

**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): July 28, 2022**

**VERANO HOLDINGS CORP.  
(Exact Name of Registrant as Specified in its Charter)**

**British Columbia  
(State or Other Jurisdiction  
of Incorporation)**

**000-56342  
(Commission  
File Number)**

**98-1583243  
(IRS Employer  
Identification No.)**

**415 North Dearborn Street, 4<sup>th</sup> Floor,  
Chicago, Illinois  
(Address of Principal Executive Offices)**

**(312) 265-0730  
(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 filing 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:

<b>Title of each class</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered</b>
N/A		

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 8.01 Other Events.**

On July 28, 2022, Verano Holdings Corp. (the “Company”) issued a press release announcing that its Zen Leaf Neptune dispensary in New Jersey has received all required approvals from municipal and state officials to commence adult use sales. A copy of such press release is filed as Exhibit 99.1 to this report.

The information furnished under this item 8.01, including Exhibit 99.1 incorporated by reference herein, shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section and shall not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release issued on July 28, 2022</a>

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VERANO HOLDINGS CORP.

Date: July 29, 2022

By: /s/ Darren Weiss

Name: Darren Weiss

Title: Chief Operating Officer, Chief Legal Officer, General Counsel &  
Secretary

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### Verano Receives Approval to Launch Adult Use Cannabis Sales at Zen Leaf Neptune in New Jersey

- Zen Leaf Neptune has received all required approvals from municipal and state officials to commence adult use cannabis sales, subject to receiving its final license from the state
- Verano's New Jersey operations also include Zen Leaf Lawrence Township and Zen Leaf Elizabeth –where New Jersey Governor Phil Murphy and other distinguished guests celebrated the launch of adult use cannabis sales in the Garden State on April 21 – and a state-of-the-art, 120,000 square foot cultivation and processing facility in Branchburg
- Situated off busy 2100 NJ-66 in Neptune Township, approximately two miles from the Jersey Shore and popular landmarks such as the Asbury Park Boardwalk, Zen Leaf Neptune is a convenient cannabis dispensary for Jersey Shore tourists and locals
- Nationally, Verano's active operations span 13 states, comprised of 107 dispensaries and 13 cultivation and processing facilities with more than 1 million square feet of cultivation capacity

CHICAGO, July 28, 2022 (GLOBE NEWSIRE) – Verano Holdings Corp. (CSE: VRNO) (OTCQX: VRNOF) (“Verano” or the “Company”), a leading multi-state cannabis company, today announced that the Company's Zen Leaf Neptune location in New Jersey has received all required approvals from municipal and state officials to commence adult use sales. The Company expects Zen Leaf Neptune to open for adult use customers in the near future, following the obtainment of its adult use license from the state.

Zen Leaf Neptune is conveniently located at 2100 NJ-66, just two miles from Jersey Shore beaches and popular landmarks including the Asbury Park Boardwalk. Upon the reception of its adult use license, Zen Leaf Neptune will hold a Grand Opening event to celebrate the kickoff of adult use cannabis sales with product specials, Zen Leaf and Verano merchandise giveaways, food trucks, and an overhead flying Zen Leaf blimp that will greet customers on arrival. Zen Leaf Neptune will continue to service its medical cannabis patients upon the launch of adult use sales, and to best ensure safe and speedy access, will offer dedicated hours and point-of-sale stations to New Jersey patients.

#### **Quote from George Archos, Verano Founder and Chief Executive Officer:**

“Commencing adult use cannabis sales at Zen Leaf Neptune will mark the culmination of a years-long effort to maximize Verano's New Jersey footprint,” said George Archos, Verano Founder and Chief Executive Officer. “I would like to thank Governor Murphy, the New Jersey CRC, Neptune Township, and our valued team members, patients and customers for making this exciting day possible. We look forward to welcoming adult use customers at Zen Leaf Neptune alongside our valued medical patients on the beautiful Jersey Shore in the near future.”

Zen Leaf Neptune follows the Company's two additional New Jersey Zen Leaf dispensaries in Lawrence Township and Elizabeth that launched adult use sales on April 21, 2022, when Governor Phil Murphy, Senate President Nicholas Scutari and other distinguished guests visited Zen Leaf Elizabeth to commemorate the end of cannabis prohibition in the Garden State. Business hours at Zen Leaf Neptune are Monday through Saturday, 8:00 a.m. – 10:00 p.m.; at the commencement of adult use sales, the first hour of business will exclusively be reserved for medical patients only. The dispensary will also be open exclusively for medical patients only on Sunday from 10:00 a.m. – 6:00 p.m.

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Verano offers a wide range of premium cannabis products sold at its Zen Leaf New Jersey locations, including concentrates, edibles, vaporizers and flower. Customers may pre-order online at [www.zenleafdispensaries.com](http://www.zenleafdispensaries.com) for same day, in-store pick up, or through the Zen Leaf mobile application that is available in the [Google Play](#) and [Apple App](#) stores. The Company also offers home delivery for medical cannabis patients.

## **About Verano**

Verano is a leading, vertically integrated, multi-state cannabis operator in the U.S., devoted to the ongoing improvement of communal wellness by providing responsible access to regulated cannabis products. With a mission to address vital health and wellness needs, Verano produces a comprehensive suite of premium, innovative cannabis products sold under its trusted portfolio of consumer brands, including Verano™, Avexia™, Encore™, and MÜV™. Verano's portfolio encompasses 14 U.S. states, with active operations in 13, including 14 production facilities comprising over 1,000,000 square feet of cultivation capacity. Verano designs, builds, and operates dispensaries under retail brands including Zen Leaf™ and MÜV™, delivering a superior cannabis shopping experience in both medical and adult-use markets. Learn more at [www.verano.com](http://www.verano.com).

## **Contacts:**

### **Media**

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### **Investors**

Verano  
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## **Forward Looking Statements**

This press release contains certain “forward-looking statements” within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Such forward-looking statements are not representative of historical facts or information or current condition, but instead represent only the Company’s beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of the Company’s control. Generally, such forward-looking statements can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “future”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or may contain statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “will continue”, “will occur” or “will be achieved”. The forward-looking statements contained herein include, but are not limited to, statements or information with respect to the Company’s proposed restatement of the Prior Period Financials. Forward-looking statements involve and are subject to assumptions and known and unknown risks, uncertainties, and other factors which may cause actual events, results, performance, or achievements of the Company to be materially different from future events, results, performance, and achievements expressed or implied by forward-looking statements herein, including, without limitation, the risk factors discussed in the Company’s Form 10 filed on EDGAR at [www.sec.gov](http://www.sec.gov). The forward-looking statements contained in this Current Report on Form 8-K are made as of the date of this Current Report on Form 8-K, and the Company does not undertake to update any forward-looking information or forward-looking statements that are contained or referenced herein, except as may be required in accordance with applicable securities laws. All subsequent written and oral forward-looking information and statements attributable to the Company or persons acting on its behalf is expressly qualified in its entirety by this notice regarding forward-looking information and statements.

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