

**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 12, 2023

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, 4th Floor,
Chicago, Illinois**
(Address of Principal Executive Offices)

60654
(Zip Code)

(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:

Title of each class	Trading Symbol	Name of each exchange on which registered
N/A	N/A	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 12, 2023, Verano Holdings Corp. (the “Company”) issued a press release announcing the grand opening of Zen Leaf Norwich, the Company’s first Connecticut social equity joint venture dispensary, on Friday, July 14, 2023, bringing the Company’s total dispensary count to 3 in Connecticut and 132 nationwide. 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	Press Release Issued on July 12, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 12, 2023

By: /s/ Laura Kalesnik

Name: Laura Kalesnik

Title: Chief Legal Officer, General Counsel and Secretary



Verano Announces the Opening of Zen Leaf Norwich, the Company's First Social Equity Joint Venture Location in Connecticut and Third Cannabis Dispensary Statewide

- Situated in the eastern Connecticut city of 40,000 residents¹, Zen Leaf Norwich is the first of six planned social equity joint venture dispensaries Verano plans to open across the state
- Zen Leaf Norwich will welcome both medical patients and adult use customers, and joins Verano's existing Connecticut operations including Zen Leaf dispensaries in Meriden and Waterbury, and CTPharma, a state-of-the-art, 217,000 square foot cultivation and processing facility in Rocky Hill
- The dispensary is located at 606 W Main Street, a thoroughfare with an average daily traffic count of 17,100 vehicles²
- Verano's active operations span 13 states, comprised of 132 dispensaries and 14 cultivation and processing facilities with more than 1 million square feet of cultivation capacity

CHICAGO, July 12, 2023 – Verano Holdings Corp. (CSE: VRNO) (OTCQX: VRNOF) (“Verano” or the “Company”), a leading multi-state cannabis company, today announced the opening of Zen Leaf Norwich, the Company's first social equity joint venture location in Connecticut and third cannabis dispensary statewide, on Friday, July 14 at 9 a.m. local time. Zen Leaf Norwich, located at 606 W Main Street, is open Monday through Saturday from 9 a.m. to 9 p.m. and Sunday from 10 a.m. to 6 p.m.

In opening Zen Leaf Norwich, Verano received support for the Company's approved social equity plan by several local organizations, including Connecticut Foodshare, Global City Norwich, the Greater Norwich Area Chamber of Commerce, the Norwich Branch of the NAACP, the Norwich Community Development Corporation, and the City of Norwich.

“As our first social equity joint venture dispensary in Connecticut, opening Zen Leaf Norwich allows us to contribute to equitable growth within the cannabis industry as the program continues to expand across the state,” said George Archos, Verano Founder and Chief Executive Officer. “We are proud to play a role in helping right historical wrongs resulting from decades of cannabis prohibition, which has adversely impacted countless communities across Connecticut and the nation at large. I would like to thank the Department of Consumer Protection and the Social Equity Council, our team members, partners, customers, the Norwich community, and local social equity and advocacy organizations for their support as we launch this exciting new venture.”

Verano's expanding vertical operations in Connecticut encompass CTPharma, a state-of-the-art, 217,000 square foot cultivation and processing facility in Rocky Hill that produces a variety of Connecticut's most popular cannabis products, and Zen Leaf dispensaries in Meriden (hybrid), Norwich (hybrid) and Waterbury (presently medical-only). Including Zen Leaf Norwich, the Company plans to open a total of six social equity joint venture dispensaries across Connecticut with its social equity partners in the months ahead, subject to obtaining all customary approvals, which would raise Verano's total retail footprint to eight stores statewide.

¹ [U.S. Census](#)

² [CT Dept. of Transportation](#)

Connecticut adult use customers and medical patients can visit Verano.com for more information and may browse the Company's extensive portfolio of high-quality cannabis products and place orders online for in-store pickup via ZenLeafDispensaries.com. Members of the media can access downloadable images, corporate information and an archive of Company press releases via Investors.Verano.com.

About Verano

Verano Holdings Corp. (CSE: VRNO) (OTCQX: VRNOF), one of the U.S. cannabis industry's leading companies based on historical revenue, geographic scope and brand performance, is a vertically integrated, multi-state operator embracing a mission of saying Yes to plant progress and the bold exploration of cannabis. Verano offers a superior cannabis shopping experience in medical and adult use markets under the Zen Leaf™ and MÜV™ dispensary banners and produces a comprehensive suite of high-quality, regulated cannabis products sold under its diverse portfolio of trusted consumer brands including Verano™, MÜV™, Savvy™, BITS™, Encore™, and Avexia™. Verano's active operations span 13 U.S. states, comprised of 14 production facilities with over 1,000,000 square feet of cultivation capacity. Learn more at www.verano.com.

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Forward Looking Statements

This press release may contain "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", "projects", "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". 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 described in the Company's annual report on Form 10-K for the year ended December 31, 2022 filed with the U.S. Securities and Exchange Commission at www.sec.gov. The forward-looking statements contained in this press release are made as of the date of this press release, 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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