
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE 13D/A
(Under the Securities Exchange Act of 1934)
(Amendment No. 1)*

VERANO HOLDINGS CORP.
(Name of Issuer)

Class A subordinate voting shares
(Title of Class of Securities)

92338D101
(CUSIP Number)

George Archos
Chief Executive Officer
415 North Dearborn 4th Floor
Chicago, Illinois 60654
(312) 265-0730

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 28, 2023
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERSONS George Archos	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions) AF/OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 42,405,003 (1)
	8	SHARED VOTING POWER 15,205,752
	9	SOLE DISPOSITIVE POWER 42,405,003 (1)
	10	SHARED DISPOSITIVE POWER 15,205,752
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 57,610,755 (1)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> (see instructions)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 16.8% (1), (2)	
14	TYPE OF REPORTING PERSON (see instructions) HC, IN	

(1) Includes (i) 6,632 Class A subordinate voting shares of the Issuer (“Subordinate Voting Shares”) underlying stock options granted to Mr. Archos under the Verano Holdings Corp. Stock and Incentive Plan (the “Plan”) which are currently exercisable and (ii) 74,962 Subordinate Voting Shares underlying restricted stock units granted to Mr. Archos under the Plan which will vest within 60 days. Each stock option is exercisable for Class B proportionate voting shares of the Issuer (“Proportionate Voting Shares”) and each restricted stock unit reflects a contingent right to receive one Proportionate Voting Share; provided, that any awards granted under the Plan based on Proportionate Voting Shares may be settled in Subordinate Voting Shares based on a ratio of 100 Subordinate Voting Shares for each Proportionate Voting Share, which is the intention of the board of directors of the Issuer, and as such, the information with respect to the Plan is denominated solely in Subordinate Voting Shares applying such exchange ratio. Assuming the conversion to Subordinate Voting Shares, the exercise price of the stock options is \$22.59 (\$30.60 Canadian dollars) as of December 31, 2022.

(2) The percentage is calculated based on an aggregate of 342,411,858 Subordinate Voting Shares outstanding consisting of (i) 342,330,264 Subordinate Voting Shares outstanding as of April 27, 2023, as reported in the Issuer’s Proxy Statement on Schedule 14A filed on April 28, 2023, (ii) 6,632 Subordinate Voting Shares underlying exercisable stock options granted to Mr. Archos under the Plan and (iii) 74,962 Subordinate Voting Shares underlying restricted stock units granted to Mr. Archos under the Plan which will vest within 60 days of April 27, 2023.

1	NAME OF REPORTING PERSONS 3PLGK, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions) AF/OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Illinois	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER 0
		8 SHARED VOTING POWER 15,205,752
		9 SOLE DISPOSITIVE POWER 0
		10 SHARED DISPOSITIVE POWER 15,205,752
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 15,205,752	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> (see instructions)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.4% (1)	
14	TYPE OF REPORTING PERSON (see instructions) HC, CO	

(1) The percentage is calculated based on an aggregate of 342,330,264 Subordinate Voting Shares outstanding as of April 27, 2023, as reported in the Issuer's Proxy Statement on Schedule 14A filed on April 28, 2023.

1	NAME OF REPORTING PERSONS Archos Capital Group, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions) AF/OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Illinois	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 4,420,790
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 4,420,790
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,420,790	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> (see instructions)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.3% (1)	
14	TYPE OF REPORTING PERSON (see instructions) HC, CO	

(1) The percentage is calculated based on an aggregate of 342,330,264 Subordinate Voting Shares outstanding as of April 27, 2023, as reported in the Issuer's Proxy Statement on Schedule 14A filed on April 28, 2023.

1	NAME OF REPORTING PERSONS Copperstone Trust	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions) AF/OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Illinois	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 22,225,852
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 22,225,852
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 22,225,852	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> (see instructions)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.5% (1)	
14	TYPE OF REPORTING PERSON (see instructions) HC, OO	

(1) The percentage is calculated based on an aggregate of 342,330,264 Subordinate Voting Shares outstanding as of April 27, 2023, as reported in the Issuer's Proxy Statement on Schedule 14A filed on April 28, 2023.

