

OMB APPROVAL

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

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

1. Name and Address of Reporting Person* <u>Heine Josh</u> (Last) (First) (Middle) <u>224 WEST HILL STREET,</u> <u>SUITE 400</u> (Street) <u>CHICAGO</u> <u>IL</u> <u>60610</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Verano Holdings Corp.</u> [<u>VRNO</u>] Foreign Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>VP, Corporate Controller</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/08/2026</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person

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			
Common Stock, par value \$0.001	09/08/2026		M ⁽¹⁾		163	A	\$0	2,353 ⁽²⁾	D	
Common Stock, par value \$0.001	09/08/2026		F ⁽³⁾		48	D	\$6.16	2,305	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	Amount or Number of Shares				
Restricted Stock Units ⁽⁴⁾	\$0	09/08/2026		M ⁽¹⁾			163	(5)	(5)	Common Stock, par value \$0.001	163	\$0	17,091	D	

Explanation of Responses:

1. This transaction represents the settlement of vested restricted stock units into Common Stock, par value \$0.001.
2. On June 11, 2026, the Company completed a 1-for-5 reverse stock split (the "Stock Split"). The numbers of securities included herein have been adjusted to reflect the Stock Split.
3. Represents the number of shares of Common Stock, par value \$0.001 that have been withheld by the issuer to satisfy its income tax withholding and remittance obligations in connection with the net settlement of the restricted stock units and does not represent a sale.
4. The restricted stock units were granted under the Verano Holdings Corp. Stock and Incentive Plan on March 25, 2024. Each restricted stock unit reflects a contingent right to receive share of Common Stock and vested 25% on each of March 5, 2025, September 5, 2025, March 5, 2026 and September 5, 2026.
5. The restricted stock units disposed in this transaction settled on September 8, 2026.

/s/ Josh Heine

09/10/2026

** 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.