

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

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

| | | |
|---|--|---|
| 1. Name and Address of Reporting Person* <u>PLATINUM EQUITY LLC</u> (Last) (First) (Middle) <u>C/O PLATINUM EQUITY ADVISORS, LLC</u> <u>360 NORTH CRESCENT DRIVE, SOUTH BUILDING</u> (Street) <u>BEVERLY HILLS CA 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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>04/30/2019</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 <input type="checkbox"/> 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, par value \$0.0001 per share | 04/30/2019 | | J ⁽¹⁾⁽²⁾⁽³⁾ | | 2,500,000 | A | \$13 ⁽¹⁾⁽²⁾⁽³⁾ | 56,239,744 | I | See footnote ⁽⁴⁾⁽⁵⁾⁽⁶⁾ |
| Class A common stock, par value \$0.0001 per share | | | | | | | | 3,540,344 | D ⁽⁷⁾ | |

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) | | 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 | Date Exercisable | Expiration Date | | | | | |

1. Name and Address of Reporting Person*
PLATINUM EQUITY LLC
 (Last) (First) (Middle)
C/O PLATINUM EQUITY ADVISORS, LLC
360 NORTH CRESCENT DRIVE, SOUTH BUILDING
 (Street)
BEVERLY HILLS CA 90210
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
PE Greenlight Holdings, LLC
 (Last) (First) (Middle)
C/O PLATINUM EQUITY ADVISORS, LLC
360 NORTH CRESCENT DRIVE, SOUTH BUILDING
 (Street)
BEVERLY HILLS CA 90210
 (City) (State) (Zip)

1. Name and Address of Reporting Person*

[Platinum Equity Capital Partners IV, L.P.](#)

(Last) (First) (Middle)

C/O PLATINUM EQUITY ADVISORS, LLC
360 NORTH CRESCENT DRIVE, SOUTH BUILDING

(Street)

BEVERLY HILLS CA 90210

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Platinum Equity Partners IV, L.P.](#)

(Last) (First) (Middle)

C/O PLATINUM EQUITY ADVISORS, LLC
360 NORTH CRESCENT DRIVE, SOUTH BUILDING

(Street)

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1. Name and Address of Reporting Person*

[Platinum Equity Partners IV, LLC](#)

(Last) (First) (Middle)

C/O PLATINUM EQUITY ADVISORS, LLC
360 NORTH CRESCENT DRIVE, SOUTH BUILDING

(Street)

BEVERLY HILLS CA 90210

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Platinum Equity Investment Holdings IV, LLC](#)

(Last) (First) (Middle)

C/O PLATINUM EQUITY ADVISORS, LLC
360 NORTH CRESCENT DRIVE, SOUTH BUILDING

(Street)

BEVERLY HILLS CA 90210

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Platinum Equity Investment Holdings IV
Manager, LLC](#)

(Last) (First) (Middle)

C/O PLATINUM EQUITY ADVISORS, LLC
360 NORTH CRESCENT DRIVE, SOUTH BUILDING

(Street)

BEVERLY HILLS CA 90210

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Platinum Equity InvestCo, L.P.](#)

(Last) (First) (Middle)

C/O PLATINUM EQUITY ADVISORS, LLC
360 NORTH CRESCENT DRIVE, SOUTH BUILDING

(Street)

BEVERLY HILLS CA 90210

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Platinum Equity Investment Holdings IC (Cayman), LLC

(Last) (First) (Middle)

C/O PLATINUM EQUITY ADVISORS, LLC
360 NORTH CRESCENT DRIVE, SOUTH BUILDING

(Street)

BEVERLY HILLS CA 90210

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Platinum InvestCo (Cayman), LLC

(Last) (First) (Middle)

C/O PLATINUM EQUITY ADVISORS, LLC
360 NORTH CRESCENT DRIVE, SOUTH BUILDING

(Street)

BEVERLY HILLS CA 90210

(City) (State) (Zip)

Explanation of Responses:

1. On April 30, 2019, PE Greenlight Holdings, LLC ("PE Greenlight") received 2,500,000 shares of the Issuer's Class A common stock, par value \$0.0001 per share ("Class A Shares") pursuant to an "earn-out" provision in that certain Agreement and Plan of Merger by and among the Issuer, AM Merger Sub I, Inc., AM Merger Sub II, LLC, Greenlight Holding II Corporation ("Greenlight") and PE Greenlight, in its capacity as the Stockholder Representative (as amended, the "Merger Agreement") related to the Issuer's business combination (the "Business Combination") with Greenlight on October 17, 2018 (the "Closing Date"). The Merger Agreement provided that PE Greenlight would receive additional Class A Shares (any such Class A Shares, the "Earn-Out Shares") as follows:

2. (Continued from Footnote 1) (i) a one-time issuance of 2,500,000 Class A Shares if the volume weighted average closing sale price of one Class A Share on Nasdaq for a period of at least 10 days out of 20 consecutive trading days at any time during the five-year period following the Closing Date (the "Average Share Price") is greater than \$13.00; (ii) a one-time issuance of 2,500,000 Class A Shares if the Average Share Price is greater than \$15.50; (iii) a one-time issuance of 2,500,000 Class A Shares if the Average Share Price is greater than \$18.00; and (iv) a one-time issuance of 2,500,000 Class A Shares if the Average Share Price is greater than \$20.50.