1	NAME OF REPORTING PERSONS GP Management Group, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions) AF/OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Illinois	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 10,154,606
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 10,154,606
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,154,606	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> (see instructions)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.0% (1)	
14	TYPE OF REPORTING PERSON (see instructions) HC, CO	

(1) The percentage is calculated based on an aggregate of 342,330,264 Subordinate Voting Shares outstanding as of April 27, 2023, as reported in the Issuer's Proxy Statement on Schedule 14A filed on April 28, 2023.

1	NAME OF REPORTING PERSONS The George P. Archos Irrevocable Trust	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions) AF/OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Illinois	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 4,899,180
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 4,899,180
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,899,180	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> (see instructions)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.4% (1)	
14	TYPE OF REPORTING PERSON (see instructions) HC, OO	

(1) The percentage is calculated based on an aggregate of 342,330,264 Subordinate Voting Shares outstanding as of April 27, 2023, as reported in the Issuer's Proxy Statement on Schedule 14A filed on April 28, 2023.

SCHEDULE 13D/A

This Schedule 13D/A (this “Schedule 13D/A”) is being filed on behalf of (i) George Archos, (ii) 3PLGK, LLC, an Illinois limited liability company (“3PLGK”), (iii) Archos Capital Group, LLC, an Illinois limited liability company (“Archos Capital”), (iv) Copperstone Trust, an Illinois trust, (v) GP Management Group, LLC, an Illinois limited liability company (“GP Management”) and (vi) The George P. Archos Irrevocable Trust, an Illinois trust (the “Trust”).

This Schedule 13D/A amends and restates the Schedule 13D filed by Mr. Archos, 3PLGK, Archos Capital, Copperstone Trust, GP Management and the Trust on July 6, 2022.

George Archos is the majority member of 3PLGK, the member of Archos Capital, the settlor and trustee of Copperstone Trust, the manager of GP Management and the grantor of the Trust.

Item 1. Security and Issuer.

This statement on Schedule 13D/A relates to Class A subordinate voting shares of Verano Holdings Corp. (the “Issuer”). The principal executive offices of the Issuer are located at 415 North Dearborn, 4th Floor, Chicago Illinois 60654.

Item 2. Identity and Background.

(a) This Schedule 13D/A is filed by and on behalf of each of the following persons (collectively, the “Reporting Persons”): (i) George Archos, (ii) 3PLGK, (iii) Archos Capital, (iv) Copperstone Trust, (v) GP Management and (vi) the Trust.

Each of the Reporting Persons may be deemed to be a member of a group with respect to the Issuer or securities of the Issuer for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended (the “Act”). Each of the Reporting Persons declares that neither the filing of this Schedule 13D/A nor anything herein shall be construed as evidence that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, (i) acting (or has agreed or is agreeing to act together with any other person) as a partnership, limited partnership, syndicate or other group for the purpose of acquiring, holding or disposing of securities of the Issuer or otherwise with respect to the Issuer or any securities of the Issuer or (ii) a member of any group with respect to the Issuer or any securities of the Issuer.

(b) The address of the principal business office of George Archos is 415 North Dearborn Street, 4th Floor, Chicago, Illinois 60654. The address of the principal business office of each of 3PLGK, Archos Capital, Copperstone Trust and GP Management is c/o George Archos, 415 North Dearborn Street, 4th Floor, Chicago, Illinois 60654. The address of the principal business office of the Trust is c/o Pappas Accounting, 17 W 729 A Roosevelt Road Oakbrook Terrace, Illinois 60181.

(c) The principal business of 3PLGK, an Illinois limited liability company, is the making and holding of investments. The principal business of Archos Capital, an Illinois limited liability company, is the making and holding of investments. The principal business of Copperstone Trust, an Illinois trust, is the holding and management of trust assets. The principal business of GP Management, an Illinois limited liability company, is the making and holding of investments. The principal business of the Trust, an Illinois trust, is the holding and management of trust assets.

