

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

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)

(Amendment No. 1)¹

Verra Mobility Corporation
(Name of Issuer)

Class A Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

92511U102
(CUSIP Number)

SAMANTHA NASELLO
SCOPIA CAPITAL MANAGEMENT LP
152 West 57th Street, 33rd Floor
New York, New York 10019
(212) 370-0303

STEVE WOLOSKY
RYAN NEBEL
OLSHAN FROME WOLOSKY LLP
1325 Avenue of the Americas
New York, New York 10019
(212) 451-2300
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

July 14, 2022
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

1	NAME OF REPORTING PERSON SCOPIA CAPITAL MANAGEMENT LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER 8,295,314
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 8,295,314
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,295,314	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.3%	
14	TYPE OF REPORTING PERSON PN, IA	

1	NAME OF REPORTING PERSON SCOPIA MANAGEMENT, INC.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION NEW YORK	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER 8,295,314
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 8,295,314
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,295,314	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.3%	
14	TYPE OF REPORTING PERSON CO, HC	

1	NAME OF REPORTING PERSON MATTHEW SIROVICH	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER 8,295,314
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 8,295,314
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,295,314	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.3%	
14	TYPE OF REPORTING PERSON IN, HC	

1	NAME OF REPORTING PERSON JEREMY MINDICH	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER 8,295,314
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 8,295,314
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,295,314	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.3%	
14	TYPE OF REPORTING PERSON IN, HC	

The following constitutes Amendment No. 1 to the Schedule 13D filed by the undersigned (“Amendment No. 1”). This Amendment No. 1 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The Shares reported herein were purchased with the working capital of the Investment Vehicles (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business). The aggregate purchase price of the 8,295,314 Shares held in the aggregate by the Investment Vehicles is approximately \$98,455,297, including brokerage commissions.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On July 14, 2022, the Reporting Persons sent a letter to the Issuer’s Board of Directors (the “Board”). In the letter, the Reporting Persons expressed admiration for the strength and market positioning of the Issuer’s businesses and support for its strategic growth objectives; however, the Reporting Persons conveyed their increasing frustration with the Issuer’s stock price performance and valuation, which they do not believe accurately reflect the Issuer’s intrinsic value. The Reporting Persons emphasized their desire to work together with the Board in a constructive manner to drive value for all shareholders, and indicated that it may be necessary for the Board to commence a strategic review process. The full text of the letter is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

Items 5(a) and (c) are hereby amended and restated to read as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 156,225,265 Shares outstanding as of May 5, 2022, which is the total number of Shares outstanding as reported in the Issuer’s quarterly report on Form 10-Q filed with the Securities and Exchange Commission on May 9, 2022.

As of the date hereof, each of Scopia Capital, Scopia Management and Messrs. Sirovich and Mindich may be deemed to beneficially own the 8,295,314 Shares, constituting approximately 5.3% of the Shares outstanding, held in the aggregate by the Investment Vehicles.

The Investment Vehicles have delegated to Scopia Capital sole voting and investment power over the securities held by the Investment Vehicles pursuant to their respective Investment Management Agreements with Scopia Capital. As a result, each of Scopia Capital, Scopia Management, as the general partner of Scopia Capital, and Messrs. Sirovich and Mindich, as Managing Directors of Scopia Management, may be deemed to exercise voting and investment power over the Shares directly held by the Investment Vehicles. The Investment Vehicles specifically disclaim beneficial ownership of the securities of the Issuer directly held by them by virtue of their inability to vote or dispose of such securities as a result of their respective Investment Management Agreements with Scopia Capital.

(c) Schedule A annexed hereto lists all transactions in securities of the Issuer by the Reporting Persons (on behalf of the Investment Vehicles) during the past 60 days. All of such transactions were effected in the open market unless otherwise noted therein.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit:

99.1 Letter to Board, dated July 14, 2022.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: July 14, 2022

SCOPIA CAPITAL MANAGEMENT LP

By: Scopia Management, Inc.
General Partner

By: /s/ Matthew Sirovich

Name: Matthew Sirovich
Title: Managing Director

SCOPIA MANAGEMENT, INC.

By: /s/ Matthew Sirovich

Name: Matthew Sirovich
Title: Managing Director

/s/ Matthew Sirovich

MATTHEW SIROVICH

/s/ Jeremy Mindich

JEREMY MINDICH

SCHEDULE A**Transactions in the Securities of the Issuer During the Past 60 Days**

<u>Nature of the Transaction</u>	<u>Amount of Securities Purchased/(Sold)</u>	<u>Price Per Share (\$)</u>	<u>Date of Purchase/Sale</u>
<u>SCOPIA CAPITAL MANAGEMENT LP</u>			
<u>(On Behalf of the Investment Vehicles)</u>			
Sale of Class A Common Stock	(12,527)	14.8950	05/16/2022
Sale of Class A Common Stock	(27,731)	16.6084	06/06/2022
Purchase of Class A Common Stock	93,930	15.6172	06/30/2022
Sale of Class A Common Stock	(36,791)	15.4783	07/01/2022
Sale of Class A Common Stock	(12,100)	15.6750	07/01/2022
Sale of Class A Common Stock	(17,846)	15.5800	07/05/2022
Sale of Class A Common Stock	(20,261)	16.0174	07/07/2022

