

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person* <u>Kelln Bryan</u>  (Last) (First) (Middle) <u>360 N. CRESCENT DRIVE</u> <u>SOUTH BUILDING</u>  (Street) <u>BEVERLY HILLS</u> <u>CA</u> <u>90210</u>  (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 10% Owner  Officer (give title below) Other (specify below)	
			3. Date of Earliest Transaction (Month/Day/Year) <u>05/25/2020</u>			
			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting 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. 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	05/25/2020		M		6,475	A	\$0.00 <sup>(1)</sup>	15,359	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. 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
Restricted Stock Units	\$0.00 <sup>(1)</sup>	05/25/2020		M			6,475	(2)	(2)	Class A Common Stock	6,475	\$0.00	0	D	
Restricted Stock Units	\$0.00 <sup>(1)</sup>	05/26/2020		A		8,696 <sup>(3)</sup>		(4)	(4)	Class A Common Stock	8,696	\$0.00 <sup>(3)</sup>	8,696	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of Verra Mobility Corporation Class A Common Stock.
- On August 21, 2019, the Reporting Person was granted 6,475 shares of restricted stock units, vesting in full on the earlier of (a) August 21, 2020, or (b) the date immediately prior to the next annual meeting of Verra Mobility Corporation's stockholders occurring after the date of grant.
- The restricted stock units reported on this row were granted to the reporting person as compensation for his service on the Issuer's board of directors and are held by the reporting person for the benefit of PE Greenlight Holdings, LLC ("PE Greenlight"). Pursuant to an Investor Rights Agreement with the Issuer, PE Greenlight has the right to nominate up to three directors to the Issuer's board of directors, subject to certain ownership thresholds. The reporting person serves on the Issuer's board of directors pursuant to this right. The reporting person disclaims beneficial ownership of the restricted stock units reported herein except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- The restricted stock units will vest in full on the earlier of (a) May 26, 2021, or (b) the date immediately prior to the next annual meeting of the Issuer's stockholders occurring after the date of grant. Pursuant to a contractual agreement between the reporting person and PE Greenlight, the shares of Class A Common Stock issued to the reporting person upon settlement of the restricted stock units will be immediately transferred to PE Greenlight in a transaction exempt from Section 16 pursuant to Rule 16a-13 thereunder.

**Remarks:**

/s/ Bryan Kelln, by Rebecca Collins, as Attorney-in-Fact 05/27/2020  
\*\* 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.