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The reader should not assume that the information is accurate and complete.

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM D**

OMB APPROVAL

OMB Number: 3235-0076  
Estimated average burden  
hours per response: 4.00

**Notice of Exempt Offering of Securities**

**1. Issuer's Identity**

CIK (Filer ID Number)

0001848416

Name of Issuer

Verano Holdings Corp.

Jurisdiction of Incorporation/Organization

BRITISH COLUMBIA, CANADA

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

Previous Names

None

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

**2. Principal Place of Business and Contact Information**

Name of Issuer

Verano Holdings Corp.

Street Address 1

224 W HILL STREET

City

CHICAGO

State/Province/Country

ILLINOIS

Street Address 2

SUITE 400

ZIP/PostalCode

60610

Phone Number of Issuer

312-265-0730

**3. Related Persons**

Last Name

Archos

Street Address 1

224 WEST HILL STREET

City

Chicago

First Name

George

Street Address 2

SUITE 400

State/Province/Country

ILLINOIS

Middle Name

Peter

ZIP/PostalCode

60610

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

Hirsh

Street Address 1

224 WEST HILL STREET

City

Chicago

First Name

Lawrence

Street Address 2

SUITE 400

State/Province/Country

ILLINOIS

Middle Name

Marie

ZIP/PostalCode

60610

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

Kalesnik

Street Address 1

224 WEST HILL STREET

City

Chicago

First Name

Laura

Street Address 2

SUITE 400

State/Province/Country

ILLINOIS

Middle Name

Marie

ZIP/PostalCode

60610

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name  
McDermott III Edward Aloysious  
Street Address 1 Street Address 2  
224 WEST HILL STREET SUITE 400  
City State/Province/Country ZIP/PostalCode  
Chicago ILLINOIS 60610  
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name  
Miles Aaron Nathaniel  
Street Address 1 Street Address 2  
224 WEST HILL STREET SUITE 400  
City State/Province/Country ZIP/PostalCode  
Chicago ILLINOIS 60610  
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name  
Mueller Charles Frederick  
Street Address 1 Street Address 2  
224 WEST HILL STREET SUITE 400  
City State/Province/Country ZIP/PostalCode  
Chicago ILLINOIS 60610  
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name  
Nunez Cristina Maria  
Street Address 1 Street Address 2  
224 WEST HILL STREET SUITE 400  
City State/Province/Country ZIP/PostalCode  
Chicago ILLINOIS 60610  
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name  
Spreckman David  
Street Address 1 Street Address 2  
224 WEST HILL STREET SUITE 400  
City State/Province/Country ZIP/PostalCode  
Chicago ILLINOIS 60610  
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name  
Summerer Brett Andrew  
Street Address 1 Street Address 2  
224 WEST HILL STREET SUITE 400  
City State/Province/Country ZIP/PostalCode  
Chicago ILLINOIS 60610  
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name  
Tarapchak Richard  
Street Address 1 Street Address 2

