

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* WHITSON CLAY M			2. Issuer Name and Ticker or Trading Symbol i3 Verticals, Inc. [IIIV]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/12/2023			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
40 BURTON HILLS BLVD. SUITE 415			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.				
NASHVILLE	TN	37215						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class B common stock, par value \$0.0001 per share	05/12/2023		G ⁽¹⁾	V	35,570	D	\$0.00	0	I	By Clay M. Whitson 2018 GRAT ⁽²⁾
Class B common stock, par value \$0.0001 per share								263,292 ⁽³⁾⁽⁴⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Common Units	(5)	05/12/2023		G ⁽⁶⁾	V	35,570		(5)(7)	(5)(7)	Class A common stock, par value \$0.0001 per share	\$0.00	0	I	By Clay M. Whitson 2018 GRAT ⁽⁸⁾
Common Units	(5)							(5)(7)	(5)(7)	Class A common stock, par value \$0.0001 per share		263,292 ⁽⁹⁾	D	

Explanation of Responses:

- The reporting person caused the Clay M. Whitson 2018 Grantor Retained Annuity Trust (the "Trust") to transfer for no consideration these shares of Class B common stock, par value \$0.0001 per share (the "Class B Common Stock") of i3 Verticals, Inc. (the "Issuer").
- Represents shares of Class B Common Stock of the Issuer held by the Trust.
- Certain of the reported directly owned shares of Class B Common Stock of the Issuer were transferred from the Trust, of which the Reporting Person is trustee and beneficiary, to the Reporting Person individually, in a transaction exempted by Rule 16a-13.
- Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer, the shares of the Issuer's Class B Common Stock are cancellable for no consideration on a one-to-one basis upon any redemption of the common units in i3 Verticals, LLC (the "Common Units") for shares of Class A common stock, par value \$0.0001 per share ("Class A Common Stock") of the Issuer.
- The Common Units may be redeemed by the Reporting Person at any time for an equal number of shares of Class A Common Stock or, at the election of i3 Verticals, LLC, cash equal to the volume-weighted average market price of such shares. Upon the Reporting Person's redemption of a Common Unit for Class A Common Stock, any corresponding share of Class B Common Stock will be cancelled.
- The reporting person caused the Trust to transfer for no consideration these Common Units.
- All Common Units are fully vested and have no expiration date.
- Represents Common Units held by the Trust.
- Certain of the reported directly owned Common Units were transferred from the Trust to the Reporting Person individually, in a transaction exempted by Rule 16a-13.

Remarks:

/s/ Paul Maple, Attorney-in-Fact for Clay M. Whitson

05/16/2023

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.