

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

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

1. Name and Address of Reporting Person* <u>HARRISON JOHN C.</u> (Last) (First) (Middle) <u>40 BURTON HILLS BLVD.</u> <u>SUITE 415</u> (Street) <u>NASHVILLE TN 37215</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>i3 Verticals, Inc. [IIV]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/10/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	06/10/2019		D ⁽¹⁾		1,059,806	D	(1)	699,672	I	By HMP III GP, LLC ⁽²⁾

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						Title
Common Units	(3)	06/10/2019		D ⁽⁴⁾		1,059,806	(3)	(3)		Class A common stock, par value \$0.0001 per share	1,059,806	\$21.61	699,672 ⁽³⁾	I	By HMP III GP, LLC ⁽⁵⁾

Explanation of Responses:

- Pursuant to the Amended and Restated Certificate of Incorporation of i3 Verticals, Inc. (the "Issuer"), the shares of the Issuer's Class B common stock, par value \$0.0001 per share ("Class B Common Stock") are cancelled for no consideration on a one-to-one basis upon redemption of 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.
- Represents shares of Class B Common Stock held by HMP III Equity Holdings, LLC ("HMPHEH"). Decisions regarding the voting or disposition of the shares held by the foregoing are made by an investment committee or committees (or authorized sub-committees or designees thereof), of which the Reporting Person is a member. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- The Common Units may be redeemed by the holder 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 redemption of a Common Unit for Class A Common Stock, any corresponding share of Class B Common Stock will be cancelled. The Common Units have no expiration date.
- Represents the sale of Common Units to the Issuer pursuant to the Common Unit Purchase Agreement entered into in connection with the Issuer's offering of Class A common stock which closed on June 10, 2019, pursuant to the Limited Liability Company Agreement of i3 Verticals, LLC and in accordance with the Registration Rights Agreement among the Issuer and the signatories thereto, including the reporting persons.
- Represents Common Units held by HMPHEH. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

Remarks:

/s/ Paul Maple, Attorney-in-Fact for John C. Harrison 06/12/2019

** 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.