

**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

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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Tipton John Allen</u>  (Last) (First) (Middle) 224 WEST HILL STREET, SUITE 400  (Street) CHICAGO IL 60610  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Verano Holdings Corp. [ VRNO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/16/2026	
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Common Stock, par value \$0.001	03/16/2026		M <sup>(1)</sup>		168,971	A	\$0	3,468,495 <sup>(2)</sup>	D		
Common Stock, par value \$0.001	03/16/2026		F <sup>(3)</sup>		51,936	D	\$1.18	3,416,559	D		
Common Stock, par value \$0.001	03/16/2026		A <sup>(4)</sup>		909,090	A	\$0	4,325,649	D		
Common Stock, par value \$0.001								461,758	I	By spouse <sup>(5)</sup>	

**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					
Restricted Stock Units <sup>(1)</sup>	\$0	03/16/2026		M <sup>(1)</sup>			168,971	(1)	(1)	Common Stock, par value \$0.001	\$0	0	D	

**Explanation of Responses:**

- This transaction represents the settlement of vested restricted stock units into Common Stock, par value, \$0.001 ("Common Stock"). The restricted stock units vested, on an accelerated basis, on March 16, 2026 following the approval of the Verano Holding Corp.'s (the "Company") Board of Directors in recognition of Mr. Tipton's contributions to the Company upon his retirement as an officer of the Company on March 16, 2026.
- The total number of shares reported on this Form 4 have been corrected to reduce the number of shares of Common Stock Mr. Tipton beneficially owns by 220,157 shares, which were previously misreported due to an inadvertent error.
- Represents the number of shares of Common Stock that have been withheld by the Company to satisfy its income tax withholding and remittance obligations in connection with the net settlement of the restricted stock units and does not represent a sale.
- Represents restricted stock units granted to Mr. Tipton as inducement to enter into and in consideration of future services to be performed under a Consulting Agreement entered into by the Company and Mr. Tipton following the end of his employment as an officer of the Company on March 16, 2026. The restricted stock units were granted on March 16, 2026 and fully vested at the time of the grant.
- Represents (i) 351,914 shares held in a trust controlled by Mr. Tipton's spouse and (ii) 109,844 shares held by Mr. Tipton's spouse.

/s/ Kevan Fisher, Attorney-in-Fact 03/18/2026

\*\* 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.