

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person* <u>McDermott Edward Aloysius III</u> _____ (Last) (First) (Middle) <u>224 WEST HILL STREET, SUITE 400</u> _____ (Street) <u>CHICAGO IL 60610</u> _____ (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 _____ Officer (give title below) _____ Other (specify below) _____ <b>Chief Operating Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/14/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	12/14/2023		M <sup>(1)</sup>		15,164	A	\$0	53,574	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						Amount or Number of Shares
Restricted Stock Units <sup>(2)</sup>	\$0	12/14/2023		M <sup>(1)</sup>			8,624	(3)	(3)	Class A Subordinate Voting Shares	8,624	\$0	313,361 <sup>(4)</sup>	D	
Restricted Stock Units <sup>(5)</sup>	\$0	12/14/2023		M <sup>(1)</sup>			6,540	(6)	(6)	Class A Subordinate Voting Shares	6,540	\$0	306,821 <sup>(4)</sup>	D	

**Explanation of Responses:**

- This transaction represents the settlement of vested restricted stock units into Class A Subordinate Voting Shares.
- The restricted stock units disposed in this transaction were granted under the Verano Holdings Corp. Stock and Incentive Plan on February 16, 2022. Each restricted stock unit reflects a contingent right to receive one Class A Subordinate Voting Share.
- The restricted stock units vest 25% on each of the 12-, 18-, 24- and 30-month anniversaries of November 29, 2021.
- Represents the total restricted stock units held by the reporting person following this transaction.
- The restricted stock units disposed in this transaction were granted under the Verano Holdings Corp. Stock and Incentive Plan on June 23, 2022. Each restricted stock unit reflects a contingent right to receive one Class A Subordinate Voting Share.
- The restricted stock units vest 25% on each of the 12-, 18-, 24- and 30-month anniversaries of June 1, 2022.

/s/ Kevan Fisher, Attorney-in-Fact 12/18/2023

\*\* 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.**