

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

DIVISION OF CORPORATION FINANCE

September 13, 2022

George Archos Chief Executive Officer Verano Holdings Corp. 415 North Dearborn Street, 4<sup>th</sup> Floor Chicago, Illinois 60654

> Re: Verano Holdings Corp. Amendment No. 3 to Registration Statement on Form 10-12G Exhibit Nos. 2.3, 10.1, 10.2 Filed September 8, 2022 File No. 000-56342

Dear Mr. Archos:

We have concluded our assessment of your redacted exhibits for compliance with applicable form requirements and will process your supplemental response and related materials in accordance with your request.

Sincerely,

Division of Corporation Finance