224 WEST HILL STREET

SUITE 400

City

State/Province/Country

ZIP/PostalCode

Chicago

ILLINOIS

60610

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Tipton

John

Street Address 1

Street Address 2

224 WEST HILL STREET

SUITE 400

City

State/Province/Country

ZIP/PostalCode

Chicago

ILLINOIS

60610

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Thompson

Destiny

Lynn

Street Address 1

Street Address 2

224 WEST HILL STREET

SUITE 400

City

State/Province/Country

ZIP/PostalCode

Chicago

ILLINOIS

60610

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Weiss

Darren

Henry

Street Address 1

Street Address 2

224 WEST HILL STREET

SUITE 400

City

State/Province/Country

ZIP/PostalCode

Chicago

ILLINOIS

60610

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

#### 4. Industry Group

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> Agriculture  | Health Care                                     | <input type="checkbox"/> Retailing                 |
| <input type="checkbox"/> Banking & Financial Services                                       | <input type="checkbox"/> Biotechnology          | <input type="checkbox"/> Restaurants               |
| <input type="checkbox"/> Commercial Banking   | <input type="checkbox"/> Health Insurance       | Technology   |
| <input type="checkbox"/> Insurance  | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers                 |
| <input type="checkbox"/> Investing  | <input type="checkbox"/> Pharmaceuticals        | <input type="checkbox"/> Telecommunications        |
| <input type="checkbox"/> Investment Banking   | <input type="checkbox"/> Other Health Care      | <input type="checkbox"/> Other Technology          |
| <input type="checkbox"/> Pooled Investment Fund   | <input type="checkbox"/> Manufacturing          | Travel   |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | Real Estate                                     | <input type="checkbox"/> Airlines & Airports       |
| <input type="checkbox"/> Yes <input type="checkbox"/> No                                    | <input type="checkbox"/> Commercial             | <input type="checkbox"/> Lodging & Conventions     |
| <input type="checkbox"/> Other Banking & Financial Services                                 | <input type="checkbox"/> Construction           | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Business Services  | <input type="checkbox"/> REITS & Finance        | <input type="checkbox"/> Other Travel              |
| Energy  | <input type="checkbox"/> Residential            | <input checked="" type="checkbox"/> Other          |
| <input type="checkbox"/> Coal Mining  | <input type="checkbox"/> Other Real Estate      |  |
| <input type="checkbox"/> Electric Utilities   |   |  |
| <input type="checkbox"/> Energy Conservation  |   |  |
| <input type="checkbox"/> Environmental Services   |   |  |
| <input type="checkbox"/> Oil & Gas  |   |  |
| <input type="checkbox"/> Other Energy   |   |  |

#### 5. Issuer Size

Revenue Range OR

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Aggregate Net Asset Value Range

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

**6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)**

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504 (b)(1)(i)
- Rule 504 (b)(1)(ii)
- Rule 504 (b)(1)(iii)
- Rule 506(b)
- Rule 506(c)
- Securities Act Section 4(a)(5)
- Investment Company Act Section 3(c)
- Section 3(c)(1)
- Section 3(c)(2)
- Section 3(c)(3)
- Section 3(c)(4)
- Section 3(c)(5)
- Section 3(c)(6)
- Section 3(c)(7)
- Section 3(c)(9)
- Section 3(c)(10)
- Section 3(c)(11)
- Section 3(c)(12)
- Section 3(c)(13)
- Section 3(c)(14)

**7. Type of Filing**

- New Notice Date of First Sale 2024-11-11  First Sale Yet to Occur
- Amendment

**8. Duration of Offering**

Does the Issuer intend this offering to last more than one year?  Yes  No

**9. Type(s) of Securities Offered (select all that apply)**

- Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Other (describe)

**10. Business Combination Transaction**

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Yes  No

Clarification of Response (if Necessary):

Equity is being issued to an accredited investor selling member of the bought entity. Pursuant to the acquisition agreement, the Issuer is required to issue a set value of shares following adult use cannabis sales by the bought entity.

**11. Minimum Investment**

Minimum investment accepted from any outside investor \$0 USD

**12. Sales Compensation**

Recipient Recipient CRD Number  None

(Associated) Broker or Dealer  None (Associated) Broker or Dealer CRD Number  None

Street Address 1 Street Address 2

City State/Province/Country ZIP/Postal Code

State(s) of Solicitation (select all that apply)  All States  Foreign/non-US

Check "All States" or check individual States

**13. Offering and Sales Amounts**

Total Offering Amount \$2,000,000 USD or  Indefinite

Total Amount Sold \$2,000,000 USD

Total Remaining to be Sold \$0 USD or  Indefinite

Clarification of Response (if Necessary):

**14. Investors**

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.   
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

**15. Sales Commissions & Finder's Fees Expenses**

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD  Estimate  
Finders' Fees \$0 USD  Estimate

Clarification of Response (if Necessary):

**16. Use of Proceeds**

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD  Estimate

Clarification of Response (if Necessary):

No cash proceeds were received in exchange for shares of Verano Holdings Corp.

**Signature and Submission**

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

**Terms of Submission**

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Verano Holdings Corp.	/s/ Laura Marie Kalesnik	Laura Marie Kalesnik	Chief Legal Officer, General Counsel and Secretary	2024-11-20

*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.*

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.