

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Under the Securities Exchange Act of 1934

Veris Residential, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

554489104

(CUSIP Number)

Erez Asset Management LLC
270 North Avenue, Suite 404,
New Rochelle, NY, 10804
(917) 455-9764

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

02/03/2026

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 554489104

1	Name of reporting person Erez REIT Opportunities LP
2	Check the appropriate box if a member of a Group (See Instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) WC

5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 4,545,539.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 4,545,539.00
11	Aggregate amount beneficially owned by each reporting person 4,545,539.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 4.87 %	
14	Type of Reporting Person (See Instructions) PN	

SCHEDULE 13D

CUSIP No.	554489104
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1	Name of reporting person Erez Asset Management LLC
2	Check the appropriate box if a member of a Group (See Instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) AF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 4,545,539.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 4,545,539.00
11	Aggregate amount beneficially owned by each reporting person 4,545,539.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 4.87 %	
14	Type of Reporting Person (See Instructions) OO	

SCHEDULE 13D

CUSIP No.	554489104
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1	Name of reporting person Bruce Schanzer
2	Check the appropriate box if a member of a Group (See Instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) AF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization UNITED STATES

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 4,545,539.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 4,545,539.00
11	Aggregate amount beneficially owned by each reporting person 4,545,539.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 4.87 %	
14	Type of Reporting Person (See Instructions) IN, HC	

SCHEDULE 13D

CUSIP No.	554489104
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1	Name of reporting person Moishe Gubin
2	Check the appropriate box if a member of a Group (See Instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) PF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization UNITED STATES

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 145,000.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 145,000.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 145,000.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 0.16 %	
14	Type of Reporting Person (See Instructions) IN	

SCHEDULE 13D

Item 1. Security and Issuer

(a) Title of Class of Securities:

Common Stock, par value \$0.01 per share

(b) Name of Issuer:

Veris Residential, Inc.

(c) Address of Issuer's Principal Executive Offices:

HARBORSIDE 3, 210 HUDSON ST., STE. 400, JERSEY CITY, NEW JERSEY , 07311.

Item 1 Comment: This statement on Schedule 13D (the "Schedule 13D") relates to the shares of Common Stock, par value \$0.01 per share (the "Common Stock"), of Veris Residential, Inc., a Maryland corporation (the "Issuer").

Item 2. Identity and Background

- (a) This statement is being filed by (i) Erez REIT Opportunities LP, a Delaware limited partnership ("Erez Opportunities"), with respect to the shares of Common Stock directly held by it, (ii) Erez Asset Management LLC, a Delaware limited liability company ("Erez Asset Management"), with respect to the shares held by Erez Opportunities and certain funds and accounts managed by Erez Asset Management, (iii) Bruce Schanzer ("Mr. Schanzer," and, together with Erez Opportunities and Erez Asset Management, the "Erez Reporting Persons"), a citizen of the United States who serves as Chairman, Chief Investment Officer and sole member of Erez Asset Management, with respect to the shares held by Erez Opportunities, and (iv) Moishe Gubin, a citizen of the United States ("Mr. Gubin," together with the Erez Reporting Persons, the "Reporting Persons"), with respect to the shares of Common Stock held by Gubin Enterprises LP, an Indiana limited partnership (the "Gubin Fund"). EROF GP LLC, a Delaware limited liability company, serves as the general partner of Erez Opportunities ("EROF GP").
- (b) The business address of each of the Erez Reporting Persons and EROF GP is 270 North Avenue, Suite 404, New Rochelle, NY 10804. The business address of Mr. Gubin is 2477 East Commercial Boulevard, Ft. Lauderdale, FL 33308.
- (c) The principal business of Erez Opportunities is as a private fund engaged in investment in securities for its own account. The principal business of Erez Asset Management is to serve as an investment manager. The principal business of EROF GP is to serve as the general partner of Erez Opportunities. The principal business of Mr. Schanzer is to serve as the Chairman and Chief Investment Officer of Erez Asset Management. The principal business of Mr. Gubin is to serve as an investor in and an executive of various real estate investment companies.
- (d) Neither any of the Reporting Persons nor EROF GP, during the last five years, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

- (e) Neither any of the Reporting Persons nor EROF GP, during the last five years, has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, was, or is subject to, a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.
- (f) Erez Opportunities is a Delaware limited partnership. Erez Asset Management is a Delaware limited liability company. EROF GP is a Delaware limited liability company. Mr. Schanzer is a citizen of the United States of America. Mr. Gubin is a citizen of the United States.

