# 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)

UNDER THE SECURITIES EXCHANGE ACT OF 1934 (Amendment No. 9)\*

### VERRA MOBILITY CORPORATION

(Name of Issuer)

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

92511U102 (CUSIP Number)

Mary Ann Sigler
Platinum Equity Advisors, LLC
360 North Crescent Drive, South Building
Beverly Hills, CA 90210
(310) 712-1850

With a copy to:

Matthew B. Dubeck Gibson, Dunn & Crutcher LLP 333 South Grand Avenue Los Angeles, CA 90071 (213) 229-7622

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 10, 2021 (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, a	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.

\* 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).

CUSI	IP No. 92511U102 Page						
1.	Names	of Re	porting Persons:				
	PE Gr	PE Greenlight Holdings, LLC					
2.	Check	the A <sub>I</sub>	opropriate Box If a Member of a Group				
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CUSI	SIP No. 92511U102 Page 3						
1.	Names of Reporting Persons:						
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CUSI	Page Page Page Page Page Page Page Page					
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CUSI	SIP No. 92511U102 Page				
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CUSI	IP No. 92511U102 Page 6				
1.	Names	of Re	porting Persons:		
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IP No. 92511U102 Page				
1. Names of Reporting Persons:				
Platinum Equity Investment Holdings IV Manager, LLC				
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14. Type of Reporting Person				
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CUSI	P No. 92	511U	102	Page 8
1.	Names	of Re	porting Persons:	
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CUSI	P No. 92	511U	102	Page				
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CUSI	P No. 92	511U	102	Page 1
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CUSI	IP No. 92511U102 Page					
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CUSIP	IP No. 92511U102 Page 12						
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3.9%\*

Type of Reporting Person

OO (Limited liability company)

<sup>\*</sup> Includes 3,540,344 shares of Class A Common Stock and 2,611,205 shares of Class A Common Stock issuable upon exercise of 2,611,205 warrants to purchase Class A Common Stock. Percentage of Class A Common Stock beneficially owned based on 156,064,291 shares of Class A Common Stock outstanding, which represents the number of shares of Class A Common Stock outstanding as of December 6, 2021, as reported in the Issuer's Prospectus Supplement (File No. 333-260822), filed with the SEC on December 9, 2021. See Item 5 of this Amendment No. 9 to Schedule 13D.

CUSI	P No. 92	511U	102	Page 13		
1.	Names	of Re	porting Persons:			
	Tom (	Gores				
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	6,151,549*					
12.						
13.	Percent of Class Represented by Amount in Row 11					

3.9%\*

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Type of Reporting Person

<sup>\*</sup> Includes 3,540,344 shares of Class A Common Stock and 2,611,205 shares of Class A Common Stock issuable upon exercise of 2,611,205 warrants to purchase Class A Common Stock. Percentage of Class A Common Stock beneficially owned based on 156,064,291 shares of Class A Common Stock outstanding, which represents the number of shares of Class A Common Stock outstanding as of December 6, 2021, as reported in the Issuer's Prospectus Supplement (File No. 333-260822), filed with the SEC on December 9, 2021. See Item 5 of this Amendment No. 9 to Schedule 13D.

# CUSIP No. 92511U102 Introductory Note

This Amendment No. 9 to Schedule 13D amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on October 29, 2018, as amended by Amendment No. 1 to Schedule 13D, filed with the SEC on February 14, 2019, Amendment No. 2 to Schedule 13D, filed with the SEC on June 11, 2019, Amendment No. 4 to Schedule 13D, filed with the SEC on July 9, 2019, Amendment No. 5 to Schedule 13D, filed with the SEC on November 19, 2019, Amendment No. 6 to Schedule 13D, filed with the SEC on February 4, 2020, Amendment No. 7 to Schedule 13D, filed with the SEC on August 24, 2021 and Amendment No. 8 to Schedule 13D filed with the SEC on August 27, 2021 (together, the "Schedule 13D") with respect to the Class A common stock, par value \$0.0001 per share (the "Class A Stock"), of Verra Mobility Corporation, a Delaware corporation (the "Issuer"). This Amendment No. 9 is being filed to amend and supplement the Schedule 13D to reflect the disposition by the Reporting Persons (as defined below) of 8,207,821 shares of Class A Stock in an underwritten public offering as described below in Item 4. These shares were sold by PE Greenlight Holdings, LLC, a Delaware limited liability company ("PE Greenlight"). Capitalized terms used but not defined have the meaning given them in the Schedule 13D.

