

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 5, 2026

VERANO HOLDINGS CORP.
(Exact Name of Registrant as Specified in its Charter)

Nevada	000-56342	98-1583243
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

**224 W Hill Street, Suite 400,
Chicago, Illinois 60610**
(Address of Principal Executive Offices) (Zip Code)

(312) 265-0730
(Registrant's Telephone Number, Including Area Code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
N/A	N/A	N/A

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 2.02 Results of Operations and Financial Condition

On August 5, 2026, Verano Holdings Corp. (the “Company”) issued a press release (the “Earnings Press Release”) announcing its financial results for the quarter ended June 30, 2026. A copy of the Earnings Press Release is furnished as Exhibit 99.1 to this Form 8-K.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 2.02, including Exhibit 99.1, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

- | | |
|------|---|
| 99.1 | Earnings Press Release, dated August 5, 2026 |
| 104 | Cover Page Interactive Data File (embedded within the inline XBRL document) |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

Dated: August 5, 2026

By:	<u>/s/ Richard Tarapchak</u>
Name:	Richard Tarapchak
Title:	Chief Financial Officer and Treasurer (Principal Financial Officer)



Verano Announces Strong Second Quarter 2026 Financial Results Highlighted by \$218 Million in Revenue

Company delivers third consecutive quarter of revenue gains and improved cash flow from operations driven by organic growth

CHICAGO, August 5, 2026 (GLOBE NEWSWIRE) – Verano Holdings Corp. (Cboe CA: VRNO) (OTCQX: VRNO) (“Verano” or the “Company”), a leading multi-state cannabis company, today announced its financial results for the second quarter ended June 30, 2026, which were prepared in accordance with U.S. Generally Accepted Accounting Principles (“U.S. GAAP”).

Second Quarter 2026 Financial Highlights

(\$ in thousands)	For the Three Months Ended,		
	June 30, 2026	March 31, 2026	June 30, 2025
Revenues, net of Discounts	217,918	208,178	202,272
Gross Profit	99,699	98,976	112,984
Income from Operations	3,143	13,099	26,211
Net Loss Attributable to Verano Holdings Corp. & Subsidiaries	(13,411)	(17,823)	(19,150)
Adjusted EBITDA ¹	51,231	49,004	66,153

Second Quarter 2026 Financial Highlights

- Revenues, net of discounts, of \$218 million, an increase of 5% versus the prior quarter, and an increase of 8% year-over-year.
- Gross profit of \$100 million or 46% of revenue.
- SG&A expenses of \$92 million or 42% of revenue.
- Net Loss of \$(13) million or (6)% of revenue.
- Adjusted EBITDA¹ of \$51 million or 24% of revenue.
- Net cash provided by operating activities of \$31 million.
- Capital expenditures of \$12 million.

Management Commentary

“We are thrilled to report strong second quarter results highlighted by organic growth, improved operational cash flow, and our third consecutive quarter of revenue gains that also outperformed the prior year period,” said George Archos, Verano founder, chairman and Chief Executive Officer. “During the quarter, we also executed key strategic pillars to deepen our engagement in the U.S. capital markets and U.S. exchange opportunities, including repurchasing \$2 million of Company stock and completing a 1-for-5 reverse stock split, while leveraging the ongoing strength of our retail operations and product portfolio.”

“As we continue fortifying the balance sheet, with additional retail expansion and new product innovation planned for the remainder of the year, we are in a strong position to accelerate further business momentum in what may be a pivotal year for Verano and the industry at large.”

Second Quarter 2026 Financial Overview

Revenues, net of discounts, for the second quarter 2026 were \$218 million, up from \$208 million for the first quarter 2026, and up from \$202 million for the second quarter 2025.

Gross profit for the second quarter 2026 was \$100 million or 46% of revenue, up from \$99 million or 48% of revenue for the first quarter 2026, and down from \$113 million or 56% of revenue for the second quarter 2025.

SG&A expenses for the second quarter 2026 were \$92 million or 42% of revenue, up from \$86 million or 41% of revenue for the first quarter 2026, and up from \$86 million or 43% of revenue for the second quarter 2025.

Net loss for the second quarter 2026 was \$(13) million or (6)% of revenue, versus \$(19) million or (9)% of revenue in the second quarter 2025.

Adjusted EBITDA¹ for the second quarter 2026 was \$51 million or 24% of revenue.

Net cash provided by operating activities for the second quarter 2026 was \$31 million, up from \$11 million for the second quarter 2025.

Capital expenditures for the second quarter 2026 were \$12 million, up from \$10 million for the second quarter 2025, and down from \$15 million in the first quarter 2026.

2026 Guidance

- The Company tightens its 2026 capital expenditures guidance range to \$40 million to \$50 million.

Second Quarter 2026 Operational Highlights

- Expanded Florida retail footprint with the opening of MÜV Miramar Beach, the Company's 85th Florida dispensary and 162nd location nationwide.
- Celebrated historic announcement confirming medical cannabis rescheduling from schedule I to schedule III.
- Announced a \$20 million stock repurchase authorization.
- Submitted applications with the U.S. Drug Enforcement Agency to register certain state-licensed medical cannabis operations.
- Announced and completed a 1-for-5 reverse-stock-split to advance the Company's path towards a prospective U.S. stock exchange listing.

