

**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): May 29, 2026

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.)

2046 Riverview Auto Drive, Suite 300
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:

(Title of each class)	(Trading symbol)	(Name of each exchange on which registered)
Class A common stock, par value \$0.0001 per share	VRRM	Nasdaq Capital Market

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.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 1, 2026, Verra Mobility Corporation (the “Company”) announced that the Board of Directors of the Company (the “Board”) approved the appointment of Jonathan Keyser as the Interim President and Chief Executive Officer of the Company, effective May 31, 2026.

Mr. Keyser, age 44, has served as Verra Mobility’s Executive Vice President and Chief Transformation Officer since 2025 and its Chief Legal Officer since December 2022. Prior to joining the Company, Mr. Keyser served as Vice President and General Counsel of Honeywell Performance Materials and Technologies (PMT), a business unit of Honeywell International that developed process technologies, automation solutions, advanced materials, hardware, chemicals, services, and industrial software, and as Vice President and General Counsel of Honeywell’s UOP and Aerospace Integrated Supply Chain business units, from 2019 to 2022.

There are no family relationships, as defined in Item 401 of Regulation S-K, between Mr. Keyser and any of the Company’s executive officers or directors. There are no arrangements or understandings between Mr. Keyser and any other person pursuant to which Mr. Keyser was appointed Interim President and Chief Executive Officer. Mr. Keyser has not engaged in any transaction with the Company during the last fiscal year, and does not propose to engage in any transaction, that would be reportable under Item 404(a) of Regulation S-K.

On June 1, 2026, the Company also announced that David Roberts would no longer serve as the Company’s President and Chief Executive Officer, effective May 31, 2026. Mr. Roberts’ separation from the Company is a termination by the Company “without cause” for purposes of all plan benefits as well as contractual entitlements, including under the terms of his previously disclosed employment agreement, as described in the Company’s Definitive Proxy Statement filed with the Securities and Exchange Commission on April 6, 2026. In addition, Mr. Roberts provided notice to the Company of his decision to resign from the Board, effective May 30, 2026. Mr. Roberts’ resignation was not related to any disagreement between Mr. Roberts and the Company on any matter relating to the Company’s operations, policies or practices. In connection with the resignation, the Board approved a reduction in the size of the Board from seven directors to six directors.

In connection with Mr. Keyser’s appointment, the Compensation Committee of the Board (the “Compensation Committee”) approved an increase in Mr. Keyser’s annual base salary to \$650,000 and an increase in his target bonus to 100% of base salary, effective as of June 2, 2026 and continuing until the earlier of (a) the date on which a successor Chief Executive Officer commences employment with the Company, and (b) the date on which Mr. Keyser’s employment with the Company terminates. In addition, on June 1, 2026, the Compensation Committee approved the grant of a one-time equity award to Mr. Keyser in the form of time-vested restricted stock units (the “RSU Award”) with a grant date value of \$2,250,000. The RSU Award will vest in two equal annual installments beginning on June 2, 2027, subject to Mr. Keyser’s continued employment through each applicable vesting date, and further subject to the terms and conditions set forth in the Company’s Amended and Restated 2018 Equity Incentive Plan (as amended from time to time, the “2018 Plan”) and the related award agreement. In addition, any unvested RSU Award amount will immediately vest if Mr. Keyser is terminated without Cause or for Good Reason (each, as defined in Mr. Keyser’s previously disclosed employment agreement), or within 90 days prior to, upon or within 12 months after the consummation of a Change in Control (as defined in the 2018 Plan), subject to Mr. Keyser’s timely execution and non-revocation of a general release of claims in a form provided by the Company. Mr. Keyser was also granted a one-time cash retention award of \$3,300,000 (“Retention Cash Award”), that will vest and be payable in three equal installments beginning on June 2, 2027, subject to Mr. Keyser’s continued employment through each applicable vesting date. Prior to June 2, 2029, if Mr. Keyser’s employment is terminated without Cause or for Good Reason, or within 90 days prior to, upon or within 12 months after the consummation of a Change in Control, then the full then-remaining unpaid portion of the Retention Cash Award will be paid to Mr. Keyser pursuant to the following terms: (a) if such termination occurs prior to June 2, 2027, then 66.67% of the Retention Cash Award will be paid to Mr. Keyser (and Mr. Keyser will forfeit the remaining 33.33% of the Retention Cash Award); (b) if such termination occurs on or after June 2, 2027, but prior to June 2, 2028, then 33.33% of the Retention Cash Award will be paid to Mr. Keyser (and Mr. Keyser will forfeit the then remaining 33.33% of the Retention Cash Award); and (c) if such termination occurs on or after June 2, 2028, but prior to June 2, 2029, Mr. Keyser will forfeit the remaining 33.33% of the Retention Cash Award, in each case, subject to Mr. Keyser’s timely execution and non-revocation of a general release of claims in a form provided by the Company. The Compensation Committee approved the arrangements in consultation with its independent compensation consultant.

