

Prospectus Supplement No. 6
(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 August 31, 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 August 30, 2022 the closing sale price per share of our Class A Common Stock was \$16.23.

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 August 31, 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): August 29, 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As previously disclosed, Rebecca Collins notified Verra Mobility Corporation (the “*Company*”) of her intent to resign from her position as General Counsel of the Company effective September 16, 2022 (the “*Separation Date*”). On August 29, 2022, Ms. Collins and the Company entered into a Separation and Release Agreement (the “*Separation Agreement*”), which provides for the acceleration of vesting for the final tranche of 40,069 restricted stock units granted to Ms. Collins on October 23, 2018, provided that she executes a general release of claims in favor of the Company. The Separation Agreement also amends certain provisions of Ms. Collins’ Amended and Restated Executive Employment Agreement, dated as of March 25, 2021, including: (i) a six (6)-month extension of the non-solicitation period, from eighteen (18) months to twenty-four (24) months following the Separation Date; (ii) a twelve (12)-month extension of the non-competition period, from twelve (12) months to twenty-four (24) months following the Separation Date; and (iii) an expansion of the restricted business definition applicable to Ms. Collins’ non-competition obligations.

The foregoing description of the Separation Agreement is qualified in its entirety by reference to the Separation Agreement, which will be filed as an exhibit to the Company’s quarterly report on Form 10-Q for the quarter ending September 30, 2022.

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: August 31, 2022

Verra Mobility Corporation

By: /s/ Craig Conti

Name: Craig Conti

Title: Chief Financial Officer