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#### **Item 4. Purpose of Transaction**

Item 4 of the Schedule 13D is hereby amended to add the following:

On December 7, 2021, PE Greenlight entered into that certain Underwriting Agreement with the Issuer and BofA Securities, Inc., as the underwriter (the "Underwriting Agreement"), pursuant to which PE Greenlight agreed to sell an aggregate of 8,207,821 shares of Class A Stock, at a price of \$14.75 per share (the "Offering"). The Offering closed on December 10, 2021. The shares of Class A Stock were offered and sold pursuant to the Issuer's registration statement on Form S-3 (Registration No. 333-260822).

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the complete text of the Underwriting Agreement, which is incorporated by reference herein as an exhibit hereto and is incorporated into this Item 4 by reference.

#### Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

The Reporting Persons may be deemed to beneficially own the number of shares of Class A Stock (including shares of Class A Stock underlying Class A Warrants) set forth in the table below, representing the approximate percentage of outstanding shares of Class A Stock set forth in the table below as calculated pursuant to Rule 13d-3 (based on 156,064,291 shares of Class A Stock outstanding, which represents the number of shares of Class A Stock stated to be outstanding as of December 6, 2021 by the Issuer in the Issuer's Prospectus Supplement (File No. 333-260822), filed with the SEC on December 9, 2021).

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The following sets forth the aggregate number of shares and percentage of Class A Stock beneficially owned by each of the Reporting Persons, as well as the number of shares of Class A Stock as to which each Reporting Person has the sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition, based on 156,064,291 shares of Class A Stock outstanding, as described above.

			Sole power to vote or to		Sole power to dispose or to direct	
Reporting Person	Amount beneficially owned	Percent of class	direct the vote	Shared power to vote or to direct the vote	the disposition of	Shared power to dispose or to direct the disposition of
PE Greenlight Holdings, LLC	0	0%	0	0	0	0
Platinum Equity Capital Partners IV, L.P.	0	0%	0	0	0	0
Platinum Equity Partners IV, L.P.	0	0%	0	0	0	0
Platinum Equity Partners IV, LLC	0	0%	0	0	0	0
Platinum Equity Investment Holdings IV, LLC	0	0%	0	0	0	0
Platinum Equity Investment Holdings IV Manager, LLC	0	0%	0	0	0	0
Platinum Equity InvestCo, L.P.	0	0%	0	0	0	0
Platinum Equity Investment Holdings IC (Cayman), LLC	0	0%	0	0	0	0
Platinum InvestCo (Cayman), LLC	0	0%	0	0	0	0
Platinum Equity Investment Holdings, LLC	0	0%	0	0	0	0
Platinum Equity, LLC	6,151,549	3.9%	0	6,151,549	0	6,151,549
Tom Gores	6,151,549	3.9%	0	6,151,549	0	6,151,549

Other than as reported herein with respect to the disposition pursuant to the Underwriting Agreement as described herein, none of the Reporting Persons has engaged in any transaction in shares of Class A Stock since the filling of Amendment No. 8 to this Schedule 13D, filed with the SEC on August 27, 2021.

As a result of the transaction reported in this Amendment No. 9, on December 10, 2021, the Reporting Persons ceased to be the beneficial owners of more than five percent of the Class A Stock.

#### Item 7. Materials to Be Filed as Exhibits

Item 7 of the Schedule 13D is hereby amended and restated in its entirety as follows:

Exhibit 1	Joint Filing Agreement pursuant to Rule 13d-1(k) (previously filed).
Exhibit 2	Investor Rights Agreement, dated as of October 17, 2018, by and among Verra Mobility Corporation and PE Greenlight Holdin

Investor Rights Agreement, dated as of October 17, 2018, by and among Verra Mobility Corporation and PE Greenlight Holdings, LLC (filed as Exhibit 10.3 to the Current Report on Form 8-K of the Issuer on October 22, 2018 and incorporated herein by reference).

