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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

**(Amendment No. 6)\***

**Verano Holdings Corp.**

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**(Name of Issuer)**

**Common Stock**

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**(Title of Class of Securities)**

**92339H101**

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**(CUSIP Number)**

**George Archos**  
**224 West Hill Street., Suite 400**  
**Chicago, IL, 60610**  
**312-265-0730**

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**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**01/08/2025**

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**(Date of Event Which Requires Filing of This Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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**SCHEDULE 13D**

**CUSIP No. 92339H101**

Name of reporting person

1

Archos George Peter

2

Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only  
Source of funds (See Instructions)

4 AF, OO  
5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

Citizenship or place of organization

6 UNITED STATES

Sole Voting Power

7

26,655,532.00

Number of Shares Beneficially

Shared Voting Power

8

0.00

Owned by Each Reporting Person

Sole Dispositive Power

9

26,655,532.00

With: Shared Dispositive Power

10

0.00

Aggregate amount beneficially owned by each reporting person

11 26,655,532.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13 7.3 %

Type of Reporting Person (See Instructions)

14 IN, HC

**Comment for Type of Reporting Person:** The aggregate amount of Common Stock of the Issuer ("Common Stock") owned by Mr. Archos includes 8,843 shares of Common Stock underlying stock options granted to Mr. Archos under the Verano Holdings Corp. Stock and Incentive Plan (the "Plan"), which are currently exercisable. The exercise price of the stock options is \$34.30 Canadian dollars, which is US\$24.10 as of January 2, 2026. The percentage is calculated based on an aggregate of 363,254,355 shares of Common Stock outstanding (consisting of (i) 363,245,512 shares of Common Stock outstanding as of January 2, 2026, plus (ii) 8,843 shares of Common Stock underlying exercisable stock options granted to Mr. Archos under the Plan).

## SCHEDULE 13D

CUSIP No. 92339H101

Name of reporting person

1 Archos Capital Group, LLC

Check the appropriate box if a member of a Group (See Instructions)

2  (a)

(b)

3 SEC use only  
Source of funds (See Instructions)

4 AF, OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

Citizenship or place of organization

6

ILLINOIS

Sole Voting Power

7

4,420,790.00

Number of Shares

Shared Voting Power

Beneficially 8

Owned by

0.00

Each

Sole Dispositive Power

Reporting 9

Person

4,420,790.00

With:

Shared Dispositive Power

10

0.00

Aggregate amount beneficially owned by each reporting person

11

4,420,790.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

1.2 %

Type of Reporting Person (See Instructions)

14

CO, HC

**Comment for Type of Reporting Person:** The percentage is calculated based on 363,245,512 shares of Common Stock outstanding as of January 2, 2026.

### SCHEDULE 13D

**CUSIP No.** 92339H101

Name of reporting person

1

Copperstone Trust

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

AF, OO

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

ILLINOIS

Sole Voting Power

7

1,817,688.00

Number of Shares

Beneficially

8

Shared Voting Power

Owned by

Each

Reporting Person With: 0.00  
Sole Dispositive Power  
9 1,817,688.00  
Shared Dispositive Power  
10 0.00

Aggregate amount beneficially owned by each reporting person

11 1,817,688.00  
Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12   
Percent of class represented by amount in Row (11)

13 0.5 %

14 Type of Reporting Person (See Instructions)

HC, OO

**Comment for Type of Reporting Person:** The percentage is calculated based on 363,245,512 shares of Common Stock outstanding as of January 2, 2026

## SCHEDULE 13D

**CUSIP No.** 92339H101

1 Name of reporting person

GP Management Group, LLC

Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only

Source of funds (See Instructions)

4 AF, OO

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5   
Citizenship or place of organization

6 ILLINOIS

Sole Voting Power

7

Number of Shares Beneficially Owned by Each Reporting Person With: 5,733,816.00  
Shared Voting Power

8

0.00

Sole Dispositive Power

9

5,733,816.00

Shared Dispositive Power

10

0.00

Aggregate amount beneficially owned by each reporting person

11 5,733,816.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)



Percent of class represented by amount in Row (11)

13

1.6 %

Type of Reporting Person (See Instructions)

14

CO, HC

**Comment for Type of Reporting Person:** The percentage is calculated based on 363,245,512 shares of Common Stock outstanding as of January 2, 2026

## SCHEDULE 13D

### Item 1. Security and Issuer

Title of Class of Securities:

(a)

Common Stock

Name of Issuer:

(b)

Verano Holdings Corp.

