SEC Form 4	
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FORM 4

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

OMB APPROVAL

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

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

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

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1. Name and Address of Reporting Person*				2. Issuer Name and Ticker or Trading Symbol <u>Verano Holdings Corp.</u> [VRNOF]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)									
Spreckman David													Director	'		10% Ov	vner					
,					2 Data	of Carliant Tran		otion (M	nth/D	ov (Voor)			give title		Other (s	pecify						
(Last)	(F	irst)	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 06/01/2024									- below)			below)					
224 WEST HILL STREET, SUITE 400					00/01/2	00/01/2024									Chief Marketing Officer							
					4. If Amendment, Date of Original Filed (Month/Dou/Voor)									6. Individual or Joint/Group Filing (Check Applicable								
						4. If Amendment, Date of Original Filed (Month/Day/Year)									Line)							
(Street)														/ Form fil	ed by One	Repo	rting Persor	n				
CHICAGO IL 60610											Form filed by More than One Reporting				ting							
P												Person										
(City)	(S	state)	(Zip)	Dula 10h 5 1(a) Transaction Indication																		
(City) (State) (Zip) Rule 10b5-1(c) Transaction Indication										lion												
						ck this hox to in	dica	ate that a	transar	tion was	made r	oursuant t	o a contra	ct instruction	or written n	lan that	is intended	o satisfy				
		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.																				
		Та	ble I - Noi	n-Deriv	ative Se	ecurities A	cq	quired,	Disp	posed	of, o	r Bene	eficially	/ Owned								
1. Title of	Security (Ins	tr. 3)		2. Trans	saction	2A. Deemed		3.			Acquired				6. Ownership		7. Nature of					
Date			(Day/Year)	Execution Dat if any	te,			Disposed Of (D) (Instr. 3, 4			3, 4 and	Securities Beneficia				Indirect Beneficial						
					Dayriear	(Month/Day/Ye	ear)		mou.	5)				Owned Fo	ned Following		str. 4)	Ownership				
							Code				(A) or			- Reported Transaction(s)		I	(Instr. 4)					
									V	Amoun	$\left(D \right)^{(1)} = \left[P \right]^{(1)}$		Price	(Instr. 3 and 4)								
			Table II -	Doriva	tivo Soc	urities Ac	<u>an</u>	uirod C	lienc		for	Bonof	icially (Owned								
						ls, warrant	•							owneu								
					Juli3, Cul	1	·		-													
1. Title of Derivative	2. Conversion	3. Transaction Date	tion 3A. Deemed Execution Date,		ransaction	5. Number of		6. Date Exercisable and Expiration Date				tle and Au Irities Un		8. Price of	Derivative derivative		10. Ownership	p of Indirect				
Security	Security or Exercise (Month/Day/Year) if any			c	ode (Instr.	Derivative		Month/Day/Year)			Deriv	vative Se	curity	Security		s	Form:	Beneficial				
(Instr. 3)	Price of		(Month/Day/	Year) 8)	Securities					(Instr. 3 and 4)			(Instr. 5)	str. 5) Beneficiall		Direct (D)	Ownership				

	Derivative Security				Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)					,	(,	Owned Following Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	(Instr. 4)	
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Restricted Stock Units ⁽¹⁾	\$0	06/01/2024	A		76,299		(2)	(2)	Class A Subordinate Voting Shares	76,299	\$0	300,394	D		

Explanation of Responses:

1. The restricted stock units were granted under the Verano Holdings Corp. Stock and Incentive Plan on June 1, 2024. Each restricted stock unit reflects a contingent right to receive one Class A Subordinate Voting Share.

2. The restricted stock units vest 25% on each of the 12-, 18-, 24- and 30-month anniversaries of the date of grant.

/s/ Kevan Fisher, Attorney-in-Fact

06/04/2024

** 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.