FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE** COMMISSION

Washington, D.C. 20549

OMB APPROVAL										
OMB Number:	3235-0287									
Estimated average burden										

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Derivative Conversion Date Execution Date, Transaction Number Expiration Date Generative or Exercise (Month/Day/Year) if any Code (Instr. of C	1. Name and Address of Reporting Person*  Thompson Destiny Lynn				2. Issuer Name <b>and</b> Ticker or Trading Symbol Verano Holdings Corp. [ VRNOF ]										all app		ng Pe	10% O	wner	
City   (State)   City   (State)   (Zip)   Rule 10b5-1(c) Transaction Indication   Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned   Security (Instr. 3)   2. Transaction Date (Month/Day/Year)   Amount (P.) Price   Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned   Securities   Se	` ′	,	,		)	` , ,									X	belov	v) ``	below)		specity
City						4. If Amendment, Date of Original Filed (Month/Day/Year)									Line)					
Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 3)  2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities (Instr. 3)  2. Transaction Date (Instr. 4)  2. Conversion Date (Month/Day/Year) (Month/Day/Year) (Instr. 3)  3. Transaction Date (Instr. 4)  3. Transaction (Instr. 4)  4. Securities Acquired (A) or Disposed of, or Beneficially Owned (Instr. 4)  5. Amount of Securities (Instr. 3)  5. Amount of Securities Acquired (Instr. 4)  6. Ownership Form: Disposed of, or Beneficially Owned (Instr. 4)  7. Title and Amount of Securities (Month/Day/Year) (Instr. 4)  8. Ownership Form: Disposed of, or Beneficially Owned (Instr. 4)  8. Ownership Form: Disposed of, or Beneficially Owned (Instr. 4)  8. Ownership Form: Disposed of, or Beneficially Owned (Instr. 4)  8. Ownership Form: Disposed of, or Beneficially Owned (Instr. 4)  8. Ownership Form: Disposed of, or Beneficially Owned (Instr. 4)  8. Ownership Form: Disposed of, or Beneficially Owned (Instr. 4)  8. Ownership Form: Disposed of, or Beneficially Owned (Instr. 4)  8. Ownership Form: Disposed of, or Beneficially Owned (Instr. 4)  8. Ownership Form: Disposed of, or Beneficially Owned (Instr. 4)  8. Ownership Form: Disposed of, or Beneficially Owned (Inst															Form filed by More than One Reporting					
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  3. Transaction Code (Instr. 6)  Code V Amount (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed Of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed Of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired (A) or One Derivative Securities Acquired (A) or One Derivative Securities Direct (D) or Indirect One Derivative Securities Direct (D) or Indirect One Derivative Securities Direct (D) or Indirect One Derivative Securities Acquired (A) or One Derivative Securities Acquir	(City) (State) (Zip) Rule 10b5-1(c) Transac									ction Ind	icati	on								
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)   3. Transaction (Date (Instr. 3)   4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and Disposed Of (D) (Instr. 4)   3. Transaction (Date (Instr. 3) (Instr. 4)   4. Title and Expiration Date (Month/Day/Year) (Instr. 3)   4. Securities (Instr. 3)   5. Amount of Securities (Instr. 4)   5. Transaction Date (Month/Day/Year) (Instr. 4)   6. Ownership (Instr. 4)																		ritten p	olan that is in	tended
Date (Month/Day/Year)   Farmanaction (D) of Indirect (D) or (Instr. 4)   Code (Instr. 3)   Amount (A) or (D)   Price (D) or (Instr. 4)   Price (D)			Table	I - No	on-Deriva	tive S	ecur	ities	Acc	quired,	Dis	posed of	, or E	Benefic	ially	Owr	ned			
Class A Subordinate Voting Shares    Code   V   Amount   (A) or (D)   Price   Transaction(s) (Instr. 3 and 4)	Date				Execution Da Year) if any			.	, Transaction Code (Instr.		Disposed Of (D) (Instr. 3,			4 and Secur Benef Owne		ties cially d	Form (D) o Indir	n: Direct or ect (I)	of Indirect Beneficial Ownership	
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)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security Security Security Security Security Security Security Security (Instr. 3)  Amount or Derivative Security (Instr. 4)  Amount or Derivative Security (Instr. 4)  Amount or Derivative Security (Instr. 4)  Amount or Indirect Following Reported Transaction(s) (Instr. 4)  Amount or Indirect Following Reported Transaction(s) (Instr. 4)										Code	v	Amount		Price	Trans		action(s)			
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  (Instr. 3)  (Instr. 3)  (Instr. 4)	Class A Subordinate Voting Shares 06/27/20				23			S <sup>(1)</sup>		5,886	D	\$2.91	5(2)	22,405		D				
Derivative Security (Instr. 3)  Price of Derivative Security Security Security  Price of Derivative Security Security Security Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Price of Derivative Security Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Amount of Securities Security (Instr. 4) Securities Securities Securities Securities Security (Instr. 4) Securities Securi			Tab	le II												Owne	d			
Date Expiration of	Derivative Security	Conversion or Exercise Price of Derivative	Date	Exec if any	ution Date,	Transa Code (l	nsaction de (Instr.  Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		rative rities ired r osed )	Expiration Date (Month/Day/Year)			Amount of Securities Underlying Derivative Security (Instr. 3 and 4		Derivative Security (Instr. 5)		derivative Securities Beneficially Owned Following Reported Transaction(s)		Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)

## Explanation of Responses:

- 1. This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 29, 2022.
- 2. Represents a weighted average sale price for multiple sale transactions ranging from \$2.955 to \$2.800 per share, as converted from Canadian dollars. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.

Jacob M. Phillips, Attorney-

in-Fact

06/29/2023

\*\* 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.