

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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* HARRISON JOHN C.			2. Issuer Name and Ticker or Trading Symbol i3 Verticals, Inc. [iiv]			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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/25/2018			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
40 BURTON HILLS BOULEVARD SUITE 415			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	NASHVILLE TN 37215							
(City)	(State)	(Zip)						

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	06/25/2018		j ⁽¹⁾		1,759,478	A	(1)	1,759,478	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
Stock Option (Right to Buy)	\$13	06/25/2018		A		10,000		(3)	06/25/2028	Class A common stock, par value \$0.0001 per share	10,000	\$0	10,000	D	
Common Units	(4)	06/25/2018		j ⁽⁵⁾		1,759,478		(4)	(4)	Class A common stock, par value \$0.0001 per share	1,759,478	(4)	1,759,478	I	By HMP III GP, LLC ⁽⁶⁾

Explanation of Responses:

- Pursuant to the Reorganization Transactions (as defined in i3 Verticals, Inc.'s (the "Issuer") Registration Statement on Form S-1, as amended (File No. 333-225214) (the "Registration Statement")) as part of the Issuer's initial public offering ("IPO"), the Reporting Person's equity ownership in i3 Verticals, LLC was converted into newly issued common units in i3 Verticals, LLC (each a "Common Unit") together with an equal number of shares of Class B common stock, par value \$0.0001 per share (the "Class B Common Stock"), in the Issuer. The shares of Class B Common Stock (i) confer no incidents of economic ownership on the holders thereof, (ii) only confer voting rights on the holders thereof and (iii) may only be issued, on a one-for-one basis, to the holders of Common Units.
- Represents shares of Class B Common Stock held by HMP III Equity Holdings, LLC ("HMPEH") and Harbert Mezzanine Partners III, L.P. ("HMPLP"). HMP III GP, LLC ("HMPGP") is the General Partner of HMPLP which is the managing member of HMPEH. The Reporting Person serves as a voting member of the investment committee of HMPGP. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- The option vests ratably in three equal annual installments beginning on the first anniversary of the grant date, subject to the Reporting Person's continued service with the Issuer.
- The vested Common Units may be redeemed by the Reporting Person at any time following the closing of the Issuer's IPO for an equal number of shares of Class A common stock, par value \$0.0001 per share (the "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.
- Pursuant to the Reorganization Transactions (as defined in the Registration Statement) as part of the Issuer's IPO, the Reporting Person's equity ownership in i3 Verticals, LLC was converted into newly issued Common Units together with an equal number of Class B Common Stock, in the Issuer.
- Represents Common Units held by HMPEH and HMPLP. 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 06/25/2018
for John C. Harrison

** 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.