

**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): July 14, 2022

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

**British Columbia
(State or Other Jurisdiction
of Incorporation)**

**000-56342
(Commission
File Number)**

**98-1583243
(IRS Employer
Identification No.)**

**415 North Dearborn Street, 4th Floor,
Chicago, Illinois
(Address of Principal Executive Offices)**

**(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

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 8.01 Other Events.

On July 14, 2022, Verano Holdings Corp. (the “Company”) issued a press release announcing the opening of Zen Leaf Wheeling on Thursday, July 14, 2022, which is the Company’s 3rd dispensary in West Virginia and 105th dispensary nationwide. A copy of such press release is filed as Exhibit 99.1 to this report.

The information furnished under this item 8.01, including Exhibit 99.1 incorporated by reference herein, shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section and shall not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued on July 14, 2022

SIGNATURE

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.

VERANO HOLDINGS CORP.

Date: July 14, 2022

By: /s/ Darren Weiss

Name: Darren Weiss

Title: Chief Operating Officer, Chief Legal Officer, General Counsel &
Secretary



Verano Announces the Opening of Zen Leaf Wheeling, the Company's Third West Virginia Dispensary and 105th Location Nationwide

- Zen Leaf is the first medical cannabis dispensary to open in Wheeling, a city of more than 26,500 residents¹
- West Virginia medical cannabis sales are projected to potentially reach \$49 million by 2026, according to the [MJBiz Factbook 2022](#)
- Verano's active operations span 13 states, comprised of 105 dispensaries and 13 cultivation and processing facilities with more than 1 million square feet of cultivation capacity

CHICAGO, July 14, 2022 – Verano Holdings Corp. (CSE: VRNO) (OTCQX: VRNOF) (“Verano” or the “Company”), a leading multi-state cannabis company, today announced the opening of Zen Leaf Wheeling, the Company's third West Virginia dispensary and 105th location nationwide, which will follow a celebratory ribbon cutting shortly before opening for business on Friday, July 15 at 11:00 a.m. local time. Zen Leaf Wheeling, located at 231 Warwood Ave, will be open Wednesday through Saturday from 11:00 a.m. to 7:00 p.m. and 10:00 a.m. to 4:00 p.m. on Sunday, local time.

Zen Leaf is the first medical cannabis dispensary to open in Wheeling, complimenting Verano's two additional West Virginia Zen Leaf locations in Westover and Morgantown. The dispensary is situated within a 15 minute drive of downtown Wheeling on a commercial stretch of Warwood Ave that sees an average of 6300 vehicles per day².

“We are thrilled to open Wheeling's first medical cannabis dispensary, where our compassionate Zen Leaf team is ready to provide our signature patient-centric service and hospitality,” said George Archos, Verano Founder and Chief Executive Officer. “In opening our third West Virginia dispensary, we are excited to continue growing and investing in the Mountain State, and look forward to welcoming members of the medical cannabis community at Zen Leaf Wheeling, and future Zen Leaf locations across the state, for years to come.”

Across West Virginia, Verano has permits issued by West Virginia's Office of Medical Cannabis to operate a cultivation and processing facility, along with seven total medical cannabis dispensaries that are projected to continue to open throughout 2022, subject to customary approvals.

Zen Leaf Wheeling will offer a variety of cannabis therapeutics, including flower, topicals, edibles, and vapes. For more information on Zen Leaf Wheeling, or to place an order, visit zenleafdispensaries.com.

¹ Source: [U.S. Census](#)

² Source: [W.V. DOT](#)

About Verano

Verano is a leading, vertically integrated, multi-state cannabis operator in the U.S., devoted to the ongoing improvement of communal wellness by providing responsible access to regulated cannabis products. With a mission to address vital health and wellness needs, Verano produces a comprehensive suite of premium, innovative cannabis products sold under its trusted portfolio of consumer brands, including Verano™, Avexia™, Encore™, and MÜV™. Verano's portfolio encompasses 14 U.S. states, with active operations in 13, including 13 production facilities comprising over 1,000,000 square feet of cultivation capacity. Verano designs, builds, and operates dispensaries under retail brands including Zen Leaf™ and MÜV™, delivering a superior cannabis shopping experience in both medical and adult-use markets. Learn more at www.verano.com.

Contacts:

Media

Verano
Steve Mazeika
Director, Communications
Grace.Bondy@verano.com

Investors

Verano
Julianna Paterra, CFA
Director, Investor Relations
Julianna.Paterra@verano.com

Forward Looking Statements

This press release contains certain “forward-looking information” within the meaning of applicable Canadian securities legislation and may also contain statements that may constitute “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 information and 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 or objectives, many of which, by their nature, are inherently uncertain and outside of the Company's control. Generally, such forward-looking information or 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”, “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”. The forward-looking information and forward-looking statements contained herein include, but are not limited to, statements or information with respect to the Company's operations. Forward-looking information and 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 information and statements herein, including, without limitation, the risk factors discussed in the Company's publicly available filings on SEDAR at www.sedar.com. The forward-looking information and 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.

###
