

OMB APPROVAL	
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**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

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.

1. Name and Address of Reporting Person* <u>Archos George Peter</u>  (Last) (First) (Middle) 224 WEST HILL STREET, SUITE 400  (Street) CHICAGO IL 60610  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Verano Holdings Corp. [ VRNO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See remarks
	3. Date of Earliest Transaction (Month/Day/Year) 06/05/2026	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	06/05/2026		F <sup>(1)</sup>		944,668	D	\$1.17	16,286,441	D	
Common Stock, par value \$0.001								5,733,816	I	By GP Management Group, LLC
Common Stock, par value \$0.001								1,817,688	I	By Copperstone Trust
Common Stock, par value \$0.001								204,082 <sup>(2)</sup>	I	By E&P Archos Holdings, LLC
Common Stock, par value \$0.001								204,082 <sup>(2)</sup>	I	By E&P Archos Holdings II, LLC
Common Stock, par value \$0.001								4,420,790	I	By Archos Capital Group, LLC

**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)
					(A)	(D)	Date Exercisable	Expiration Date					
					Code	V	(A)	(D)	Title	Amount or Number of Shares			

**Explanation of Responses:**

1. 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 following the issuance and vesting of 2,500,000 restricted stock units of the issuer on June 1, 2026 and remittance obligations in connection with the net settlement of the restricted stock units and does not represent a sale. Such restricted stock units settled into shares of Common Stock on June 5, 2026.

2. Due to the Reporting Person's 2% membership interest in the E&P Archos Holdings, LLC and E&P Archos Holdings II, LLC (together, the "LLCs"), the Reporting Person may be deemed to beneficially own the number of shares detailed in Table I. This filing shall not be deemed an admission that such Reporting Person is, for purposes of section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of the equity securities reported in Table I owned by the LLCs. Mr. Archos expressly disclaims his beneficial ownership of the shares reported in Table I owned by the LLCs.

**Remarks:**

Chair, Chief Executive Officer and President

/s/ Laura Marie Kalesnik,  
Attorney-in-Fact

06/09/2026

\*\* 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.**