

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Veris Residential, Inc.

(Name of Issuer)

Common Stock
(Title of Class of Securities)

554489104
(CUSIP Number)

December 31, 2023
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in 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*).

1	Names of Reporting Persons H/2 CREDIT MANAGER LP	
2	Check the appropriate box if a member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	Sec Use Only	
4	Citizenship or Place of Organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0
	6	Shared Voting Power 4,297,314
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 4,297,314
9	Aggregate Amount Beneficially Owned by Each Reporting Person 4,297,314	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) Not Applicable	
11	Percent of class represented by amount in row (9) 4.66%	
12	Type of Reporting Person (See Instructions) IA, PN	

1	Names of Reporting Persons H/2 CREDIT MANAGER GP LLC	
2	Check the appropriate box if a member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	Sec Use Only	
4	Citizenship or Place of Organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0
	6	Shared Voting Power 4,297,314
	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 4,297,314
9	Aggregate Amount Beneficially Owned by Each Reporting Person 4,297,314	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) Not Applicable	
11	Percent of class represented by amount in row (9) 4.66%	
12	Type of Reporting Person (See Instructions) OO	

Item 1.**(a) Name of Issuer:**

Veris Residential, Inc.

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

Harborside 3, 210 Hudson St, Suite 400, Jersey City, NJ 07311

Item 2.**(a) Name of Person Filing:**

This Schedule 13G is filed by:

- (i) H/2 Credit Manager LP is the principal investment manager to a number of private funds (collectively, the "H/2 Funds"). H/2 SO Manager IV LP and H/2 SO Manager V LP are Delaware limited partnerships and relying advisers to H/2 Credit Manager LP that serve as investment managers to certain H/2 Funds. The shares reported in this Schedule 13G are held in the H/2 Funds advised by H/2 SO Manager IV LP and H/2 SO Manager V LP.
- (ii) H/2 Credit Manager GP LLC is the general partner of H/2 Credit Manager LP. Together with H/2 SO Manager GP IV LLC and H/2 SO Manager GP V LLC, the general partners of the relying advisers, H/2 Credit Manager GP LLC may be deemed to be the indirect beneficial owners of the shares of Common Stock by virtue of such position.

(b) Address of Principal Business Office or, if None, Residence:

H/2 Credit Manager LP
680 Washington Boulevard, Seventh Floor
Stamford, CT 06901

(c) Citizenship:

H/2 Credit Manager LP is a Delaware limited partnership.

H/2 Credit Manager GP LLC is a Delaware liability company.

(d) Title and Class of Securities: Common Stock**(e) CUSIP No.:**
554489104

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act;
- (b) Bank as defined in Section 3(a)(6) of the Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Act;
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j) A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership

The beneficial ownership of each of the Reporting Persons as of December 31, 2023 is as follows:

1. H/2 Credit Manager LP
 - (a) **Amount Beneficially Owned:** 4,297,314
 - (b) **Percent of Class:** 4.66%
 - (c) **Number of shares as to which such person has:**
 - (i) **Sole power to vote or to direct the vote:** 0
 - (ii) **Shared power to vote or to direct the vote:** 4,297,314
 - (iii) **Sole power to dispose or to direct the disposition of:** 0
 - (iv) **Shared power to dispose or to direct the disposition of:** 4,297,314
 2. H/2 Credit Manager GP LLC
 - (d) **Amount Beneficially Owned:** 4,297,314
 - (e) **Percent of Class:** 4.66%
 - (f) **Number of shares as to which such person has:**
 - (v) **Sole power to vote or to direct the vote:** 0
 - (vi) **Shared power to vote or to direct the vote:** 4,297,314
 - (vii) **Sole power to dispose or to direct the disposition of:** 0
 - (viii) **Shared power to dispose or to direct the disposition of:** 4,297,314
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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

Item 6. Ownership of more than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company or control person.

Not Applicable

Item 8. Identification and classification of members of the group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications.

By signing below the signatory certifies that, to the best of his knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

Dated: February 14, 2024

H/2 CREDIT MANAGER LP

By: H/2 CREDIT MANAGER GP LLC, its General Partner

By: /s/ Spencer Haber

Name: Spencer B. Haber

Title: Member

H/2 CREDIT MANAGER GP LLC

By: /s/ Spencer Haber

Name: Spencer B. Haber

Title: Member
