

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 12b-25

NOTIFICATION OF LATE FILING

SEC File Number: 000-56342
CUSIP Number: 0001848416

(Check one):

- Form 10-K Form 20-F Form 11-K Form 10-Q Form 10-D
 Form N-CEN Form N-CSR

For Period

Ended: June 30, 2022

- Transition Report on Form 10-K
 Transition Report on Form 20-F
 Transition Report on Form 11-K
 Transition Report on Form 10-Q

For the Transition Period

Ended: _____

Read Instructions (on back page) Before Preparing Form. Please Print or Type.

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates: Not Applicable

PART I - REGISTRANT INFORMATION

VERANO HOLDINGS CORP.

Full Name of Registrant

N/A

Former Name if Applicable

415 N Dearborn St., Suite 400

Address of Principal Executive Office (*Street and Number*)

Chicago, IL 60654

City, State and Zip Code

PART II - RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-CEN or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III - NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-CEN, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Verano Holdings Corp. (the "Company") will not, without unreasonable effort and expense, be able to file its Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2022 (the "Form 10-Q") within the prescribed time period due to delays in completion of the financial statements contained therein. The delay in the issuance of the Form 10-Q is primarily attributable to the pending restatements (the "Restatements") of the Company's consolidated financial statements for the year ended December 31, 2021 and the quarters ended March 31, 2021, June 30, 2021, September 30, 2021 and March 31, 2022, as previously disclosed in the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission (the "SEC") on July 27, 2022, which Restatements have taken considerable time and dedication of resources. The Form 10-Q cannot be finalized until the Restatements are completed. The Company is working diligently and expects to be able to complete the Restatements and file the Form 10-Q within the five day extension period, consistent with Rule 0-3 of the Securities Exchange Act of 1934.

PART IV - OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Brett Summerer

(Name)

312

(Area Code)

265-0730

(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

N/A

Yes No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Although the pending Restatements are not yet finalized, on August 16, 2022, the Company issued and broadly disseminated an earnings release for the second quarter ended June 30, 2022 that included preliminary financial results for such second quarter that are to be included in the Form 10-Q. The earnings release included a comparison of such preliminary results to the corresponding period for the last fiscal year. Such earnings release was included in a Current Report on Form 8-K filed by the Company with the SEC on such date.

Disclosure Regarding Forward-Looking Statements

This Notification of Late Filing on Form 12b-25 contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Words such as “expect,” “will,” “anticipates,” “estimates” and variations of such words and similar future or conditional expressions are intended to identify forward-looking statements. These forward-looking statements include, but are not limited to, statements regarding our expectations regarding the timing of the completion of the Company’s financial statements and the filing of the Form 10-Q, which reflect the Company’s expectations based upon currently available information and data. Because such statements are based on the Company’s current expectations and are not statements of fact, actual results may differ materially from those projected or estimated and you are cautioned not to place undue reliance on these forward-looking statements. These forward-looking statements are not guarantees of future performance, conditions or results, and involve a number of known and unknown risks, uncertainties, assumptions and other important factors, many of which are outside the Company’s control, that could cause actual results or outcomes to differ materially from those discussed in the forward-looking statements. The Company disclaims and does not undertake any obligation to update or revise any forward-looking statement in this report, except as required by applicable law or regulation.

VERANO HOLDINGS CORP.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date August 16, 2022

By /s/ Brett Summerer

Name: Brett Summerer

Title: Chief Financial Officer