

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>Archos George Peter</u> <hr/> (Last) (First) (Middle) 224 WEST HILL STREET SUITE 400 <hr/> (Street) CHICAGO IL 60610 <hr/> (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>12/28/2023</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		
			4. If Amendment, Date of Original Filed (Month/Day/Year)			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Subordinate Voting Shares	12/28/2023		j ⁽¹⁾		20,408,164	D	(²)	1,817,688	I	By Copperstone Trust
Class A Subordinate Voting Shares	12/28/2023		j ⁽¹⁾		204,082 ⁽³⁾	A	(²)	204,082 ⁽³⁾	I	By E&P Archos Holdings, LLC
Class A Subordinate Voting Shares	12/28/2023		j ⁽¹⁾		204,082 ⁽³⁾	A	(²)	204,082 ⁽³⁾	I	By E&P Archos Holdings II, LLC
Class A Subordinate Voting Shares								14,279,299	D	
Class A Subordinate Voting Shares								4,420,790	I	By Archos Capital Group, LLC
Class A Subordinate Voting Shares								10,154,606	I	By GP Management Group, LLC

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					

Explanation of Responses:

- On December 28, 2023, for estate planning and family investment purposes, Copperstone Trust ("Copperstone") transferred 10,204,082 Class A Subordinate Voting Shares of the Issuer (the "Shares") to E&P Archos Holdings, LLC and 10,204,082 Shares to E&P Archos Holdings II, LLC (together, the "LLCs").
- As a result of the transfers, the Reporting Person received a 2% membership interest in each of the LLCs and a note secured by security interests in membership interests of the LLCs.
- Due to the Reporting Person's 2% membership interest in the LLCs, the Reporting Person may be deemed to beneficially own the number of Shares detailed in Table I. This filing shall not be deemed an admission that such Reporting Person is, for purposes of section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of the equity securities reported in Table I owned by the LLCs. Mr. Archos expressly disclaims his beneficial ownership of the Shares reported in Table I owned by the LLCs.

/s/ Kevan Fisher, Attorney-in-Fact 12/29/2023

** 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 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.