3. (Continued from Footnote 2) PE Greenlight will also be entitled to Earn-Out Shares in the event of certain acceleration events described in greater detail in the Merger Agreement. As a result of the Average Share Price being greater than \$13.00, PE Greenlight acquired an additional 2,500,000 Class A Shares pursuant to the Merger Agreement. PE Greenlight's right to receive Earn-Out Shares became fixed and irrevocable on the Closing Date.

4. Shares held directly by PE Greenlight. Platinum Equity Capital Partners IV, L.P. ("PECP IV") holds a majority membership interest in PE Greenlight and may be deemed to beneficially own the Issuer securities beneficially owned by PE Greenlight. Platinum Equity Partners IV, L.P. ("PEP IV LP") is the general partner of PECP IV and may be deemed to beneficially own the Issuer securities beneficially owned by PECP IV. Platinum Equity Partners IV, LLC ("PEP IV LLC") is the general partner of PEP IV LP and may be deemed to beneficially own the Issuer securities beneficially owned by PEP IV LP. Platinum Equity Investment Holdings IV, LLC ("PEIH IV") is the sole member of PEP IV LLC and may be deemed to beneficially own the Issuer securities beneficially owned by PEP IV LP.

5. (Continued from Footnote 4) Platinum Equity Investment Holdings IV Manager, LLC ("PEIH IV Manager") is the sole manager of PEIH IV and may be deemed to beneficially own the Issuer securities beneficially owned by PEIH IV. Platinum Equity InvestCo, L.P. ("PEI LP") owns all of the economic interests in PEIH IV and may be deemed to beneficially own the Issuer securities beneficially owned by PEIH IV. Platinum Equity Investment Holdings IC (Cayman), LLC ("PEIH IC LLC") is the general partner of PEI LP and may be deemed to beneficially own the Issuer securities beneficially owned by PEI LP. Platinum Equity Investment Holdings, LLC ("PEIH LLC") is the sole member of PEIH IC LLC and may be deemed to beneficially own the Issuer securities beneficially owned by PEIH IC LLC. Platinum InvestCo (Cayman), LLC ("PI LLC") holds a controlling interest in PEI LP and may be deemed to beneficially own the Issuer securities beneficially owned by PEI LP.

6. (Continued from Footnote 5) Platinum Equity, LLC ("Platinum Equity") is the sole member of PEIH IV Manager and PEIH LLC and may be deemed to beneficially own the Issuer securities beneficially owned by each of PEIH IV Manager and PEIH LLC. Platinum Equity and Tom Gores, together, hold a controlling interest in PI LLC and may be deemed to beneficially own the Issuer securities beneficially owned by PI LLC. Tom Gores is the Chairman and Chief Executive Officer of Platinum Equity and may be deemed to beneficially own the Issuer securities beneficially owned by Platinum Equity. Mr. Gores disclaims beneficial ownership of all Issuer securities beneficially owned by each of the foregoing entities except to the extent of any pecuniary interest therein.

7. Tom Gores is the Chairman and Chief Executive Officer of Platinum Equity and may be deemed to beneficially own the Issuer securities beneficially owned by Platinum Equity. Mr. Gores disclaims beneficial ownership of all Issuer securities beneficially owned by Platinum Equity except to the extent of any pecuniary interest therein.

Remarks:

1. Exhibit 99.1 - Signatures Form 1 of 2.

[See Exhibit 99.1 - Signatures](#) [05/01/2019](#)

** 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.

PE GREENLIGHT HOLDINGS, LLC

By: /s/ Justin Maroldi

Name: Justin Maroldi
Title: Assistant Secretary

PLATINUM EQUITY CAPITAL PARTNERS IV, L.P.

By: Platinum Equity Partners IV, L.P.,
Its: General Partner

By: Platinum Equity Partners IV, LLC,
Its: General Partner

By: /s/ Justin Maroldi

Name: Justin Maroldi
Title: Assistant Secretary

PLATINUM EQUITY PARTNERS IV, L.P.

By: Platinum Equity Partners IV, LLC,
Its: General Partner

By: /s/ Justin Maroldi

Name: Justin Maroldi
Title: Assistant Secretary

PLATINUM EQUITY PARTNERS IV, LLC

By: /s/ Justin Maroldi

Name: Justin Maroldi
Title: Assistant Secretary

PLATINUM EQUITY INVESTMENT HOLDINGS IV, LLC

By: /s/ Justin Maroldi

Name: Justin Maroldi
Title: Assistant Secretary

PLATINUM EQUITY INVESTMENT HOLDINGS IV MANAGER, LLC

By: /s/ Justin Maroldi

Name: Justin Maroldi
Title: Assistant Secretary

PLATINUM EQUITY INVESTCO, L.P.

By: Platinum Equity Investment Holdings IC (Cayman), LLC
Its: General Partner

By: /s/ Justin Maroldi

Name: Justin Maroldi
Title: Assistant Secretary

PLATINUM EQUITY INVESTMENT HOLDINGS IC (CAYMAN), LLC

By: /s/ Justin Maroldi

Name: Justin Maroldi
Title: Assistant Secretary

PLATINUM INVESTCO (CAYMAN), LLC

By: /s/ Justin Maroldi

Name: Justin Maroldi
Title: Assistant Secretary

PLATINUM EQUITY INVESTMENT HOLDINGS, LLC

By: /s/ Justin Maroldi

Name: Justin Maroldi
Title: Assistant Secretary

PLATINUM EQUITY, LLC

By: /s/ Justin Maroldi

Name: Justin Maroldi
Title: Assistant Secretary

TOM GORES

By: /s/ Mary Ann Sigler

Name: Mary Ann Sigler
Title: Attorney-in-Fact