

**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): September 8, 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)**

**60654
(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 8.01 Other Events.

On September 8, 2022, Verano Holdings Corp. (the “Company”) issued a press release announcing the opening of Zen Leaf Kensington, an affiliated Pennsylvania dispensary, on Friday, September 9, 2022, bringing the Company’s total dispensary count to 117 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 September 8, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: September 8, 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 New Kensington, the Company's 15th affiliated Pennsylvania Dispensary and 117th Location Nationwide

- Zen Leaf New Kensington is the Company's 15th affiliated Pennsylvania dispensary and fifth location in the greater Pittsburgh area, joining existing storefronts in Monroeville, Cranberry, Pittsburgh-Robinson and Washington.
- Zen Leaf New Kensington is located at 215 Tarentum Bridge Rd, a thoroughfare that sees an average daily traffic count of 28,000 vehicles¹.
- Verano's active operations span 13 states, comprised of 117 dispensaries and 14 cultivation and processing facilities with more than 1 million square feet of cultivation capacity.

CHICAGO, September 8, 2022 – Verano Holdings Corp. (CSE: VRNO) (OTCQX: VRNOF) (“Verano” or the “Company”), a leading multi-state cannabis company, today announced the grand opening of its 15th affiliated Pennsylvania dispensary, Zen Leaf New Kensington, at 9 a.m. on Friday, September 9, following a ceremonial ribbon cutting at 8:45 a.m. Zen Leaf New Kensington, located at 215 Tarentum Bridge Road, is open Monday through Friday from 9 a.m. to 7 p.m., Saturday from 10 a.m. to 7 p.m., and Sunday from 10 a.m. to 4 p.m., local time.

Zen Leaf New Kensington is located in the greater Pittsburgh area in Westmoreland County near its border with Allegheny County, two of the state's most populous counties with more than 350,000 and 1.23 million residents, respectively². Zen Leaf New Kensington adds another convenient location for area patients in northeast Pittsburgh that compliments the Company's existing four affiliated dispensaries across the Pittsburgh region in Monroeville, Cranberry, Pittsburgh-Robinson and Washington.

“Opening Zen Leaf New Kensington is another positive step forward for our business in Pennsylvania, one of Verano's core markets,” said George Archos, Verano Founder and Chief Executive Officer. “We're thrilled to expand our footprint to serve additional Pennsylvania patients and offer our suite of premium cannabis products, including a variety of signature Verano branded products we recently introduced in the Keystone State. We are excited to welcome patients at Zen Leaf New Kensington and look forward to continued growth across Pennsylvania for years to come.”

Zen Leaf New Kensington will offer a suite of cannabis therapeutics, including flower, topicals, and vapes. For additional convenience and accessibility, patients can choose to order ahead at [ZenLeafDispensaries.com](https://www.zenleafdispensaries.com) for express in-store or curbside pickup. For more information about Zen Leaf medical cannabis dispensaries, visit [ZenLeafDispensaries.com](https://www.zenleafdispensaries.com)

¹ Source: Pennsylvania DOT

² Source: U.S. Census

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™, Savvy™ and MÜV™. Verano's portfolio encompasses 14 U.S. states, with active operations in 13, including 14 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.

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Forward Looking Statements

This press release may contain "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 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 registration statement on Form 10, as amended, and quarterly reports on Form 10-Q 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.

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