

**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): June 2, 2026

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

**Nevada
(State or Other Jurisdiction
of Incorporation)**

**000-56342
(Commission
File Number)**

**98-1583243
(IRS Employer
Identification No.)**

**224 West Hill Street, Suite 400
Chicago, Illinois
(Address of Principal Executive Offices)**

**60610
(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 3.03. Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this report is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 2, 2026, Verano Holdings Corp. (the “Company”) filed a Certificate of Change (the “Certificate of Change”) with the Secretary of State of the State of Nevada to effectuate a 1-for-5 reverse stock split (the “Reverse Stock Split”) of the Company’s issued and outstanding shares of common stock. The Reverse Stock Split is expected to become effective at 12:01 a.m. Pacific Time on June 11, 2026, and the Company’s common stock is expected to begin trading on a split-adjusted basis when the market opens on June 11, 2026.

As previously announced by the Company, when the Reverse Stock Split becomes effective, every 5 shares of common stock issued and outstanding will be automatically reclassified and combined into one share of common stock. As of June 4, 2026, the Company has 365,077,512 shares of common stock outstanding, and assuming no additional shares of common stock are issued, the Reverse Stock Split will reduce the issued and outstanding shares of common stock to approximately 73,015,502 shares of common stock. Any additional shares of common stock issued prior to the Reverse Stock Split will be adjusted on the ratio described above. Upon completion of the Reverse Stock Split, the Company anticipates that its common stock will continue to trade on Cboe Canada and OTCQX under the symbol “VRNO”.

The Company will not be issuing fractional post-Reverse Stock Split shares of common stock in connection with the Reverse Stock Split. Stockholders who would otherwise hold a fractional share of the Company’s common stock following the Reverse Stock Split is expected to receive a cash payment in lieu thereof at a price equal to that fractional share to which the stockholder would otherwise be entitled—multiplied by the closing sale price of the common stock on Cboe Canada, as adjusted for the Reverse Stock Split—on the trading day preceding the effective date of the Reverse Stock Split. Each stockholder’s percentage ownership interest in the Company and proportional voting power will remain unchanged as a result of the Reverse Stock Split, except for adjustments that will result from rounding fractional shares down to whole shares.

In addition, a proportionate adjustment will be made to the per share exercise price and the number of shares issuable upon the exercise of all outstanding stock options and restricted stock units, and to any other securities convertible into shares of common stock, in accordance with the respective terms thereof.

The foregoing description of the Certificate of Change does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Change which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Change.
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.

Date: June 8, 2026

VERANO HOLDINGS CORP.

/s/ Richard Tarapchak

Richard Tarapchak
Chief Financial Officer & Treasurer

STATE OF NEVADA

FRANCISCO V. AGUILAR
Secretary of State



C. MURPHY HEBERT
Chief Deputy Secretary of State

DEANNA L. REYNOLDS
Deputy Secretary for Commercial Recordings

**OFFICE OF THE
SECRETARY OF STATE**

Certified Copy

6/3/2026 9:02:10 AM

Work Order Number: W2026060200889
Reference Number: 20265784943
Through Date: 6/3/2026 9:02:10 AM
Corporate Name: Verano Holdings Corp.

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number	Description	Number of Pages
20265784936	Certificate Pursuant to NRS 78.209 - 06/02/2026	2



Certified By: Becky Skretta
Certificate Number: B202606036721723
You may verify this certificate
online at <https://www.nvsilverflume.gov/home>


Respectfully,

A handwritten signature in black ink that reads "FV Aguilar".

FRANCISCO V. AGUILAR
Nevada Secretary of State



FRANCISCO V. AGUILAR
 Secretary of State
 401 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov


Filed in the Office of	Business Number
 Secretary of State State Of Nevada	E52865562025-1
	Filing Number
	20265784936
	Filed On
	6/2/2026 8:29:00 AM
	Number of Pages
	2

Certificate of Change Pursuant to NRS 78.209

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

INSTRUCTIONS:

1. Enter the current name as on file with the Nevada Secretary of State and enter the Entity or Nevada Business Identification Number (NVID).
2. Indicate the current number of authorized shares and par value, if any, and each class or series before the change.
3. Indicate the number of authorized shares and par value, if any of each class or series after the change.
4. Indicate the change of the affected class or series of issued, if any, shares after the change in exchange for each issued share of the same class or series.
5. Indicate provisions, if any, regarding fractional shares that are affected by the change.
6. NRS required statement.
7. This section is optional. If an effective date and time is indicated the date must not be more than 90 days after the date on which the certificate is filed.
8. Must be signed by an Officer. Form will be returned if unsigned.

1. Entity Information:	Name of entity as on file with the Nevada Secretary of State: <div style="border: 1px solid black; padding: 2px; width: 80%;">Verano Holdings Corp.</div>		
	Entity or Nevada Business Identification Number (NVID): <div style="border: 1px solid black; padding: 2px; width: 80%;">E52865562025-1</div>		
2. Current Authorized Shares:	The current number of authorized shares and the par value, if any, of each class or series, if any, of shares before the change: 5,000,000,000 shares of Common Stock, par value \$0.001 per share 1,000,000,000 shares of Preferred Stock, par value \$0.001 per share		
3. Authorized Shares After Change:	The number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change: 1,000,000,000 shares of Common Stock, par value \$0.001 per share 1,000,000,000 shares of Preferred Stock, par value \$0.001 per share		
4. Issuance:	The number of shares of each affected class or series, if any, to be issued after the change in exchange for each issued share of the same class or series: One common share will be issued to record holders after the change for every 5 common shares outstanding immediately prior to the change.		
5. Provisions:	The provisions, if any, for the issuance of fractional shares, or for the payment of money or the issuance of scrip to stockholders otherwise entitled to a fraction of a share and the percentage of outstanding shares affected thereby: See attachment.		
6. Provisions:	The required approval of the stockholders has been obtained.		
7. Effective date and time: (Optional)	Date: <div style="border: 1px solid black; padding: 2px; width: 150px;">June 11, 2026</div>	Time: <div style="border: 1px solid black; padding: 2px; width: 100px;">12:01AM</div>	(must not be later than 90 days after the certificate is filed)
8. Signature: (Required)	<div style="display: flex; align-items: center;"> <div style="margin-right: 10px;"> <input checked="" type="checkbox"/> Signed by: </div> <div style="flex-grow: 1;">  </div> <div style="margin-left: 10px;"> <div style="border: 1px solid black; padding: 2px; width: 150px;">Chair, CEO and Pres</div> </div> <div style="margin-left: 20px;"> <div style="border: 1px solid black; padding: 2px; width: 80px;">6/1/2026</div> </div> </div> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> Signature of Officer Title Date </div>		

This form must be accompanied by appropriate fees.
 If necessary, additional pages may be attached to this form.

VERANO HOLDINGS CORP.

ATTACHMENT
TO
CERTIFICATE OF CHANGE

The Certificate of Change of Verano Holdings Corp. (the “Corporation”) consists of the certifications set forth on the preceding page and the additional certification set forth on this Attachment as follows:

5. The provisions, if any, for the issuance of fractional shares, or for the payment of money or the issuance of scrip to stockholders otherwise entitled to a fraction of a share and the percentage of outstanding shares affected thereby (cont'd):

In lieu of issuing any fractional share of Common Stock that would otherwise result from the change, the Corporation will pay, to each record stockholder otherwise entitled to such a fractional share, an amount in cash equal to the price per pre-change share of Common Stock on the trading day immediately preceding the effective date of the change, converted to U.S. dollars using the published exchange rate between U.S. dollars and Canadian dollars on the trading day immediately preceding the effective date of the change.