
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

PROXY STATEMENT

PURSUANT TO SECTION 14(A) OF THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No.)

- Filed by the Registrant
- Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 - Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
 - Definitive Proxy Statement
 - Definitive Additional Materials
 - Soliciting Material under § 240.14a-12
-

VERRA MOBILITY CORPORATION

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
 - Fee paid previously with preliminary materials.
 - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-
-

***** Exercise Your Right to Vote *****
**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on May 26, 2020.**

VERRA MOBILITY CORPORATION

Meeting Information	
Meeting Type:	Annual Meeting
For holders as of:	April 1, 2020
Date: May 26, 2020	Time: 9:00 a.m., MST
Location:	Meeting live via the Internet—please visit www.virtualshareholdermeeting.com/VRRM2020 .
The company will be hosting the meeting live via the Internet this year. To attend the meeting via the Internet please visit www.virtualshareholdermeeting.com/VRRM2020 and be sure to have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page).	

VERRA MOBILITY CORPORATION
1150 NORTH ALMA SCHOOL ROAD
MESA, AZ 85201

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

— **Before You Vote** —
How to Access the Proxy Materials

<p>Proxy Materials Available to VIEW or RECEIVE: NOTICE AND PROXY STATEMENT ANNUAL REPORT</p> <p>How to View Online: Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) and visit: www.proxyvote.com.</p> <p>How to Request and Receive a PAPER or E-MAIL Copy: If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:</p> <ul style="list-style-type: none">1) BY INTERNET: www.proxyvote.com2) BY TELEPHONE: 1-800-579-16393) BY E-MAIL*: sendmaterial@proxyvote.com <p>* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) in the subject line. Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 12, 2020 to facilitate timely delivery.</p>
--

— **How To Vote** —
Please Choose One of the Following Voting Methods

<p>Vote By Internet:</p> <p><i>Before The Meeting:</i> Go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) available and follow the instructions.</p> <p><i>During The Meeting:</i> Go to www.virtualshareholdermeeting.com/VRRM2020. Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) available and follow the instructions.</p> <p>Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.</p>
--

D08243-F38764

D08243-F38764

Voting Items

The Board of Directors recommends you vote FOR the following:

1. Elect three Class II directors, Jay Geldmacher, John Rexford and David Roberts, to serve on our Board until our 2023 annual meeting of stockholders

Nominees:

- 01) Jay Geldmacher
- 02) John Rexford
- 03) David Roberts

The Board of Directors recommends you vote FOR proposal 2:

2. Approve, on an advisory basis, the compensation of our named executive officers

The Board of Directors recommends you vote 1 YEAR on proposal 3:

3. Approve, on an advisory basis, the frequency of future advisory votes approving the compensation of our named executive officers

The Board of Directors recommends you vote FOR proposal 4:

4. Ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2020

D\08244-F38764

D\08245-F38764