

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 3)*

Verano Holdings Corp.

(Name of Issuer)

Class A Subordinate Voting Shares, no par value

(Title of Class of Securities)

(CUSIP Number)

06/30/2026

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☒ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

SCHEDULE 13G

CUSIP No.

Names of Reporting Persons

1

EMINENCE CAPITAL, LP

Check the appropriate box if a member of a Group (see instructions)

2

☐ (a)

☒ (b)

3

Sec Use Only

Citizenship or Place of Organization

4

DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power
	0.00	
		Shared Voting Power
	6	
	0.00	
		Sole Dispositive Power
	7	
	0.00	
		Shared Dispositive Power
	8	
	0.00	
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	0.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	
	☐	
11	Percent of class represented by amount in row (9)	
	0 %	
12	Type of Reporting Person (See Instructions)	
	IA, PN	

SCHEDULE 13G

CUSIP No.

1	Names of Reporting Persons	
	Ricky C. Sandler	
	Check the appropriate box if a member of a Group (see instructions)	
2	☐ (a)	
	☒ (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization	
	UNITED STATES	
		Sole Voting Power
	5	
	0.00	
Number of Shares Beneficially Owned by Each Reporting Person With:		Shared Voting Power
	6	
	0.00	
		Sole Dispositive Power
	7	
	0.00	
		Shared Dispositive Power
	8	
	0.00	
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	0.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	
	☐	

11 Percent of class represented by amount in row (9)

0 %

Type of Reporting Person (See Instructions)

12 HC, IN

SCHEDULE 13G

Item 1.

Name of issuer:

(a) Verano Holdings Corp.

Address of issuer's principal executive offices:

(b) 224 W Hill Street, Suite 400, Chicago, Illinois 60610

Item 2.

Name of person filing:

This statement is filed by Eminence Capital, LP, a Delaware limited partnership ("Eminence Capital") and Ricky C. Sandler, a U.S. Citizen ("Mr. Sandler," and together with Eminence Capital, the "Reporting Persons"). Eminence Capital serves as the management company or investment adviser to, and may be deemed to have shared voting and dispositive power over the Class A Subordinate Voting Shares, no par value (the "Class A Shares") of Verano Holdings Corp., a British Columbia, Canada corporation (the "Company") held by various investment funds (the "Eminence Funds") and a separately managed account (the "Eminence SMA," and together with the Eminence Funds, the "Eminence Funds and SMA") under its management and control. The general partner of Eminence Capital is Eminence Capital GP, LLC, the sole managing member of which is Mr. Sandler. Mr. Sandler is the Chief Executive Officer of Eminence Capital and may be deemed to have shared voting and dispositive power with respect to the Class A Shares held by the Eminence Funds and SMA. The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13G of the Securities Exchange Act of 1934, the beneficial owner of the securities reported herein.

(a) Address or principal business office or, if none, residence:

(b) The address of the principal business and principal office of Eminence Capital is 399 Park Avenue, 25th Floor, New York, NY 10022. The business address of Mr. Sandler is 399 Park Avenue, 25th Floor, New York, NY 10022.

Citizenship:

(c) Eminence Capital is a limited partnership organized under the laws of the State of Delaware. Mr. Sandler is a United States citizen.

Title of class of securities:

(d) Class A Subordinate Voting Shares, no par value

(e) CUSIP No.:

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☒ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) ☒ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k) ☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

- Item 4. Ownership
Amount beneficially owned:
- (a) The information required by Item 4(a) is set forth in Row 9 of the cover page for each of the Reporting Persons and is incorporated herein by reference.
Percent of class:
- (b) 0% %
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote:
- The information required by Item 4(c)(i) is set forth in Row 5 of the cover page for each of the Reporting Persons and is incorporated herein by reference.
- (ii) Shared power to vote or to direct the vote:
- The information required by Item 4(c)(ii) is set forth in Row 6 of the cover page for each of the Reporting Persons and is incorporated herein by reference.
- (iii) Sole power to dispose or to direct the disposition of:
- The information required by Item 4(c)(iii) is set forth in Row 7 of the cover page for each of the Reporting Persons and is incorporated herein by reference.
- (iv) Shared power to dispose or to direct the disposition of:
- The information required by Item 4(c)(iv) is set forth in Row 8 of the cover page for each of the Reporting Persons and is incorporated herein by reference.

Item 5. Ownership of 5 Percent or Less of a Class.

☒ Ownership of 5 percent or less of a class

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

No person other than the Reporting Persons and the Eminence Funds and SMA 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 Class A Shares held by the Eminence Funds and SMA.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

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

Signature: /s/ Ricky C. Sandler
Name/Title: Ricky C. Sandler, Chief Executive Officer
Date: 07/02/2026

Ricky C. Sandler

Signature: /s/ Ricky C. Sandler
Name/Title: Ricky C. Sandler, Individually
Date: 07/02/2026