On May 29, 2026, the Compensation Committee approved the grant of a one-time equity award to Craig Conti, the Company's Executive Vice President and Chief Financial Officer, in the form of time-vested restricted stock units (the "Conti RSU Award") with a grant date value of \$1,750,000. The Conti RSU Award has the same terms and conditions as the RSU Award described above. Mr. Conti was also granted a one-time cash retention award of \$3,300,000 (the "Conti Retention Cash Award"). The Conti Cash Retention Award has the same terms and conditions as the Cash Retention Award described above. The Conti RSU Award and Conti Cash Retention Award are part of an arrangement structured to retain Mr. Conti. The Compensation Committee approved the arrangement in consultation with its independent compensation consultant, taking into account the Company's retention goals. In addition, as part of the retention arrangement, effective June 2, 2026, Mr. Conti's annual base salary will increase to \$550,000 and his target bonus under the Company's annual incentive plan will increase to 100% of his base salary, and his target annual equity grant for 2027 increased to \$2,500,000.

Item 7.01 Regulation FD Disclosure.

On June 1, 2026, the Company issued a press release announcing the appointment of Jonathan Keyser as Interim President and Chief Executive Officer and related matters. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

The information furnished pursuant to Item 7.01, including Exhibit 99.1, of this Current Report on Form 8-K shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "*Exchange Act*"), or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibits</u>
99.1	Press Release, dated June 1, 2026, issued by Verra Mobility Corporation.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 1, 2026

Verra Mobility Corporation

By: /s/ Craig Conti

Name: Craig Conti

Title: Chief Financial Officer

Verra Mobility Initiates CEO Transition

Jon Keyser Appointed Interim Chief Executive Officer

MESA, Ariz., June 1, 2026 — Verra Mobility Corporation (NASDAQ: VRRM), a leading provider of smart mobility technology solutions, today announced that Jon Keyser, who has served as the Company’s Chief Transformation Officer and Executive Vice President and Chief Legal Officer, has been appointed interim President and Chief Executive Officer, effective immediately. The Board of Directors determined that now is the right time to initiate a leadership transition, and David Roberts has agreed to step down as President and Chief Executive Officer and as a Director, effective immediately.

“Verra Mobility is at an inflection point, as the Company operates in a dynamic market that continues to evolve and grow,” said Patrick Byrne, Chairman of the Board. “As a result, the Board determined that a change in leadership is needed as the Company takes decisive actions to realign its cost structure and position the business for future success. The Board and David therefore agreed to initiate this transition. We’re grateful to David for his leadership of the Company over the last 12 years through many milestones, including taking the company public. We are conducting a search for our next CEO, focused on candidates we believe will build on our technology, navigate the evolving market, drive growth and create shareholder value in Verra Mobility’s next phase.”

Mr. Byrne continued, “We are pleased to have Jon lead Verra Mobility as CEO during this important time for the Company. Jon is an experienced commercial leader who brings deep knowledge across all aspects of Verra Mobility’s business and a well-rounded perspective to the role. He has also worked with the Government Solutions team to unlock the growth of the business and played a key role in making the Company more efficient and prepared for future scale. We are confident in his ability to lead the efforts underway to strengthen the business and drive it forward.”

“I am honored to take on the role of interim CEO at Verra Mobility,” said Mr. Keyser. “I believe that Verra Mobility has a strong foundation built on technology that makes our communities safer, smarter and more connected. We will work with urgency to take near-term action to broaden and deepen our customer relationships, reduce costs and position our business for future growth and value creation. I thank David for his leadership and we wish him the best.”

“I am grateful and honored for all the years I have been associated with our company. I wish Jon and the team great success in the years ahead,” said Mr. Roberts.

The Board has retained a leading global executive search firm to assist in identifying the Company’s next Chief Executive Officer. The Board intends to conduct a comprehensive search that will include internal and external candidates.

