SEC Form 4

FORM 4

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

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

1. Name and Address of Reporting Person*

Spreckman David

(Last)	(First)	(Middle)

415 N DEARBORN STREET

4TH FLOOR

(Street)

CHICAGO	IL	60654

(City)	(State)	(Zip)

2. Issuer Name **and** Ticker or Trading Symbol

Verano Holdings Corp. [VRNOF]

3. Date of Earliest Transaction (Month/Day/Year)
09/01/2022

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

EVP, Marketing

6. Individual or Joint/Group Filing (Check Applicable Line)

X	Form filed by One Reporting Person
	Form filed by More than One Reporting Person

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			
Class A Subordinate Voting Shares	09/01/2022		M		833	A	(1)	3,017	D	
Class A Subordinate Voting Shares	09/06/2022		S(2)		246	D	$6.4688	2,771	D	

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	Title	Amount or Number of Shares				
Restricted Stock Units	$0	09/01/2022		M			8.33	(3)	(3)	Class A Subordinate Voting Shares(4)	833	$0	0	D	

Explanation of Responses:

1. This transaction represents the settlement of vested restricted stock units into Class A Subordinate Voting Shares.

2. Represents the number of shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the settlement of restricted stock units. This sale was required by the Issuer pursuant to the Issuer's Stock and Incentive Plan and does not represent a discretionary transaction.

3. The restricted stock units vest 1/3rd on each 6-month anniversary of the date of grant.

4. Class A Subordinate Voting Shares may be issued in lieu of Class B Proportionate Voting Shares, on an as-converted basis of 100: 1, at the discretion of the compensation committee of the board of directors.

Jacob M. Phillips, Attorney-in-Fact	09/06/2022
** Signature of Reporting Person	Date