4.5](#) to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2019, filed with the SEC on March 2, 2020, including any amendment or report filed for the purpose of updating such description.

All documents that the Registrant subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this registration statement (except for any portions of the Registrant’s current reports on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 thereof and any corresponding exhibits thereto not filed with the Commission) and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
4.1	Second Amended and Restated Certificate of Incorporation of Verra Mobility Corporation (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed with the Commission on October 22, 2018).
4.2	Amended and Restated Bylaws of Verra Mobility Corporation (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K filed with the Commission on October 22, 2018).
4.3	Specimen Class A Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed with the Commission on October 22, 2018).
4.4	Verra Mobility Corporation Amended and Restated 2018 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed with the Commission on May 24, 2023) .
5.1	Legal Opinion of DLA Piper LLP (US) .
23.1	Consent of Ernst & Young .
23.2	Consent of DLA Piper LLP (US) (included in Exhibit 5.1) .
24	Power of Attorney (included in signature page to this Registration Statement) .
107.1	Filing Fees .

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mesa, State of Arizona, on June 1, 2023.

VERRA MOBILITY CORPORATION

/s/ David M. Roberts

David M. Roberts

Director, President and Chief Executive Officer

POWER OF ATTORNEY

The officers and directors of Verra Mobility Corporation whose signatures appear below hereby constitute and appoint David M. Roberts, Craig Conti, and Jon Keyser, and each of them, their true and lawful attorneys and agents, with full power of substitution, each with power to act alone, to sign and execute on behalf of the undersigned this Registration Statement on Form S-8, and any amendment or amendments hereto, and each of the undersigned does hereby ratify and confirm all that each attorney and agent, or his or her substitutes, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Capacity in Which Signed</u>	
<u>/s/ David M. Roberts</u> David M. Roberts	Director, President and Chief Executive Officer (Principal Executive Officer)	June 1, 2023
<u>/s/ Craig Conti</u> Craig Conti	Chief Financial Officer (Principal Financial and Accounting Officer)	June 1, 2023
<u>/s/ Patrick Byrne</u> Patrick Byrne	Director	June 1, 2023
<u>/s/ Douglas Davis</u> Douglas Davis	Director	June 1, 2023
<u>/s/ Michael Huerta</u> Michael Huerta	Director	June 1, 2023
<u>/s/ Sarah Farrell</u> Sarah Farrell	Director	June 1, 2023
<u>/s/ John Rexford</u> John Rexford	Director	June 1, 2023
<u>/s/ Cynthia Russo</u> Cynthia Russo	Director	June 1, 2023



DLA Piper LLP (US)
2525 East Camelback Road
Suite 1000
Phoenix, Arizona 85016-4232
www.dlapiper.com

June 1, 2023

Verra Mobility Corporation
1150 N. Alma School Road
Mesa, Arizona 85201

Re: Registration Statement on Form S-8

Dear Ladies and Gentlemen:

We have acted as counsel for Verra Mobility Corporation, a Delaware corporation (the “**Company**”), in connection with the preparation and filing of the Registration Statement on Form S-8 (the “**Registration Statement**”) filed by the Company with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Securities Act**”), with respect to the issuance from time to time of up to 5,000,000 shares (the “**Shares**”) of the Company’s Class A Common Stock, par value \$0.0001 per share, pursuant to awards that may be granted under the Verra Mobility Corporation Amended and Restated 2018 Equity Incentive Plan (as may be further amended from time to time, the “**Plan**”).

In connection herewith, we have examined and relied upon such records, documents, certificates and other instruments as in our judgment are necessary or appropriate to form the basis for the opinions hereinafter set forth. In all such examinations, we have assumed the genuineness of signatures on original documents and the conformity to such original documents of all copies submitted to us as certified, conformed or photographic copies, and as to certificates of public officials, we have assumed the same to have been properly given and to be accurate. As to matters of fact material to this opinion, we have relied, without independent verification, upon statements and representations of representatives of the Company and public officials.

We do not express any opinion herein concerning any law other than the Delaware General Corporation Law (including the statutory provisions, all applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting the foregoing) and the federal law of the United States of America.

This opinion speaks only at and as of its date and is based solely on the facts and circumstances known to us at and as of such date. In addition, in rendering this opinion, we assume no obligation to revise, update or supplement this opinion (i) should the present aforementioned laws of the State of Delaware or federal laws of the United States of America be changed by legislative action, judicial decision or otherwise after the date hereof, or (ii) to reflect any facts or circumstances which may hereafter come to our attention after the date hereof.

Based upon, subject to and limited by the foregoing, we are of the opinion and so advise you that the Shares have been duly authorized and, when issued and delivered in accordance with the terms of the Plan, will be validly issued, fully paid, and nonassessable.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ DLA Piper LLP (US)
DLA Piper LLP (US)

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Verra Mobility Corporation Amended and Restated 2018 Equity Incentive Plan of our reports dated March 1, 2023, with respect to the consolidated financial statements of Verra Mobility Corporation and the effectiveness of internal control over financial reporting of Verra Mobility Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
Phoenix Arizona
June 1, 2023

Calculation of Filing Fee Tables

Form S-8
(Form Type)VERRA MOBILITY CORPORATION
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit (3)	Maximum Aggregate Offering Price (3)	Fee Rate	Amount of Registration Fee
Equity	Class A Common Stock, \$0.0001 par value per share	457(c) and 457(h)	5,000,000 (2)	\$17.56	\$87,800,000	\$0.0001102	\$9,675.56
Total Offering Amounts					\$87,800,000		\$9,675.56
Total Fee Offsets							—
Net Fee Due							\$9,675.56

- (1) In accordance with Rule 416 of the Securities Act of 1933, as amended (the “**Securities Act**”), this Registration Statement also registers any additional securities to be offered or issued pursuant to the Verra Mobility Corporation Amended and Restated 2018 Equity Incentive Plan (the “**Plan**”) as the result of any future stock split, stock dividend, recapitalization or other similar transaction.
- (2) Represents 5,000,000 additional shares of Class A Common Stock, \$0.0001 par value per share (the “**Common Stock**”) that were added to the shares authorized for issuance under the Plan, which are in addition to shares of Stock previously registered in connection with the Plan on Registration Statement on Form S-8 filed with the Commission on March 18, 2019.
- (3) Estimated solely for purposes of calculating the registration fee in accordance with Rules 457(c) and 457(h) of the Securities Act. The maximum price per share and the maximum aggregate offering price are based upon the average of the high and low prices of the Common Stock as reported on the Nasdaq Capital Market on May 25, 2023, which is within five business days prior to filing this Registration Statement.