Address of Issuer's Principal Executive Offices:

(c)

224 West Hill Street, Suite 400, Chicago, ILLINOIS , 60610.

**Item 1 Comment:** This Amendment No. 6 on Schedule 13D (this "Schedule 13D/A") amends the original Schedule 13D ("Original 13D") filed with the Securities and Exchange Commission (the "SEC") on July 6, 2022 by George Archos, Archos Capital Group, LLC, an Illinois limited liability company ("Archos Capital"), Copperstone Trust, an Illinois trust ("Copperstone"), GP Management Group, LLC, an Illinois limited liability company ("GP Management"), 3PLGK, LLC, an Illinois trust ("3PLGK"), and The George P. Archos Irrevocable Trust, an Illinois trust (the "Trust"), as previously amended and supplemented by (i) Amendment No. 1 to Schedule 13D filed with the SEC on May 1, 2023 by Mr. Archos, Archos Capital, Copperstone, GP Management, 3PLGK and the Trust, (ii) Amendment No. 2 to Schedule 13D filed with the SEC on September 18, 2023 by Mr. Archos, Archos Capital, Copperstone and GP Management, (iii) Amendment No. 3 to Schedule 13D filed with the SEC on December 29, 2023 by Mr. Archos, Archos Capital, Copperstone and GP Management, (iv) Amendment No. 4 to Schedule 13D ("Amendment No. 4") filed with the SEC on December 17, 2024 by Mr. Archos, Archos Capital, Copperstone and GP Management and (v) Amendment No. 5 to Schedule 13D filed with the SEC on August 29, 2025 by Mr. Archos, Archos Capital, Copperstone and GP Management (collectively, the "Prior Schedule"). Unless otherwise defined herein, capitalized terms used in this Schedule 13D/A have the meanings ascribed to them in the Prior Schedule. Unless amended or supplemented below, the information in the Prior Schedule remains unchanged. This Schedule 13D/A is being filed to disclose the release of liens on shares of Common Stock as described in Item 6 below.

### Item 3. Source and Amount of Funds or Other Consideration

N/A

### Item 4. Purpose of Transaction

N/A

### Item 5. Interest in Securities of the Issuer

As of January 8, 2026, (i) Mr. Archos may be deemed to beneficially own 26,655,532 shares of Common Stock, which represents approximately 7.3% of the outstanding shares of Common Stock (including 8,843 shares of Common Stock underlying stock options granted to Mr. Archos under the Plan, which are currently exercisable), (ii) Archos Capital may be deemed to beneficially own 4,420,790 shares of Common Stock, which represents approximately 1.2% of the outstanding shares of Common Stock, (iii) Copperstone may be deemed to beneficially own 1,817,688 shares of Common Stock, which represents approximately 0.5% of the outstanding shares of Common Stock, and (iv) GP Management may be deemed to beneficially own 5,733,816 shares of Common Stock, which represents approximately 1.6% of the outstanding shares of Common Stock. Such percentages are calculated based on (a) with respect to Mr. Archos, 363,254,355 shares of Common Stock outstanding (consisting of (i) 363,245,512 shares of Common Stock outstanding as of January 2, 2026, plus (ii) 8,843 shares of Common Stock underlying exercisable stock options granted to Mr. Archos under the Plan) and (b) with respect to the other Reporting Persons, an aggregate of 363,245,512 shares of Common Stock outstanding as of January 2, 2026.

(b) The following sets forth the Reporting Persons' sole and shared voting and dispositive power of shares of Common Stock as of January 8, 2026: George Archos has sole voting and dispositive power over 26,655,532 shares of Common Stock. Mr. Archos controls the other Reporting Persons, and as such, the Common Stock owned by the Reporting Persons other than Mr. Archos are included in Mr. Archos' 26,655,532 shares of Common Stock. Archos Capital has sole voting and dispositive power over 4,420,790 shares of Common Stock. Copperstone has sole voting

and dispositive power over 1,817,688 shares of Common Stock. GP Management has sole voting and dispositive power over 5,733,816 shares of Common Stock. No Reporting Person has additional shared voting or dispositive power over any shares of Common Stock.

(c) On December 1, 2025, 132,639 restricted stock units held by Mr. Archos vested, with 32,299 of the shares of Common Stock issuable in settlement thereof withheld by the Issuer for tax withholding purposes, resulting in 100,340 net shares of Common Stock being issued to Mr. Archos. Other than as disclosed in this Schedule 13D/A, none of the Reporting Persons have effected any transactions in the Common Stock in the 60 days preceding the date hereof.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

In the Prior Schedule the Reporting Persons reported that, pursuant to the Loan Agreement, the lenders under the Loan Agreement held a security interest in 2,500,000 shares of Common Stock held by Archos Capital. All obligations under the Loan Agreement were paid in full and on January 8, 2026, such security interest was released and terminated. Additionally, loans made by Mr. Archos as lender as previously disclosed in the Prior Schedule were paid in full, and the security interests Mr. Archos held in shares of Common Stock of the borrowers thereunder are no longer in effect.

Item 7. Material to be Filed as Exhibits.

EX 1 Joint Filing Agreement (incorporated by reference to Exhibit 99.1 to Amendment No. 2 to this Schedule 13D filed on September 18, 2023).

#### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Archos George Peter

Signature: /s/ George Archos  
Name/Title: Archos George Peter  
Date: 01/12/2026

Archos Capital Group, LLC

Signature: /s/ George Archos  
Name/Title: George Archos/Member  
Date: 01/12/2026

Copperstone Trust

Signature: /s/ George Archos  
Name/Title: George Archos/Trustee  
Date: 01/12/2026

GP Management Group, LLC

Signature: /s/ George Archos  
Name/Title: George Archos/Manager  
Date: 01/12/2026