

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

**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>Kalesnik Laura Marie</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) See remarks
	3. Date of Earliest Transaction (Month/Day/Year) 06/03/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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
Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	06/03/2024		M <sup>(1)</sup>		100,877	A	\$0	172,268	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 <sup>(2)</sup>	\$0	06/03/2024		M <sup>(1)</sup>			23,558	(3)	(3)	Class A Subordinate Voting Shares	23,558	\$0	441,835	D	
Restricted Stock Units <sup>(4)</sup>	\$0	06/03/2024		M <sup>(1)</sup>			66,340	(5)	(5)	Class A Subordinate Voting Shares	66,340	\$0	375,495	D	
Restricted Stock Units <sup>(6)</sup>	\$0	06/03/2024		M <sup>(1)</sup>			10,979	(7)	(7)	Class A Subordinate Voting Shares	10,979	\$0	364,516	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 June 23, 2022. Each restricted stock unit reflects a contingent right to receive one Class A Subordinate Voting Share and vested 25% on June 1, 2023, 25% on December 1, 2023 and 25% on June 1, 2024 and will thereafter vest 25% on December 1, 2024.
- The restricted stock units disposed in this transaction settled on June 3, 2024.
- The restricted stock units disposed in this transaction were granted under the Verano Holdings Corp. Stock and Incentive Plan on June 1, 2023. Each restricted stock unit reflects a contingent right to receive one Class A Subordinate Voting Share and vested 25% on June 1, 2024 and thereafter will vest 25% on each six-month anniversary of June 1, 2024.
- The restricted stock units disposed in this transaction settled on June 3, 2024.
- The restricted stock units disposed in this transaction were granted under the Verano Holdings Corp. Stock and Incentive Plan on September 1, 2023. Each restricted stock unit represents a contingent right to receive one Class A Subordinate Voting Share and vested 25% on June 1, 2024 and thereafter will vest 25% on each six-month anniversary of June 1, 2024.
- The restricted stock units disposed in this transaction settled on June 3, 2024.

**Remarks:**

General Counsel, Chief Legal Officer and Secretary

/s/ Kevan Fisher, Attorney-in-Fact 06/05/2024

\*\* 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.