

Prospectus Supplement No. 2
(to Prospectus dated May 16, 2022)



**Up to 19,999,967 Shares of Class A Common Stock Issuable Upon Exercise of
Warrants
and
Up to 5,000,000 Shares of Class A Common Stock Offered by the Selling
Stockholder**

This prospectus supplement is being filed to update, amend and supplement the information included in the prospectus dated May 16, 2022 (the "**Prospectus**") related to (a) the issuance by us of an aggregate of up to 19,999,967 shares of our Class A Common Stock, par value \$0.0001 per share ("**Class A Common Stock**"), consisting of (i) 6,666,666 shares of Class A Common Stock issuable upon the exercise of 6,666,666 warrants issued in a private placement in connection with our initial public offering and (ii) 13,333,301 shares of our Class A Common Stock issuable upon exercise of 13,333,301 warrants issued in connection with our initial public offering (the "**Public Warrants**") and (b) the resale from time to time by the selling stockholder identified in the Prospectus, or their permitted transferees, of an aggregate of up to 5,000,000 shares of Class A Common Stock. Capitalized terms used in this prospectus supplement and not otherwise defined herein have the meanings specified in the Prospectus.

This prospectus supplement is being filed to update, amend and supplement the information included in the Prospectus with the information contained in our Current Report on Form 8-K filed with the SEC on June 22, 2022, which is set forth below.

This prospectus supplement is not complete without the Prospectus. This prospectus supplement should be read in conjunction with the Prospectus, which is to be delivered with this prospectus supplement, and is qualified by reference thereto, except to the extent that the information in this prospectus supplement updates or supersedes the information contained in the Prospectus. Please keep this prospectus supplement with your Prospectus for future reference.

Our Class A Common Stock is listed on the Nasdaq Capital Market under the symbol "VRRM." Our Public Warrants are quoted on OTC Pink under the symbol "VRRMW." On June 21, 2022 the closing sale price per share of our Class A Common Stock was \$15.33.

INVESTING IN OUR SECURITIES INVOLVES A HIGH DEGREE OF RISK. SEE THE SECTION ENTITLED "RISK FACTORS" BEGINNING ON PAGE 4 OF THE PROSPECTUS TO READ ABOUT FACTORS YOU SHOULD CONSIDER BEFORE BUYING SHARES OF OUR CLASS A COMMON STOCK.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under this prospectus or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is June 22, 2022.

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): June 21, 2022

VERRA MOBILITY CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-37979
(Commission
File Number)

81-3563824
(IRS Employer
Identification No.)

1150 N. Alma School Road
Mesa, Arizona
(Address of principal executive offices)

85201
(Zip Code)

(480) 443-7000
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<i>(Title of each class)</i>	<i>(Trading symbol)</i>	<i>(Name of each exchange on which registered)</i>
Class A common stock, par value \$0.0001 per share	VRRM	Nasdaq Capital Market
Warrants to purchase Class A Common Stock	VRRMW	OTC Pink Marketplace

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

- 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 13(a) of the Exchange Act.
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Item 5.07 Submission of Matters to a Vote of Security Holders.

Verra Mobility Corporation (the “**Company**”) held its 2022 annual meeting of stockholders (the “**Annual Meeting**”) on June 21, 2022. At the Annual Meeting, the Company’s stockholders voted on three proposals. The proposals are described in the Company’s definitive proxy statement on Schedule 14A (the “**Proxy Statement**”) filed with the Securities and Exchange Commission on May 2, 2022. As of April 25, 2022, the record date for the Annual Meeting, there were 156,225,265 shares of the Company’s Class A Common Stock issued, outstanding and entitled to vote on the proposals voted on at the Annual Meeting. The voting results for each of the proposals are set forth below.

1. *Election of Directors.* The Company’s stockholders elected, by the vote indicated below, the following two persons as Class I directors of the Company, each to serve as such until the Company’s annual meeting of stockholders to be held in 2025, or until his respective successor is duly elected and qualified:

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Douglas Davis	93,342,712	26,921,709	9,670,498
Cynthia Russo	93,995,905	26,268,516	9,670,498

2. *Approval of Executive Compensation.* The Company’s stockholders approved, on a non-binding basis, the compensation of the Company’s named executive officers as described in the Proxy Statement, by the vote indicated below:

Votes For	Votes Against	Abstentions	Broker Non-Votes
119,528,683	712,988	22,750	9,670,498

3. *Ratification of Ernst & Young LLP as the Company’s Independent Registered Public Accounting Firm.* The stockholders ratified the selection of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022, by the vote indicated below:

Votes For	Votes Against	Abstentions
129,521,218	402,495	11,206

No other proposals were submitted to a vote of the Company’s stockholders at the Annual Meeting.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 22, 2022

Verra Mobility Corporation

By: /s/ Craig Conti

Name: Craig Conti

Title: Chief Financial Officer

