



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

September 13, 2022

George Archos  
Chief Executive Officer  
Verano Holdings Corp.  
415 North Dearborn Street, 4<sup>th</sup> Floor  
Chicago, Illinois 60654

**Re: Verano Holdings Corp.  
Amendment No. 3 to Registration Statement on Form 10-12G  
Exhibit Nos. 2.3, 10.1, 10.2  
Filed September 8, 2022  
File No. 000-56342**

Dear Mr. Archos:

We have concluded our assessment of your redacted exhibits for compliance with applicable form requirements and will process your supplemental response and related materials in accordance with your request.

Sincerely,

Division of Corporation Finance