(d) During the last five years, none of the Reporting Persons, nor, to the knowledge of the Reporting Persons, any of the persons controlling the Reporting Persons, or the directors or executive officers of any Reporting Person, has been convicted in a criminal proceeding in either case of the type specified in Items 2(d) or (e) of Schedule 13D.

(e) During the last five years, none of the Reporting Persons, nor, to the knowledge of the Reporting Persons, any of the persons controlling the Reporting Persons, or the directors or executive officers of any Reporting Person, was not a party to a civil proceeding in either case of the type specified in Items 2(d) or (e) of Schedule 13D.

(f) Mr. Archos is a United States citizen. 3PLGK, Archos Capital, Copperstone Trust, GP Management and the Trust are Illinois entities.

Item 3. Source and Amount of Funds.

Effective upon the effectiveness of the Issuer's registration statement on Form 10 on June 25, 2022, the Reporting Persons, as pre-existing shareholders of the Issuer, beneficially owned an aggregate of 57,575,601 Subordinate Voting Shares. Mr. Archos is the current Chairman and Chief Executive Officer of the Issuer and has received grants of equity awards under the Plan in connection with his employment with the Issuer which have been settled in Subordinate Voting Shares upon vesting.

The responses to Item 5(c) of this Schedule 13D/A are incorporated by reference into this Item 3.

Item 4. Purpose of Transaction.

The information set forth in Item 3 is incorporated by reference into this Item 4.

The Reporting Persons have no plans or proposals which relate to, or could result in, any of the matters referred to in paragraphs (a) through (j), inclusive, of the instructions to Item 4 of Schedule 13D. The Reporting Persons may, at any time and from time to time, review or reconsider their position, change their purpose or formulate plans or proposals with respect thereto.

Item 5. Interest in Securities of the Issuer.

(a) As of April 27, 2023, (i) Mr. Archos may be deemed to beneficially own 57,610,755 shares of Subordinate Voting Shares, which represents approximately 16.8% of the outstanding Subordinate Voting Shares (including Subordinate Voting Shares underlying equity awards exercisable or vesting within 60 days of April 27, 2023), (ii) 3PLGK may be deemed to beneficially own 15,205,752 shares of Subordinate Voting Shares, which represents approximately 4.4% of the outstanding Subordinate Voting Shares, (iii) Archos Capital may be deemed to beneficially own 4,420,790 shares of Subordinate Voting Shares, which represents approximately 1.3% of the outstanding Subordinate Voting Shares, (iv) Copperstone Trust may be deemed to beneficially own 22,225,852 shares of Subordinate Voting Shares, which represents approximately 6.5% of the outstanding Subordinate Voting Shares, (v) GP Management may be deemed to beneficially own 10,154,606 shares of Subordinate Voting Shares, which represents approximately 3.0% of the outstanding Subordinate Voting Shares and (vi) the Trust may be deemed to beneficially own 4,899,180 shares of Subordinate Voting Shares, which represents approximately 1.4% of the outstanding Subordinate Voting Shares.

(b) The following table sets forth the Reporting Persons' sole and shared voting power of Subordinate Voting Shares as of April 27, 2023.

<u>Name of Reporting Person</u>	<u>Sole Voting Power</u>	<u>Shared Voting Power</u>	<u>Sole Dispositive Power</u>	<u>Shared Dispositive Power</u>
George Archos	42,405,003	15,205,752	42,405,003	15,205,752
3PLGK, LLC	0	15,205,752	0	15,205,752
Archos Capital Group, LLC	4,420,790	0	4,420,790	0
Copperstone Trust	22,225,852	0	22,225,852	0
GP Management Group, LLC	10,154,606	0	10,154,606	0
The George P. Archos Irrevocable Trust	4,899,180	0	4,899,180	0

(c) Mr. Archos is the co-founder of Verano Holdings, LLC, a predecessor of the Issuer's business operations. On February 11, 2021, following a series of transactions, the Issuer became a British Columbia public reporting company and Verano Holdings, LLC and its subsidiaries became subsidiaries of the Issuer. In connection with such transaction, the membership interests in Verano Holdings, LLC held by each of the Reporting Persons were exchanged for Subordinate Voting Shares. Mr. Archos is the current Chairman and Chief Executive Officer of the Issuer and has received grants of equity awards under the Plan in connection with his employment with the Issuer which have settled in, or are exercisable for, Subordinate Voting Shares following vesting.