Item 3. Source and Amount of Funds or Other Consideration

The Erez Reporting Persons used approximately \$70.5 million (including commissions) of the working capital of Erez Opportunities to purchase the shares of Common Stock reported in this Schedule 13D as beneficially owned by the Erez Reporting Persons.

Mr. Gubin used approximately \$2.1 million (excluding commissions) of personal funds to purchase the shares of Common Stock reported in this Schedule 13D as beneficially owned by Mr. Gubin.

Positions in the shares of Common Stock may be held in margin accounts and may be pledged as collateral security for the repayment of debit balances in such accounts. Because other securities may be held in such margin accounts, it may not be possible to determine the amounts, if any, of margin used to purchase the shares of Common Stock.

Item 4. Purpose of Transaction

The Reporting Persons believe that the securities of the Issuer are undervalued and represent an attractive investment opportunity.

The Reporting Persons have had, and intend to continue to have, discussions with the Board of Directors of the Issuer (the "Board") and management regarding corporate governance, including the composition of the Board, operations, capital allocation, and the strategy and plans of the Issuer, including the pace of asset dispositions and strategic transactions more generally. On December 1, 2025, the Erez Reporting Persons sent a letter to the Chair of the Board and the Chief Executive Officer of the Issuer, stating their belief that the Board should commence a publicly announced and broadly marketed formal review of strategic alternatives. A copy of the letter is attached as Exhibit 99.1 hereto and is incorporated by reference herein.

The Reporting Persons intend to have additional discussions with certain members of the Board and the Issuer's management about the foregoing matters, and may discuss other matters including, without limitation, the Issuer's management, capital structure and/or corporate structure, dividend and/or buyback policies and compensation practices and may communicate with other stockholders and/or third parties regarding the Issuer and any or all of the foregoing. The Reporting Persons may explore, develop and/or make plans and/or proposals (whether preliminary or final) with respect to the foregoing, including prior to forming an intention to engage in such plans and/or make such proposals.

The Reporting Persons intend to review their investment in the Issuer on a continuing basis and depending upon various factors, including, without limitation, the Issuer's financial position and strategic direction, the outcome of any discussions or matters referenced above, overall market conditions, other investment opportunities available to the Reporting Persons, and the availability of securities of the Issuer at prices that would make the purchase or sale of such securities desirable, the Reporting Persons may endeavor (i) to increase or decrease their position in the Issuer through, among other things, the purchase or sale of securities of the Issuer, including through transactions involving the Common Stock and/or other equity, debt, notes, other securities, or derivative or other instruments that are based upon or relate to the value of securities of the Issuer in the open market or in private transactions, including through a trading plan created under Rule 10b5-1(c) or otherwise, on such terms and at such times as the Reporting Persons may deem advisable and/or (ii) to enter into transactions that increase or hedge their economic exposure to the Common Stock without affecting their beneficial ownership of the Common Stock. In addition, the Reporting Persons may, at any time and from time to time, (i) review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect thereto and (ii) consider or propose one or more of the actions described in subparagraphs (a) - (j) of Item 4 of Schedule 13D.

Except as set forth herein, the Reporting Persons have no present plan or proposal that would relate to or result in any of the matters set forth in subparagraphs (a)-(j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer

- (a) See rows (11) and (13) of the cover pages to this Schedule 13D for the aggregate number of shares of Common Stock and percentage of shares of Common Stock beneficially owned by the Reporting Persons. The aggregate percentage of shares of Common Stock reported beneficially owned by the Reporting Persons is based upon 93,426,375 shares of Common Stock outstanding as of October 22, 2025, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2025, filed with the Securities and Exchange Commission (the "SEC") on October 22, 2025.

