

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Spreckman David</u>			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) <u>EVP, Marketing</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/23/2022</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>415 N DEARBORN STREET</u> <u>4TH FLOOR</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	(City)	(State)	(Zip)					
<u>CHICAGO IL 60654</u>								

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			
<u>Class A Subordinate Voting Shares</u>	<u>08/23/2022</u>		<u>M</u>		<u>2,108</u>	<u>A</u>	<u>(1)</u>	<u>3,624</u>	<u>D</u>	

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					
<u>Restricted Stock Units⁽²⁾</u>	<u>\$0</u>	<u>08/23/2022</u>		<u>M</u>		<u>6.5</u>		<u>(5)</u>	<u>(5)</u>	<u>Class A Subordinate Voting Shares⁽³⁾</u>	<u>\$0</u>	<u>13</u>	<u>D</u>	
<u>Restricted Stock Units⁽²⁾</u>	<u>\$0</u>	<u>08/23/2022</u>		<u>M</u>		<u>8.33</u>		<u>(4)</u>	<u>(4)</u>	<u>Class A Subordinate Voting Shares⁽³⁾</u>	<u>\$0</u>	<u>0</u>	<u>D</u>	
<u>Restricted Stock Units⁽⁶⁾</u>	<u>\$0</u>	<u>08/23/2022</u>		<u>M</u>		<u>6.25</u>		<u>(5)</u>	<u>(5)</u>	<u>Class A Subordinate Voting Shares⁽³⁾</u>	<u>\$0</u>	<u>12.5</u>	<u>D</u>	

Explanation of Responses:

- This transaction represents the settlement of vested restricted stock units into Class A Subordinate Voting Shares.
- The restricted stock units were granted under the Verano Holdings Corp. Stock and Incentive Plan on February 18, 2021. Each restricted stock unit reflects a contingent right to receive one Class B Proportionate Voting Share.
- Class A Subordinate Voting Shares may be issued in lieu of Class B Proportionate Voting Shares, on an as-converted basis of 100: 1, at the discretion of the compensation committee of the board of directors.
- The restricted stock units vest 1/3rd on each 6-month anniversary of the date of grant.
- The restricted stock units vest 25% on each of the 12-, 18-, 24- and 30-month anniversaries of the date of grant.
- The restricted stock units were granted under the Verano Holdings Corp. Stock and Incentive Plan on February 23, 2021. Each restricted stock unit reflects a contingent right to receive one Class B Proportionate Voting Share.

Jacob M. Phillips, Attorney-in-Fact for David Spreckman 08/25/2022

** 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.