On March 7, 2023, Mr. Archos received 17,600 Subordinate Voting Shares upon the settlement of vested restricted stock units, and in connection with tax obligations arising therefrom, on March 9, 2023, Mr. Archos sold 5,049 Subordinate Voting Shares pursuant to a Rule 10b5-1 trading plan adopted by Mr. Archos on December 1, 2022. No other transactions in Subordinate Voting Shares by any Reporting Persons have occurred in the last 60 days.

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Subordinate Voting Shares.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The responses to Item 4 of this Schedule 13D/A are incorporated by reference into this Item 6.

George Archos, Copperstone Trust, Archos Capital and GP Management, as co-borrowers, entered into a loan and security agreement with Chicago Atlantic Admin, LLC, as administrative agent, and Chicago Atlantic Credit Company, LLC and Chicago Atlantic Credit Opportunities, LLC, as lenders (the "Loan Agreement"). Pursuant to the Loan Agreement, the co-borrowers received an aggregate loan of which \$13,500,000 is outstanding as of April 27, 2023. As collateral for the loan, the lenders have a blanket lien on all assets granted by the co-borrowers, but the lenders have perfected only on the Subordinate Voting Shares held by the co-borrowers.

Other than as described herein, there are no contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

Item 7. Materials to be Filed as Exhibits.

99.1 [Joint Filing Agreement, dated May 1, 2023, by and among George Archos, 3PLGK, LLC, Archos Capital Group, LLC, Copperstone Trust, GP Management Group, LLC and The George P. Archos Irrevocable Trust](#)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 1, 2023

/s/ George Archos

George Archos

3PLGK, LLC

By: /s/ George Archos

Name: George Archos

Title: Member

ARCHOS CAPITAL GROUP, LLC

By: /s/ George Archos

Name: George Archos

Title: Member

COPPERSTONE TRUST

By: /s/ George Archos

Name: George Archos

Title: Trustee

GP MANAGEMENT GROUP, LLC

By: /s/ George Archos

Name: George Archos

Title: Manager

THE GEORGE P. ARCHOS IRREVOCABLE TRUST

By: /s/ George Archos

Name: George Archos

Title: Authorized Signatory

EXHIBIT INDEX

Exhibit No.	Exhibit Description
99.1	<u>Joint Filing Agreement, dated May 1, 2023 by and among George Archos, 3PLGK, LLC, Archos Capital Group, LLC, Copperstone Trust, GP Management Group, LLC and The George P. Archos Irrevocable Trust.</u>

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13D/A (including any and all amendments thereto) with respect to the Class A subordinate voting shares of Verano Holdings Corp., and further agree that this Joint Filing Agreement shall be included as an Exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for the timely filing of such statement on Schedule 13D/A and any amendments thereto, and for the accuracy and completeness of the information concerning such party contained therein; provided, however, that no party is responsible for the accuracy or completeness of the information concerning any other party, unless such party knows or has reason to believe that such information is inaccurate.

This Joint Filing Agreement may be signed in counterparts with the same effect as if the signature on each counterpart were upon the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of May 1, 2023.

/s/ George Archos

George Archos
3PLGK, LLC

By: */s/ George Archos*

Name: George Archos
Title: Member

ARCHOS CAPITAL GROUP, LLC

By: */s/ George Archos*

Name: George Archos
Title: Member

COPPERSTONE TRUST

By: */s/ George Archos*

Name: George Archos
Title: Trustee

GP MANAGEMENT GROUP, LLC

By: */s/ George Archos*

Name: George Archos
Title: Manager

THE GEORGE P. ARCHOS IRREVOCABLE TRUST

By: */s/ George Archos*

Name: George Archos
Title: Authorized Signatory