Subsequent Operational Highlights

- Celebrated Virginia's historic passage and forthcoming launch of the South's first retail adult use cannabis market, with sales to commence July 1, 2027.
- Opened MÜV Bradfordville, the Company's 86th retail location in Florida and 163rd in the nation.
- Current operations span 13 states, comprised of 163 dispensaries and 14 production facilities with more than 1.1 million square feet of cultivation capacity.

Balance Sheet and Liquidity

As of June 30, 2026, the Company's current assets were \$404 million, including cash and cash equivalents of \$85 million. The Company had working capital of \$295 million and total debt, net of issuance costs, of \$393 million.

The Company's outstanding shares of common stock was 73,217,970 as of June 30, 2026.

Conference Call and Webcast

A conference call and webcast with analysts and investors is scheduled for August 5, 2026 at 8:30 a.m. ET / 7:30 a.m. CT to discuss the results.

- Investors and participants can register in advance for the call by visiting: <https://register-conf.media-server.com/register/BI283741849c9643f0851eed3282145502>
- After registering, instructions will be shared on how to join the call for those who wish to dial in.
- On August 5, the live webcast can be accessed via the following link: <https://edge.media-server.com/mmc/p/4q9uw2bt>
- The live and archived webcast will be available on the Events and Presentations page of the Company's investor relations website at investors.verano.com.

¹Adjusted EBITDA and Adjusted EBITDA as a percentage of revenue ("Adjusted EBITDA Margin") are non-U.S. GAAP financial measures. Each is derived from EBITDA, another non-U.S. GAAP financial measure, and is defined in this news release in the section below titled "Non-U.S. GAAP Financial Measures." The most directly comparable U.S. GAAP financial measure to Adjusted EBITDA is net income (loss) and the most directly comparable measure to Adjusted EBITDA Margin is net income (loss) as a percentage of revenue ("net income (loss) margin"). The reconciliation of (i) Adjusted EBITDA to U.S. GAAP net income (loss) and (ii) Adjusted EBITDA Margin to net income (loss) margin is set forth below in the tables included in this news release.

Non-U.S. GAAP Financial Measures

Verano uses non-U.S. GAAP financial information to evaluate the performance of the Company. The terms "EBITDA," "Adjusted EBITDA," and "Adjusted EBITDA Margin" do not have any standardized meaning prescribed within U.S. GAAP and therefore may not be comparable to similar measures presented by other companies. Accordingly, this non-U.S. GAAP financial information is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with U.S. GAAP.

The Company calculates EBITDA as net income (loss) before interest expense, income tax expense, depreciation and amortization; Adjusted EBITDA as net income (loss) before net interest expense, income tax expense, depreciation and amortization and also excludes certain one-time extraordinary items and Adjusted EBITDA Margin as net income (loss) before net interest expense, income tax expense, depreciation and amortization and exclusion of certain one-time extraordinary items as a percentage of revenue. The calculations of the non-U.S. GAAP financial measures used in this news release and the reconciliations to the most comparable U.S. GAAP financial numbers are included in the tables below.

Management believes that this non-U.S. GAAP financial information is useful as a supplement to comparable U.S. GAAP financial information because it provides consistency and comparability with past financial performance and assists in comparisons with other companies, some of which use similar non-GAAP information to supplement their U.S. GAAP results. Management reviews these non-U.S. GAAP financial measures on a regular basis and uses them, together with financial measures included in the Company's financial statements, to evaluate and manage the performance of the Company's operations. These measures should be evaluated only in conjunction with the comparable U.S. GAAP financial numbers reported by the Company.

About Verano

Verano Holdings Corp. (Cboe CA: VRNO) (OTCQX: VRNO), one of the U.S. cannabis industry's leading companies based on historical revenue, geographic scope and brand performance, is a vertically integrated, multi-state operator embracing a mission of saying *Yes* to plant progress and the bold exploration of cannabis. Verano provides a superior cannabis shopping experience in medical and adult use markets under the Zen Leaf™ and MÜV™ dispensary banners, and produces a comprehensive suite of high-quality, regulated cannabis products sold under its diverse portfolio of trusted consumer brands including Savvy™, (the) Essence™, Swift Lifts™, HYPHEN™, Encore™, BITS™, Avexia™, MÜV™, CTPharma™, and Verano™. Verano's active operations span 13 U.S. states, comprised of 14 production facilities with over 1.1 million square feet of cultivation capacity. Learn more at Verano.com.

