

**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): June 6, 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, 4<sup>th</sup> 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:

<b>Title of each class</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered</b>
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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(b) and (c)

On June 6, 2023, Verano Holdings Corp., a British Columbia corporation (the “Company”), implemented the following officer changes within its veteran Executive Leadership Team.

President of the Southern Region

John Tipton resigned from his officer position as President of the Company and immediately thereafter Mr. Tipton was appointed to the new office of President of the Southern Region of the Company. In this position Mr. Tipton’s duties include overseeing the Company’s operations in the key Florida market. Mr. Tipton served as President since February 21, 2021, when the Company resulted from a reverse takeover transaction as a British Columbia public reporting company with its stock trading on the Canadian Securities Exchange (the “Go Public Transactions”).

President

Darren Weiss, age 39, resigned from his officer positions as Chief Operating Officer, Chief Legal Officer, General Counsel and Secretary of the Company, and immediately thereafter Mr. Weiss was appointed as President of the Company. Mr. Weiss served as Chief Legal Officer and General Counsel of the Company since February 2021 upon the consummation of the Go Public Transactions, as Chief Operating Officer since October 2021 and as Secretary since January 1, 2022. Mr. Weiss joined Verano Holdings, LLC (“Verano LLC”) in September 2017 and served as Verano LLC’s General Counsel until February 2021 when Verano LLC became a subsidiary of the Company in the Go Public Transactions. From March 2015 to September 2017, Mr. Weiss was a Principal at the law firm Offit Kurman, P.A., and was based in the firm’s Baltimore, Maryland office, where he led the firm’s cannabis practice, which he co-founded. Mr. Weiss currently sits on the Executive Committee and Board of the Maryland Wholesale Medical Cannabis Trade Association. Mr. Weiss received his bachelor’s degree *magna cum laude* from Washington University in St. Louis and his Juris Doctorate *cum laude* from George Mason University School of Law.

Chief Operating Officer

Trip McDermott, age 35, was appointed Chief Operating Officer of the Company. Mr. McDermott has served as Executive Vice President, Operations for the Company since November 28, 2021. In this pivotal role, Mr. McDermott has worked across all functions of the Company to drive excellence in standard operating procedures across the Company’s flagship Zen Leaf and MÜV dispensaries and third-party retail partners. Prior to joining the Company, Mr. McDermott spent nearly seven years as Vice President of Corporate Development & Strategy at BellRock Brands, a Denver-based cannabis company, where Mr. McDermott played an integral role in expanding the company from one to eight markets, completing a merger with Mary’s Medicinals, executing and managing multiple third-party licensing transactions and the company listing on the Canadian Securities Exchange. Mr. McDermott received a BSBA in finance and entrepreneurship from Boston University.

Other Officer Changes

David Spreckman was promoted from Executive Vice President of Marketing to Chief Marketing Officer of the Company. Laura Kalesnik was promoted from Executive Vice President, Deputy General Counsel to Chief Legal Officer, General Counsel and Secretary of the Company.

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**Item 8.01 Other Events.**

On June 6, 2023, the Company issued a press release announcing the officer changes described in item 5.02 above. 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 June 6, 2023</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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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: June 6, 2023

*/s/ Darren Weiss*

Name: Darren Weiss

Title: President

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**Verano Announces Key Leadership Promotions to Executive Team, Highlighting  
Execution of Strategic Succession Plan**

CHICAGO, June 6, 2023 – Verano Holdings Corp. (CSE: VRNO) (OTCQX: VRNOF) (“Verano” or the “Company”), a leading multi-state cannabis company, today announced the promotion of key leaders, expanding the Company’s executive leadership team under Founder and Chief Executive Officer, George Archos.

Darren Weiss, currently Chief Operating Officer, Chief Legal Officer and General Counsel of Verano, has been elevated to the role of President. Darren has served as COO with the Company since February 2021 and as General Counsel since 2017. John Tipton will transition to the role of President of the Southern Region, supporting the Company’s continued expansion across Florida and new markets in the Southeastern U.S.

With Darren’s transition to President, Trip McDermott, Executive Vice President of Operations, has been promoted to Chief Operating Officer. With over eight years of experience leading operations in the cannabis industry, Trip has partnered with Company leadership across all functions to drive excellence in standard operating procedures and deliver high-quality products across the Company’s portfolio.

Verano’s current Deputy General Counsel, Laura Kalesnik, has been elevated to the role of Chief Legal Officer and General Counsel, expanding on her current responsibilities overseeing mergers and acquisitions, securities and corporate governance. Laura joined Verano in 2021 and brings over 30 years of legal experience to the Company.

Additionally, David Spreckman has been promoted to Chief Marketing Officer from his position as Executive Vice President of Marketing. In his enhanced role, David will continue to steer brand development and commercial activity across the organization and its operational footprint.

“Since our inception, I’ve been steadfast in my philosophy to develop internal talent to grow into the next generation of leaders at Verano,” said George Archos, Verano Founder and Chief Executive Officer. “Following these promotions, I believe we have one of the strongest and most experienced management teams in the industry which will serve to strengthen Verano’s ability to navigate the rapid evolution of the cannabis sector. I am incredibly proud of our team and look forward to continue working with them to drive our business forward.”

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## 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 high-quality, innovative cannabis products sold under its trusted portfolio of consumer brands, including Verano™, MÜV™, Savvy™, BITS™, Encore™, and Avexia™. 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

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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](http://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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