SCOPIA CAPITAL MANAGEMENT LP
152 West 57th Street, 33rd Floor
New York, New York 10019

July 14, 2022

BY EMAIL AND OVERNIGHT MAIL

Verra Mobility Corporation
1150 N. Alma School Road
Mesa, Arizona 85201
Attn: Board of Directors

Dear Members of the Board:

Scopia Capital Management LP (together with its affiliates, “Scopia” or “we”) is the beneficial owner of 8,295,314 shares of Verra Mobility Corporation (“VRRM” or the “Company”), representing approximately 5.3% of the Company’s outstanding common stock, having held shares since April 2020. As long-term value investors, we admire the strength and market positioning of VRRM’s businesses and support its strategic growth objectives. However, we are increasingly frustrated by VRRM’s valuation, which we believe severely understates its intrinsic value, and its stock price, which is virtually unchanged over three years despite significant growth and improvement in the business. Part of this disconnect may be attributed to fixable communication and governance challenges, but we are becoming increasingly concerned that VRRM may never be able to achieve fair value without seeking strategic alternatives.

We extensively analyzed VRRM’s operations and are impressed with the Company’s momentum and its strong earnings power that we believe is underappreciated by the investment community. There are many things that we believe make VRRM an attractive investment. It is a leader in the smart transportation space, supporting long-term ESG initiatives through two strong businesses with highly differentiated platforms, robust market shares, powerful industry tailwinds and meaningful expansion opportunities. It has an extremely strong financial profile with over 90% recurring revenue, a ~20% 5-year organic service revenue CAGR, ~45-50% EBITDA margins, durable competitive moats, low capital intensity and strong free cash flow generation.

The Commercial Services business operates the sole nationwide tolling, title and registration solution for rental car companies and managing violations for commercial fleets. It has 90%+ market share, high barriers to entry and impressive 60%+ EBITDA margins. There are a number of underlying secular trends which should support revenue growth over the medium term including increased cashless tolling, increased toll road demand (especially in light of the new infrastructure bill), congestion pricing, a shift towards personal vehicles from public transportation and increased transponder take rates. In addition, we believe VRRM has the experience and relationships to successfully expand into Europe, which today is a nascent business with negligible revenue but has a potential Total Addressable Market (TAM) similar to the United States. Further, we believe the business proved its resiliency with the way it navigated the Covid-19 crisis. With one rental car customer going bankrupt and the whole space in dire circumstances, VRRM remained cash flow positive with over 50% EBITDA margins. Now, its 1Q22 revenues have rebounded above 2019 levels (\$289 million of TTM Service revenues), despite volumes still having a fair amount of recovery ahead as the business continues to benefit from the secular tailwinds outlined above.

Commercial Services	2018*	2019	2020	2021	1Q22
Revenue	\$241.4	\$276.5	\$180.9	\$261.0	\$73.5
Organic Growth	16%	15%	-35%	44%	61%
EBITDA	\$153.2	\$175.4	\$97.1	\$160.5	\$46.6
Margin	63%	63%	54%	61%	63%

*Pro-Forma for HTA Acquisition

USD Millions

The Government Solutions business also has significant market share operating nearly 9,000 speed, red light, school bus and bus lane automated enforcement safety cameras. We believe there are meaningful geographic expansion opportunities and an increasing focus on school speed zones and school bus cameras that should generate more than the Company's low-to-mid single digit growth targets. In fact, the business is currently running 119% above its 2019 revenue levels with additional upside opportunities. New York City is installing additional automated enforcement cameras that raise the recurring service revenue, CrossingGuard has won contracts to install cameras on 6,500 buses and the integration of Redflex should further boost VRRM's growth potential domestically and internationally. Further upside can also come from the Federal Infrastructure bill that allocated \$2.7 billion to increase traffic safety with specific subsidies earmarked for school bus cameras and other automated traffic enforcement cameras.

Government Solutions	2018	2019	2020	2021	1Q22
Revenue	\$147.5	\$172.3	\$212.8	\$283.2	\$78.8
Organic Growth	5%	17%	24%	16%	35%
EBITDA	\$56.1	\$66.0	\$84.6	\$107.9	\$25.5
Margin	38%	38%	40%	38%	32%

*Organic Growth Excludes Redflex Acquisition

USD Millions

We are also supportive of the recent T2 acquisition as it is a high-quality business with revenue synergies that will help to diversify VRRM further into the "Smart City/Mobility" space. The business operates smart parking operations for universities and small municipalities with ~80% SaaS/Subscription and ~20% hardware revenues. We believe VRRM can leverage its relationships with its 150 municipality customers to accelerate growth.

Typically, companies with VRRM's high-quality business characteristics, financial results and outlook garner a valuation premium. Instead, the Company trades at a material discount to peers. We believe VRRM will have at least \$1.25/share of earnings power by 2023 meaning the Company is trading at ~12x '23 earnings (vs. Proxy Peer Median ~21x, Payments Peer Median ~19x, see appendix). Sell-side analysts agree with the fact that VRRM is undervalued with the average target price set at nearly \$20.00.¹ Using an average peer 20x multiple (despite VRRM's higher quality business characteristics), the implied share price would be at least \$25, which represents over 60% upside from current levels.