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Forward Looking Statements

This press release contains "forward-looking statements" within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Such forward-looking statements are not representative of historical facts or information or current condition, but instead represent only the Company's beliefs regarding future events, plans, strategies, or objectives, many of which, by their nature, are inherently uncertain and outside of the Company's control. Generally, such forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "future", "scheduled", "estimates", "forecasts", "projects," "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases, or may contain statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "will continue", "will occur" or "will be achieved". Forward-looking statements involve and are subject to assumptions and known and unknown risks, uncertainties, and other factors which may cause actual events, results, performance, or achievements of the Company to be materially different from future events, results, performance, and achievements expressed or implied by forward-looking statements herein, including, without limitation, the risk factors described in the Company's annual report on Form 10-K for the year ended December 31, 2025 filed with the U.S. Securities and Exchange Commission at www.sec.gov. The forward-looking statements contained in this press release are made as of the date of this press release, and the Company does not undertake to update any forward-looking information or forward-looking statements that are contained or referenced herein, except as may be required in accordance with applicable securities laws. All subsequent written and oral forward-looking information and statements attributable to the Company or persons acting on its behalf is expressly qualified in its entirety by this notice regarding forward-looking information and statements.

Financial Information Tables

The following tables include select financial results and the reconciliations of the non-U.S. GAAP financial measures to the respective most directly comparable U.S. GAAP financial measures for the presented periods.

VERANO HOLDINGS CORP.
Highlights from Unaudited Interim Condensed Consolidated Statements of Operations

	For the Three Months Ended,		
	June 30, 2026	March 31, 2026	June 30, 2025
<i>(\$ in thousands)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>
Revenues, net of Discounts	\$ 217,918	\$ 208,178	\$ 202,272
Cost of Goods Sold, net	118,219	109,202	89,288
Gross Profit	\$ 99,699	\$ 98,976	\$ 112,984
Gross Profit %	46 %	48 %	56 %
Operating Expenses:			
Selling, General and Administrative Expenses	92,494	85,877	86,345
Loss on Impairment of Held for Sale Assets	4,062	—	—
Loss on Impairment of Fixed Assets	—	—	428
Total Operating Expenses	96,556	85,877	86,773
Income from Operations	\$ 3,143	\$ 13,099	\$ 26,211
Other Income (Expense)			
Gain (Loss) on Disposal of Property, Plant and Equipment	12	(27)	(212)
Gain (Loss) on Debt Extinguishment	—	(5,738)	2,947
Interest Expense, net	(11,258)	(12,312)	(14,207)
Other Income (Expense), net	(2,383)	(1,222)	1,263
Total Other Expense, net	(13,629)	(19,299)	(10,209)
Income (Loss) Before Provision for Income Taxes	\$ (10,486)	\$ (6,200)	\$ 16,002
Provision for Income Tax Expense	(2,925)	(11,623)	(35,152)
Net Loss Attributable to Verano Holdings Corp. & Subsidiaries	\$ (13,411)	\$ (17,823)	\$ (19,150)

VERANO HOLDINGS CORP.
Highlights from Condensed Consolidated Balance Sheets

	As of	
	June 30, 2026	December 31, 2025
<i>(\$ in thousands)</i>	<i>(Unaudited)</i>	<i>(Audited)</i>
Cash and Cash Equivalents	\$ 85,195	\$ 82,724
Other Current Assets	319,087	321,927
Property, Plant and Equipment, net	485,138	492,473
Intangible Assets, net	550,120	579,090
Goodwill	161,009	161,009
Other Long-Term Assets	98,694	104,371
Total Assets	\$ 1,699,243	\$ 1,741,594
Total Current Liabilities	109,366	140,261
Total Long-Term Liabilities	915,164	898,954
Stockholders' Equity	676,529	704,156
Non-Controlling Interest	(1,816)	(1,777)
Total Liabilities and Shareholders' Equity	\$ 1,699,243	\$ 1,741,594

VERANO HOLDINGS CORP.
Reconciliation of Net Loss to EBITDA (Non-U.S. GAAP) and Adjusted EBITDA (Non-U.S. GAAP, Unaudited)

	For the Three Months Ended,		
	June 30, 2026	March 31, 2026	June 30, 2025
<i>(\$ in thousands)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>
Net Loss Attributable to Verano Holdings Corp. & Subsidiaries	\$ (13,411)	\$ (17,823)	\$ (19,150)
Interest Expense, net	11,258	12,312	14,207
Income Tax Expense	2,925	11,623	35,152
Depreciation and Amortization	29,431	29,188	31,488
EBITDA	\$ 30,203	\$ 35,300	\$ 61,697
COGS Add-backs:			
Acquisition, Transaction and Other Non-operating Costs	1,257	—	1,990
Employee Stock Compensation	326	232	250
SG&A Add-backs:			
Acquisition, Transaction and Other Non-operating Costs	6,202	3,155	1,365
Employee Stock Compensation	5,369	1,977	3,089
Impairments	4,062	—	428
Acquisition Adjustments and Other (Income) & Expense, net	3,812	8,340	(2,666)
Adjusted EBITDA¹	\$ 51,231	\$ 49,004	\$ 66,153
Net Loss Margin	(6)%	(9)%	(9)%
Adjusted EBITDA Margin¹	24 %	24 %	33 %