As of the close of business on the date hereof, the Erez Reporting Persons may be deemed to beneficially own 4,545,539 shares of Common Stock, representing approximately 4.87% of the shares of Common Stock outstanding. As of the close of business on the date hereof, Mr. Gubin may be deemed to beneficially own 145,000 shares of Common Stock, representing approximately 0.16% of the shares of Common Stock outstanding.

The Erez Reporting Persons and Mr. Gubin may be deemed to have formed a "group" within the meaning of Section 13(d)(3) of the Act and the "group" may be deemed to beneficially own an aggregate of 4,690,539 shares of Common Stock, representing approximately 5.02% of the outstanding Common Stock. Each of the Erez Reporting Persons expressly disclaims beneficial ownership of the shares of Common Stock beneficially owned by Mr. Gubin, who expressly disclaims beneficial ownership of the shares of Common Stock beneficially owned by each of the Erez Reporting Persons.

- (b) See rows (7) through (10) of the cover pages to this Schedule 13D for the shares of Common Stock as to which the Reporting Persons have the sole or shared power to vote or direct the vote and sole or shared power to dispose or to direct the disposition.
- (c) The transactions in the shares of Common Stock effected by the Reporting Persons during the past sixty (60) days, which were all in the open market, are set forth on Annex A attached hereto and incorporated by reference herein.
- (d) Except for the Erez Reporting Persons, no other person is known by the Erez Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock beneficially owned by the Reporting Persons. Except for Mr. Gubin and the Gubin Fund, no other person is known by Mr. Gubin to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock beneficially owned by the Reporting Persons.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Except as set forth herein, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 hereof and between such persons and any person with respect to any securities of the Issuer, including any class of the Issuer's securities used as a reference security, in connection with any of the following: call options, put options, security-based swaps or any other derivative securities, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits.

Exhibit 99.1. - Letter, dated December 1, 2025.

Exhibit 99.2. - Joint Filing Agreement, dated February 5, 2026.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Erez REIT Opportunities LP

Signature: /s/ Bruce Schanzer

Name/Title: By: EROF GP LLC, By: Bruce Schanzer, Managing Member

Date: 02/05/2026

Erez Asset Management LLC

Signature: /s/ Bruce Schanzer

Name/Title: Bruce Schanzer, Managing Member

Date: 02/05/2026

Bruce Schanzer

Signature: /s/ Bruce Schanzer

Name/Title: Bruce Schanzer

Date: 02/05/2026

Moishe Gubin

Signature: /s/ Moishe Gubin

Name/Title: Moishe Gubin

Date: 02/05/2026

Transactions in the Shares of Common Stock of the Issuer by the Reporting Persons During the Past Sixty (60) Days

The following tables sets forth all transactions in the shares of Common Stock reported herein effected during the past sixty (60) days by the Reporting Persons. Except as noted below, all such transactions were effected by the Erez Reporting Persons in the open market through brokers and the price per share includes commissions. Except as noted below, all such transactions were effected by Mr. Gubin in the open market through brokers and the price per share excludes commissions. Where a price range is provided in the column titled “Price Range (\$)”, the price reported in the column titled “Price Per Share (\$)” is a weighted average price. These shares of Common Stock were sold or purchased in multiple transactions at prices between the price ranges indicated in the column titled “Price Range (\$)”. All prices are denominated in U.S. dollars. The Reporting Persons will undertake to provide to the staff of the SEC, upon request, full information regarding the shares of Common Stock sold or purchased at each separate price.