Merger Agreement, dated as of June 21, 2018, by and among Gores Holdings II, Inc., AM Merger Sub I, Inc., AM Merger Sub II, LLC, Exhibit 3 Greenlight Holding II Corporation and PE Greenlight Holdings, LLC, in its capacity as the Stockholder Representative (filed as Exhibit 2.1 to the Current Report on Form 8-K of the Issuer on June 21, 2018 and incorporated herein by reference).

- Exhibit 4 Form of Investor Representation Letter (filed as Exhibit 2.1 (exhibit F thereto) to the Current Report on Form 8-K of the Issuer on June 21, 2018 and incorporated herein by reference).
- Exhibit 5 Letter Agreement, dated January 12, 2017, by and among Gores Holdings II, Inc., Alec Gores, Mark R. Stone, Dominick J. Schiano, Andrew McBride, Randall Bort, William Patton, Jeffrey G. Rea and Gores Sponsor II LLC (filed as Exhibit 10.5 to the Current Report on Form 8-K of the Issuer on January 19, 2017 and incorporated herein by reference).
- Exhibit 6 Second Amended and Restated Certificate of Incorporation of Verra Mobility Corporation, dated as of October 17, 2018 (filed as Exhibit 3.1 to the Current Report on Form 8-K of the Issuer on October 22, 2018 and incorporated herein by reference).
- Exhibit 7 Power of Attorney of Tom Gores (filed as Exhibit 24 to the Form 3 of the Reporting Entities on October 19, 2018 and incorporated herein by reference).
- Exhibit 8 Underwriting Agreement, dated as of June 5, 2019, by and among the Issuer, PE Greenlight Holdings, LLC and Deutsche Bank Securities Inc. (filed as Exhibit 1.1 to the Current Report on Form 8-K of the Issuer on June 10, 2019 and incorporated herein by
- Exhibit 9 Lock-Up Agreement, dated as of June 5, 2019, by and between PE Greenlight Holdings, LLC and Deutsche Bank (included as Exhibit A to Exhibit 8 to this Amendment No. 9 to Schedule 13D and incorporated herein by reference).
- Underwriting Agreement, dated as of November 13, 2019, by and among the Issuer, PE Greenlight Holdings, LLC and Morgan Exhibit 10 Stanley & Co. LLC (filed as Exhibit 1.1 to the Current Report on Form 8-K of the Issuer on November 18, 2019 and incorporated herein by reference).

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Lock-Up Agreement, dated as of November 13, 2019, by and between PE Greenlight Holdings, LLC and Morgan Stanley & Co LLC

	(included as Exhibit A to Exhibit 10 to this Amendment No. 9 to Schedule 13D and incorporated herein by reference).
Exhibit 12	Underwriting Agreement, dated as of August 18, 2021, by and among the Issuer, PE Greenlight Holdings, LLC and Goldman Sachs &
	Co. LLC (filed as Exhibit 1.1 to the Current Report on Form 8-K of the Issuer on August 20, 2021 and incorporated herein by

Exhibit 11

- reference).
- Exhibit 13 Lock-Up Agreement, dated as of August 18, 2021, by and between PE Greenlight Holdings, LLC and Goldman Sachs & Co LLC (included as Exhibit A to Exhibit 12 to this Amendment No. 9 to Schedule 13D and incorporated herein by reference).
- Exhibit 14 Share Repurchase Agreement, dated as of August 18, 2021, by and among the Issuer and PE Greenlight Holdings, LLC (filed as Exhibit 10.1 to the Current Report on Form 8-K of the Issuer on August 20, 2021 and incorporated herein by reference).
- Underwriting Agreement, dated as of December 7, 2021, by and among the Issuer, PE Greenlight Holdings, LLC and BofA Securities, Exhibit 15 Inc. (filed as Exhibit 1.1 to the Current Report on Form 8-K of the Issuer on December 10, 2021 and incorporated herein by reference).
- Exhibit 16 Lock-Up Agreement, dated as of December 7, 2021, by and between PE Greenlight Holdings, LLC and BofA Securities, Inc. (included as Exhibit A to Exhibit 15 to this Amendment No. 9 to Schedule 13D and incorporated herein by reference).

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#### **SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 10, 2021

#### 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 CUSIP No. 92511U102 Page 18

#### 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

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#### TOM GORES

By: /s/ Mary Ann Sigler Name: Mary Ann Sigler Title: Attorney-in-Fact