

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person [†] <u>Tarapchak Richard C</u> (Last) (First) (Middle) 224 WEST HILL STREET, SUITE 400 (Street) CHICAGO IL 60610 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Verano Holdings Corp. [VRNOF]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP, Finance
	3. Date of Earliest Transaction (Month/Day/Year) 09/03/2024	
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	09/03/2024		M ⁽¹⁾		36,500	A	\$0	110,466	D	
Class A Subordinate Voting Shares	09/04/2024		S ⁽²⁾		10,536	D	\$3.3697 ⁽³⁾	99,930	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
Restricted Stock Units ⁽⁴⁾	\$0	09/03/2024		M ⁽¹⁾			20,187	(5)	(5)	Class A Subordinate Voting Shares	20,187	\$0	253,117	D	
Restricted Stock Units ⁽⁶⁾	\$0	09/03/2024		M ⁽¹⁾			16,313	(5)	(5)	Class A Subordinate Voting Shares	16,313	\$0	236,804	D	

Explanation of Responses:

- This transaction represents the settlement of vested restricted stock units into Class A Subordinate Voting Shares.
- This transaction represents the sale of Class A subordinate voting shares pursuant to a sell-to-cover transaction in order to satisfy tax withholding obligations in connection with the settlement of Restricted Stock Units previously granted to the Reporting Person. This sale was effected pursuant to sell-to-cover transactions at the Company's sole discretion as agreed to by the Reporting Person in grant agreements signed in connection with the initial issuance of Restricted Stock Units on October 5, 2022 and does not represent a discretionary sale by the Reporting Person.
- Represents a weighted average sale price for multiple sale transactions ranging from \$3.30 to \$3.41 per share, as converted from Canadian dollars. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.
- The restricted stock units disposed in this transaction were granted under the Verano Holdings Corp. Stock and Incentive Plan on October 5, 2022. Each restricted stock unit reflects a contingent right to receive one Class A Subordinate Voting Share and vest 25% on each of the 12-, 18-, 24- and 30-month anniversaries of July 11, 2022. There are 20,188 unvested restricted stock units remaining under this tranche.
- The restricted stock units disposed in this transaction settled on September 3, 2024.
- The restricted stock units disposed in this transaction were granted under the Verano Holdings Corp. Stock and Incentive Plan on October 5, 2022. Each restricted stock unit reflects a contingent right to receive one Class A Subordinate Voting Share and vested 50% on each of the 12- and 24-month anniversaries of July 11, 2022. This tranche of restricted stock units is fully vested.

/s/ Kevan Fisher, Attorney-in-Fact 09/05/2024

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.