Erez Opportunities

Trade Date	Shares Purchased (Sold)	Price Per Share (\$)
12/10/2025	30,000	14.63
01/05/2026	50,000	14.65
01/06/2026	50,000	14.86
01/07/2026	50,000	15
01/09/2026	50,000	14.78
01/26/2026	50,000	14.79
01/28/2026	35,000	14.73
01/29/2026	17,146	14.98
01/30/2026	8,768	14.97
02/03/2026	4,878	15.17

Erez Asset Management

Trade Date	Shares Purchased (Sold)	Price Per Share (\$)
02/02/2026	35,000	15.16
02/03/2026	30,122	15.19

Mr. Gubin

Trade Date	Shares Purchased (Sold)	Price Per Share (\$)	Price Range (\$)
01/20/2026	15,000	14.72	14.71 – 14.73
01/22/2026	15,000	14.81	
01/23/2026	50,150	14.71	14.63 – 14.72
01/26/2026	24,850	14.74	14.72 – 14.75
01/27/2026	5,000	14.78	
01/28/2026	35,000	14.72	14.69 – 14.77

Letter, dated December 1, 2025



December 1, 2025

Veris Residential, Inc.
210 Hudson Street, Suite 400
Jersey City, NJ 07311
Attention: Tammy Jones and Mahbod Nia (via email)

Dear Ms. Jones and Mr. Nia:

I am writing on behalf of Erez Asset Management, a value-oriented investment fund known for its rigorous, bottom-up diligence across the REIT sector. We currently hold over 4% of Veris' outstanding common shares, making us one of the Company's largest active shareholders.

Veris owns an attractive portfolio of multifamily assets in supply-constrained, high-growth markets, which should provide a strong foundation for value creation. Yet, despite the quality of these properties, Veris trades at a discount to net asset value of over 30%. This discount has been remarkably persistent: Veris has traded at a discount to consensus net asset value for all but 15 trading days over the last 10 years.

Despite management's efforts to enhance the Company's performance and valuation through asset sales, debt reduction, capital investments and operational initiatives, the significant gap between Veris' intrinsic value and its valuation in the public markets persists. And, in our view, given the nature of Veris' challenges, incremental improvements and further one-off asset sales are unlikely to close this gap. Clearly, a different approach is needed.

We believe the most credible and timely path to realizing full value is for the Board to commence a formal review of strategic alternatives that is publicly announced and broadly marketed. Indeed, it is telling that all three of the Company's most comparable apartment REIT peers - Aimco, Centerspace and Elme - have announced strategic alternatives processes. We believe Veris should similarly embrace this approach to maximize value for its shareholders.

Based on our detailed asset-by-asset underwriting and valuation we estimate that shareholders could realize approximately \$22-\$25 per share in a sale, *after transaction expenses*, representing roughly a 40-70% premium to Veris' current share price.

We believe the Board has a fiduciary obligation to act decisively and expeditiously. Accordingly, we urge you to promptly initiate a comprehensive review of strategic alternatives, accompanied by a public announcement and broad dissemination of the opportunity to all qualified parties.

We respectfully request the opportunity to meet with the Board within the next two weeks to present our analysis and begin a constructive dialogue on the perspective outlined in this letter. Our preference is to engage privately with the Board on these critical matters.

However, given the significant opportunity for value creation at Veris, we are prepared to share our views with the Company's shareholders, if necessary.

Please respond promptly so that a meeting can be scheduled.

We hope you will embrace our perspective and work with us for the benefit of all Veris shareholders.

Sincerely,

/s/ Bruce Schanzer

Bruce Schanzer
Chairman and Chief Investment Officer
Erez Asset Management, LLC

cc: Akiva Katz and Ronald Dickerman (via email)

Joint Filing Agreement, dated February 5, 2026

PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to such statement on Schedule 13D may be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the other except to the extent that he or it knows that such information is inaccurate.

DATE: February 5, 2026

EREZ REIT OPPORTUNITIES LP

By: EROF GP LLC

By: /s/ Bruce Schanzer

Name: Bruce Schanzer

Title: Managing Member

EREZ ASSET MANAGEMENT LLC

By: /s/ Bruce Schanzer

Name: Bruce Schanzer

Title: Managing Member

/s/ Bruce Schanzer

BRUCE SCHANZER

/s/ Moishe Gubin

MOISHE GUBIN