

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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>Summerer Brett Andrew</u>  (Last) (First) (Middle) 415 NORTH DEARBORN STREET 4TH FLOOR  (Street) CHICAGO IL 60654  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/25/2022	3. Issuer Name and Ticker or Trading Symbol <u>Verano Holdings Corp. [ VRNOF ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer	5. If Amendment, Date of Original Filed (Month/Day/Year) 06/25/2022  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

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Restricted Stock Units <sup>(1)</sup>	(2)	(2)	Class A Subordinate Voting Shares	0	D	
Restricted Stock Units <sup>(1)</sup>	(3)	(3)	Class A Subordinate Voting Shares	0	D	
Restricted Stock Units <sup>(4)</sup>	(5)	(5)	Class A Subordinate Voting Shares	0	D	

**Explanation of Responses:**

- The restricted stock units were granted under the Verano Holdings Corp. Stock and Incentive Plan on February 16, 2022. Each restricted stock unit reflects a contingent right to receive one Class A Subordinate Voting Share.
- The restricted stock units vest 25% on each of the 12-, 18-, 24- and 30-month anniversaries of December 1, 2021.
- The restricted stock units vest 25% on each 3-month anniversary of December 1, 2021. 7,388 of the restricted stock units are vested and have not yet been settled for Class A Subordinate Voting Shares.
- The restricted stock units were granted under the Verano Holdings Corp. Stock and Incentive Plan on June 23, 2022. Each restricted stock unit reflects a contingent right to receive one Class A Subordinate Voting Share.
- The restricted stock units vest 25% on each of the 12-, 18-, 24- and 30-month anniversaries of June 1, 2022.

Jacob M. Phillips,  
Attorney-in-Fact

09/06/2022

\*\* 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 5 (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.