

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Spreckman David</u>  (Last) (First) (Middle) 415 N DEARBORN ST 4TH FLOOR  (Street) CHICAGO IL 60654  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Verano Holdings Corp. [ VRNOF ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Marketing Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 08/23/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 08/25/2022	

**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			
Class A Subordinate Voting Shares	08/23/2022		M <sup>(1)</sup>		1,484	A	\$0	39,896 <sup>(4)</sup>	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					
Restricted Stock Units	\$0	08/23/2022		M			8.34	(2)	(2)	Class A Subordinate Voting Shares <sup>(3)</sup>	\$0	61,279 <sup>(4)</sup>	D	

**Explanation of Responses:**

- This transaction represents the settlement of vested restricted stock units into Class A Subordinate Voting Shares.
- The restricted stock units vest 1/3rd on each 6-month anniversary of the date of grant.
- Class A Subordinate Voting Shares may be issued in lieu of Class B Proportionate Voting Shares, on an as-converted basis of 100: 1, at the discretion of the compensation committee of the board of directors.
- This amendment is being filed to correctly report the reporting person's August 23, 2022 Form 4. The earlier filed August 23, 2023 Form 4 inadvertently (a) reported the acquisition of 833 Class A Subordinate Voting Shares upon settlement of 833 vested restricted stock units, (b) reported 625 unvested restricted stock units as vesting on August 23, 2023 and (c) misstated the reporting person's restricted stock units and Class A Subordinate Voting Shares following reported transactions.

/s/ Kevan Fisher, Attorney-in-Fact 08/21/2023

\*\* 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.