

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Spreckman David</u> _____ (Last) (First) (Middle) <u>415 NORTH DEARBORN STREET</u> <u>4TH FLOOR</u> _____ (Street) <u>CHICAGO IL 60654</u> _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/25/2022</u>	3. Issuer Name and Ticker or Trading Symbol <u>Verano Holdings Corp. [VRNOF]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Marketing Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>06/27/2022</u> 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Class A Subordinate Voting Shares</u>	<u>38,412⁽¹⁾</u>	<u>D</u>	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Restricted Stock Units⁽²⁾</u>	<u>(3)</u>	<u>(3)(1)</u>	<u>Class B Proportionate Voting Shares⁽⁴⁾</u>	<u>8.34⁽¹⁾</u>	<u>0</u>	<u>D</u>
<u>Restricted Stock Units⁽⁵⁾</u>	<u>(6)</u>	<u>(6)(1)</u>	<u>Class B Proportionate Voting Shares⁽⁴⁾</u>	<u>8.34⁽¹⁾</u>	<u>0</u>	<u>D</u>

Explanation of Responses:

- This amendment is being filed to correctly report the reporting person's June 25, 2022 Form 3, as amended. The earlier filed June 25, 2022 Form 3/A inadvertently (a) omitted 35,000 Class A Subordinate Voting Shares owned by the reporting person, (b) reported 8.33 restricted stock units outstanding instead of 8.34 and (c) reported 18.75 restricted stock units outstanding instead of 8.34 and misstated the vesting schedule of such restricted stock units as 25% on each of the 12-, 18-, 24- and 30-month anniversaries of the date of grant instead of one-third on each 6-month anniversary of the date of grant.
- The restricted stock units were granted under the Verano Holdings Corp. Stock and Incentive Plan on February 18, 2021. Each restricted stock unit reflects a contingent right to receive one Class B Proportionate Voting Share.
- The restricted stock units vest one-third on each 6-month anniversary of the date of grant.
- Class A Subordinate Voting Shares may be issued in lieu of Class B Proportionate Voting Shares, on an as-converted basis of 100:1, at the direction of the compensation committee of the board of directors.
- The restricted stock units were granted under the Verano Holdings Corp. Stock and Incentive Plan on February 23, 2021. Each restricted stock unit reflects a contingent right to receive one Class B Proportionate Voting Share.
- The restricted stock units vest one-third on each 6-month anniversary of the date of grant.

/s/ Kevan Fisher, Attorney-in-Fact 08/21/2023

** 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 5 (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.