

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person <u>Summerer Brett Andrew</u> (Last) (First) (Middle) 415 NORTH DEARBORN STREET 4TH FLOOR (Street) CHICAGO IL 60654 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Verano Holdings Corp. [VRNOF]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 09/01/2022	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Subordinate Voting Shares	09/01/2022		M		7,388	A	(1)	9,790	D	
Class A Subordinate Voting Shares	09/02/2022		s ⁽³⁾		2,402	D	\$6.4782 ⁽²⁾	7,388	D	
Class A Subordinate Voting Shares	09/06/2022		s ⁽⁴⁾		2,220	D	\$6.4688 ⁽⁷⁾	5,168	D	

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						Amount or Number of Shares
Restricted Stock Units ⁽⁵⁾	\$0	09/01/2022		M			7,388	(6)	(6)	Class A Subordinate Voting Shares	7,388	\$0	3,694	D	

Explanation of Responses:

- This transaction represents the settlement of vested restricted stock units into Class A Subordinate Voting Shares.
- Represents a weighted average sale price for multiple sale transactions ranging from \$6.4913 to \$6.723 per share, as converted from Canadian dollars. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 26, 2022.
- Represents the number of shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the settlement of restricted stock units. This sale was required by the Issuer pursuant to the Issuer's Stock and Incentive Plan and does not represent a discretionary transaction.
- The restricted stock units were granted under the Verano Holdings Corp. Stock and Incentive Plan on February 16, 2022. Each restricted stock unit reflects a contingent right to receive one Class A Subordinate Voting Share.
- The restricted stock units vest 25% on each 3-month anniversary of December 1, 2021.
- As converted from Canadian dollars.

Jacob M. Phillips, Attorney-in-Fact 09/06/2022

** 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.