

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 25, 2023

VERANO HOLDINGS CORP.
(Exact Name of Registrant as Specified in its Charter)

British Columbia
(State or Other Jurisdiction
of Incorporation)

000-56342
(Commission
File Number)

98-1583243
(IRS Employer
Identification No.)

415 North Dearborn Street, 4th Floor,
Chicago, Illinois
(Address of Principal Executive Offices)

60654
(Zip Code)

(312) 265-0730
(Registrant's Telephone Number, Including Area Code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
N/A	N/A	N/A

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On May 25, 2023, Verano Holdings Corp. (the “Company”) issued a press release announcing the grand opening of Zen Leaf Pittsburgh McKnight on Friday, May 26, 2023, bringing the Company’s total affiliated dispensary count to 17 in Pennsylvania and 128 nationwide. A copy of such press release is filed as Exhibit 99.1 to this report.

The information furnished under this item 8.01, including Exhibit 99.1 incorporated by reference herein, shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section and shall not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued on May 25, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VERANO HOLDINGS CORP.

Date: May 25, 2023

By: /s/ Darren Weiss

Name: Darren Weiss

Title: Chief Operating Officer, Chief Legal Officer, General Counsel &
Secretary



Verano Announces the Opening of Zen Leaf Pittsburgh McKnight, the Company's 17th Affiliated Pennsylvania Dispensary and 128th Retail Location Nationwide

- Zen Leaf Pittsburgh McKnight is the Company's 17th affiliated dispensary and sixth retail location in the greater Pittsburgh area, joining existing local outlets in Cranberry, Monroeville, New Kensington, Pittsburgh Robinson and Washington
- The dispensary is based in Allegheny County, the second largest county in Pennsylvania with a population of over 1.2 million¹
- Verano's active operations span 13 states, comprised of 128 dispensaries and 13 cultivation and processing facilities with more than 1 million square feet of cultivation capacity

CHICAGO, May 25, 2023 – Verano Holdings Corp. (CSE: VRNO) (OTCQX: VRNOF) (“Verano” or the “Company”), a leading multi-state cannabis company, today announced the grand opening of Zen Leaf Pittsburgh McKnight, located at 4778 McKnight Road, on Friday, May 26, following a ceremonial ribbon cutting at 10 a.m. Zen Leaf Pittsburgh McKnight, the Company's 17th affiliated Pennsylvania dispensary and 128th location nationwide, will be open Monday through Friday from 9 a.m. to 7 p.m., Saturday from 10 a.m. to 7 p.m., and Sunday from 10 a.m. to 4 p.m., local time.

Zen Leaf Pittsburgh McKnight is located in Allegheny County, the second most densely populated county in the Commonwealth. The McKnight location adds another convenient outlet for Pittsburgh area patients, complementing the Company's existing affiliated Zen Leaf dispensaries in Cranberry, Monroeville, New Kensington, Pittsburgh Robinson and Washington.

“We're thrilled to welcome patients at Zen Leaf Pittsburgh McKnight, our 17th affiliated dispensary location in the Commonwealth, as we further strengthen our footprint in this core Verano market,” said George Archos, Verano Founder and Chief Executive Officer. “We look forward to serving the North Pittsburgh community at Zen Leaf McKnight, where our compassionate team will provide superior hospitality, patient-centric care and a wide variety of premium products for area patients.”

Zen Leaf Pittsburgh McKnight will offer a suite of cannabis therapeutics, including the Company's signature Verano Reserve and Essence flower, concentrates and vapes, Savvy flower and extracts, and Avexia RSO cannabis oil. For additional convenience and accessibility, patients can choose to order ahead at ZenLeafDispensaries.com for express in-store or curbside pickup.

For more information about Zen Leaf medical cannabis dispensaries, visit ZenLeafDispensaries.com.

¹Source: [U.S. Census Bureau](https://www.census.gov)

About Verano

Verano is a leading, vertically integrated, multi-state cannabis operator in the U.S., devoted to the ongoing improvement of communal wellness by providing responsible access to regulated cannabis products. With a mission to address vital health and wellness needs, Verano produces a comprehensive suite of high-quality, innovative cannabis products sold under its trusted portfolio of consumer brands, including Verano™, MÜV™, Savvy™, BITS™, Encore™, and Avexia™. Verano's portfolio encompasses 14 U.S. states, with active operations in 13, including 14 production facilities comprising over 1,000,000 square feet of cultivation capacity. Verano designs, builds, and operates dispensaries under retail brands including Zen Leaf™ and MÜV™, delivering a superior cannabis shopping experience in both medical and adult use markets. Learn more at www.verano.com.

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Forward Looking Statements

This press release may contain “forward-looking statements” within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Such forward-looking statements are not representative of historical facts or information or current condition, but instead represent only the Company’s beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of the Company’s control. Generally, such forward-looking statements can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “future”, “scheduled”, “estimates”, “forecasts”, “projects” “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or may contain statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “will continue”, “will occur” or “will be achieved”. Forward-looking statements involve and are subject to assumptions and known and unknown risks, uncertainties, and other factors which may cause actual events, results, performance, or achievements of the Company to be materially different from future events, results, performance, and achievements expressed or implied by forward-looking statements herein, including, without limitation, the risk factors described in the Company’s annual report on Form 10-K for the year ended December 31, 2022 filed with the U.S. Securities and Exchange Commission at www.sec.gov. The forward-looking statements contained in this press release are made as of the date of this press release, and the Company does not undertake to update any forward-looking information or forward-looking statements that are contained or referenced herein, except as may be required in accordance with applicable securities laws. All subsequent written and oral forward-looking information and statements attributable to the Company or persons acting on its behalf is expressly qualified in its entirety by this notice regarding forward-looking information and statements.

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