About Jon Keyser

Jon Keyser has served as Verra Mobility’s Chief Transformation Officer since 2025, driving the cost optimization efforts and streamlining of the business processes of the corporation. He has also been the Executive Vice President and Chief Legal Officer since 2022 where he was responsible for spearheading the efforts to build awareness and sponsorship for traffic safety programs like red light and speeding cameras, and monitoring systems in school zones to foster the safety of children. Jon has partnered closely with the Government Solutions team to drive outsized growth for the business. Prior to joining Verra Mobility, Jon served as Vice President and General Counsel of Honeywell Performance Materials and Technologies (PMT), a division of Honeywell International that developed process technologies, automation solutions, advanced materials, hardware, chemicals, services and industrial software. He was also General Counsel of Honeywell’s UOP business and Aerospace Integrated Supply Chain. Prior to Honeywell, Jon served as Assistant General Counsel at Harley-Davidson Motor Company where he led all commercial legal, litigation and product regulatory matters, and he was formerly a mergers and acquisitions attorney at Hogan Lovells US LLP. Prior to that, Jon was an intelligence officer in the United States Air Force with combat deployments in Iraq and Afghanistan. Jon holds a Bachelor of Science degree from the United States Air Force Academy and a law degree from the University of Denver.

About Verra Mobility

Verra Mobility Corporation (NASDAQ: **VRRM**) is a leading provider of smart mobility technology solutions that make transportation safer, smarter, and more connected. The Company sits at the center of the mobility ecosystem, bringing together vehicles, hardware, software, data, and people to enable safe, efficient solutions for customers globally. Verra Mobility's transportation safety systems and parking management solutions protect lives, improve urban and motorway mobility and support healthier communities. The Company also solves complex payment, utilization and compliance challenges for fleet owners and rental car companies. Headquartered in Arizona, Verra Mobility operates in the United States, Australia, Europe and Canada. For more information, please visit www.verramobility.com.

Forward-Looking Statements

This press release contains forward-looking statements which address our expected future business and performance, and may contain words such as "goal," "target," "future," "estimate," "expect," "anticipate," "intend," "plan," "believe," "seek," "project," "may," "should," "will" or similar expressions. Forward-looking statements include statements regarding our technology, our evolving market, our growth, our ability to create shareholder value, our ability to take action to broaden and deepen our customer relationships, reduce costs and position our business for future growth and value creation, any other statements about our management's future expectations, beliefs, goals, plans or prospects, and all statements other than historical facts. Forward-looking statements involve risks and uncertainties, and a number of factors could cause actual results to differ materially from those currently anticipated. These factors include, but are not limited to, the impact of negative industry and macroeconomic conditions, including the impact of government actions and regulations, such as tariffs, trade protection measures, military conflicts, or a government shutdown, on our customers or Verra Mobility; customer concentration in our Commercial Services and Government Solutions segments, including risks impacting such segments such as travel demand and legislation, and the risk of losing a customer; risks related to our contract with NYCDOT, which comprises a material portion of our revenue, including the timing of payments; risks associated with the termination of a significant customer agreement and the renewal of other Commercial Services customer agreements; risks and uncertainties related to our government contracts, including legislative changes, termination rights, delays in payments, audits, and investigations; decreases in the prevalence or political acceptance of, or an increase in governmental restrictions regarding, automated and other similar methods of photo enforcement, parking solutions, or the use of tolling; our ability to successfully implement our acquisition strategy or integrate acquisitions; failures in or breaches of our networks or systems, including as a result of cyber-attacks or other incidents; risks and uncertainties related to our international operations and our ability to develop and successfully market new products and technologies into new markets; our failure to acquire necessary intellectual property or adequately protect our intellectual property; our ability to manage our substantial level of indebtedness; our ability to maintain effective internal controls over financial reporting; our ability to properly perform under our contracts and otherwise satisfy our customers; risks associated with the use of artificial intelligence and related tools; decreased interest in outsourcing from our customers; our ability to keep up with technological developments and changing customer preferences; our ability to compete in a highly competitive and rapidly evolving market; risks and uncertainties related to our share repurchase program; risks and uncertainties related to litigation and other disputes and regulatory investigations; our reliance on specialized third-party providers; and other risks and uncertainties indicated from time to time in documents we filed or will file with the Securities and Exchange Commission (the "SEC"). In addition, no assurance can be given that any plan, initiative, projection, goal, commitment, expectation, or prospect set forth in this press release can or will be achieved. This press release should be read in conjunction with the information included in our other press releases, reports, and other filings with the SEC. Additional information regarding the factors that may cause actual results to differ materially from these forward-looking statements is available in our SEC filings, including our 2025 Annual Report on Form 10-K and first quarter 2026 Quarterly Report on Form 10-Q. These forward-looking statements speak only as of the date of this press release and except to the extent required by applicable law, we do not assume any obligation to update or revise any forward-looking statement, whether as a result of new information, future events and developments, or otherwise.

Investor Relations Contact

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