¹ Per Bloomberg.

VRRM	Low	Mid	High
Current Price (July 13th)	\$15.35	\$15.35	\$15.35
2023 EPS	\$1.25	\$1.25	\$1.25
Multiple	18.0x	20.0x	22.0x
Valuation	\$22.50	\$25.00	\$27.50
Upside	47%	63%	79%

Historically, we believe VRRM's valuation disconnect and lackluster stock price could be attributed at least in part to governance concerns, communication miscues and more recently the impact of Covid. As Covid receded, the overhang of Platinum Equity's control and selling was removed and the Company committed to laying out a long-term strategic roadmap at the upcoming investor day, we were hopeful 2022 would be the clean year that had eluded VRRM and that the valuation gap would finally narrow. We are not alone in our view that 2022 is a 'put-up-or-shut-up' year for the Company, as was voiced by Keith Housum, Northcoast Research Analyst in his May 3rd report titled "*VRRM: This is the Make or Break Year.*"

Obviously, we were extremely disappointed when the Company managed to snatch defeat from the jaws of victory once again when accounting issues and a lack of internal controls delayed the 2021 10-K filing, postponed the March investor day and exposed shareholders to a potentially catastrophic default and acceleration of the Company's debt. To add insult to injury, this self-inflicted wound overshadowed both strong 4Q21 results and FY22 guidance.

Although VRRM's stock has recovered from the lows it hit as the debt default loomed, we are halfway through the year and the Company has not made meaningful progress in closing the valuation gap despite strong year-end results and guidance, strong 1Q22 results which included continued outperformance, the long-term renewal of a large commercial customer, a \$125 million buyback announcement and raised FY22 guidance to the high-end of the range with the potential that it would be further raised in 2Q22.

While we are looking forward to the upcoming July investor day and hope it will be a catalyst for the stock, we believe it is important for the Board to recognize that the Company is running out of chances. We are fast approaching the point where a review of strategic alternatives may be necessary to evaluate a potential strategic sale, leveraged buyout, split-up of the businesses, etc. We suspect the answer may be a sale process, in whole or parts, but we are open to the pursuit of any potential solution to achieve fair value. It is incumbent upon the Board to have the same mentality.

We are rooting for VRRM to become fairly valued in the public markets, but we and other investors are losing faith given the self-inflicted issues that are ever present. We want to emphasize our continuing desire to work together in a constructive manner. We are hopeful that by making these concerns public, the Board can find the conviction and creativity to take the steps necessary to maximize shareholder value.

We look forward to an opportunity to further discuss the contents of this letter and our concerns with the Board or a subset thereof in the near future. Please let us know the Board's willingness and availability to engage in such discussions.

Best Regards,

/s/ Jerome Lande

Jerome Lande
Scopia Capital Management LP

APPENDIX I

Proxy and Payments Peer Multiple Valuations

Ticker	Consensus 2023 P/E	Consensus 2023 EV/EBITDA	Consensus 2023 EBITDA Margins	Consensus Revenue Growth ('20-'23 CAGR)
Proxy Peers				
ACIW	12.0x	9.1x	29%	5%
AZPN	29.5x	25.2x	44%	NA
CSGS	16.5x	8.9x	22%	5%
EXLS	22.6x	14.8x	21%	16%
ALRM	29.7x	17.8x	19%	14%
BMI	32.5x	18.7x	21%	11%
FICO	23.0x	17.8x	47%	6%
MANH	44.6x	32.5x	26%	12%
TYL	39.7x	28.0x	25%	22%
BLKB	17.5x	13.7x	25%	9%
EVTC	13.0x	9.7x	44%	7%
GWRE	NA	NA	-1%	8%
OSIS	13.8x	8.2x	17%	2%
WEX	11.2x	7.8x	45%	15%
CRNC	10.7x	7.6x	35%	10%
EVOP	18.9x	10.2x	38%	12%
QTWO	60.0x	37.9x	9%	20%
PRGX	Acquired	-	-	-
CUB	Acquired	-	-	-
EGOV	Acquired	-	-	-
MTSC	Acquired	-	-	-
Average	24.7x	16.7x	27%	11%
Median	20.7x	14.2x	25%	10%
Payments Peers				
V	24.3x	19.5x	71%	14%
MA	25.5x	20.1x	62%	19%
PYPL	15.0x	10.9x	23%	15%
FOUR	18.5x	10.0x	28%	55%
ACIW	12.0x	9.1x	29%	5%
EVOP	18.9x	10.2x	38%	12%
SQ	40.9x	31.9x	6%	30%
FICO	23.0x	17.8x	47%	6%
WEX	11.2x	7.8x	45%	15%
FLT	11.6x	10.5x	55%	16%
ADYEN NA	49.1x	33.2x	65%	40%
Average	22.7x	16.4x	43%	21%
Median	18.9x	10.9x	45%	15%
VRRM	13.9x	10.3x	46%	25%