

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): **October 21, 2022 (October 17, 2022)**

**VERIS RESIDENTIAL, INC.**

(Exact Name of Registrant as Specified in Charter)

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

**1-13274**  
(Commission File Number)

**22-3305147**  
(IRS Employer  
Identification No.)

**Harborside 3, 210 Hudson St., Ste. 400  
Jersey City, New Jersey 07311**  
(Address of Principal Executive Offices) (Zip Code)

**(732) 590-1010**  
(Registrant's telephone number, including area code)

**VERIS RESIDENTIAL, L.P.**

(Exact Name of Registrant as Specified in Charter)

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

**333-57103**  
(Commission File Number)

**22-3315804**  
(IRS Employer  
Identification No.)

**Harborside 3, 210 Hudson St., Ste. 400  
Jersey City, New Jersey 07311**  
(Address of Principal Executive Offices) (Zip Code)

**(732) 590-1010**  
(Registrant's telephone number, including area code)

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 (*see* General Instruction A.2. below):

- 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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.01	VRE	New York Stock Exchange

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

As previously disclosed in a Form 8-K/A filed on April 22, 2022, Veris Residential, Inc. (the “Company”), the general partner of Veris Residential, L.P. through which the Company conducts its business (the “Operating Partnership,” and together with the Company, the “Registrants”), entered into an Independent Consulting Services Agreement dated April 19, 2022 with Gary T. Wagner, the Company’s former Executive Vice President, General Counsel and Secretary (the “Consulting Agreement”). On October 17, 2022, the Company and Mr. Wagner entered into an amendment to the Consulting Agreement (the “Amendment”) to extend the term of the Consulting Agreement by one month to November 16, 2022 for an additional consulting fee of \$5,000. A copy of the Amendment is attached to this Current Report on Form 8-K as Exhibit 10.1 and is incorporated herein by reference.

*Cautionary Statements*

This Current Report on Form 8-K, including the exhibit furnished herewith, contains “forward-looking statements” within the meaning of Section 21E of the Exchange Act. Such forward-looking statements relate to, without limitation, our future economic performance, plans and objectives for future operations and projections of revenue and other financial items. Forward-looking statements can be identified by the use of words such as “may,” “will,” “plan,” “potential,” “project,” “should,” “expect,” “anticipate,” “estimate,” “target,” “continue” or comparable terminology. Forward-looking statements are inherently subject to certain risks, trends and uncertainties, many of which we cannot predict with accuracy and some of which we might not even anticipate. Although we believe that the expectations reflected in such forward-looking statements are based upon reasonable assumptions at the time made, we can give no assurance that such expectations will be achieved. Future events and actual results, financial and otherwise, may differ materially from the results discussed in the forward-looking statements as a result of various factors. Readers are cautioned not to place undue reliance on these forward-looking statements. Unless required by U.S. federal securities laws, we do not intend to update any of the forward-looking statements to reflect circumstances or events that occur after the statements are made or to conform the statements to actual results. The information contained in this Current Report on Form 8-K, including the exhibit filed herewith, should be viewed in conjunction with the consolidated financial statements and notes thereto appearing in the Registrants’ Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q.

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**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit Number</b>	<b>Exhibit Title</b>
<a href="#">10.1</a>	<a href="#">Amendment to Independent Consulting Services Agreement dated as of October 17, 2022 by and between Veris Residential, Inc. and Gary T. Wagner.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, each registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: October 21, 2022

VERIS RESIDENTIAL, INC.

By: /s/ Taryn Fielder  
Taryn Fielder  
General Counsel and Secretary

VERIS RESIDENTIAL, L.P.

By: Veris Residential, Inc.  
its general partner

Dated: October 21, 2022

By: /s/ Taryn Fielder  
Taryn Fielder  
General Counsel and Secretary

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**AMENDMENT TO INDEPENDENT CONSULTING SERVICES AGREEMENT**

THIS AMENDMENT TO INDEPENDENT CONSULTING SERVICES AGREEMENT (“Amendment”) is made and entered into on this **17th day of October 2022** (“Effective Date”), by and between Veris Residential, Inc. (“Veris” or the “Company”), having offices at Harborside 3, 210 Hudson Street, Suite 400, Jersey City, N.J. 07311 and Gary T. Wagner, an independent consultant, having an office at 11917 SW Poseidon Way, Port St. Lucie, FL 34987 (“Consultant”).

WHEREAS, Veris and Consultant entered into an Independent Consulting Services Agreement effective April 16, 2022 (the “Agreement”); and

WHEREAS, by its terms, the Agreement ends on October 16, 2022; and

WHEREAS, Veris and Consultant wish to extend the Term of the Agreement;

NOW THEREFORE, In consideration of the mutual promises and covenants contained in this Amendment, and intending to be legally bound, Veris and Consultant agree as follows:

1. **Term.**

Consultant shall continue to perform the Consulting Services, as described in the Agreement, through **November 16, 2022 (“Extended Term”)**, unless the Agreement is otherwise terminated pursuant to its terms. Upon the conclusion of the Extended Term, the Agreement may, upon the mutual agreement of Veris and Consultant, be renewed for successive thirty (30) day periods, each an Extended Term, subject to the same terms and conditions as set forth in the Agreement.

2. **Compensation.**

As compensation for the Consulting Services to be provided by Consultant during each Extended Term, at the conclusion of each Extended Term or the termination of the Agreement, if earlier, Veris shall provide Consultant with a lump sum of \$5,000.00 (“Consulting Fee”). Veris shall issue an IRS Form 1099 to Consultant reflecting the Consulting Fee.

3. **Remaining Terms and Conditions.**

All other terms and conditions of the Agreement not otherwise amended by this Amendment, shall remain in full force and effect during each Extended Term.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment to be effective as of the Effective Date.

**CONSULTANT:**

**VERIS RESIDENTIAL, INC.**

/s/ Gary T. Wagner

**GARY T. WAGNER**

By: /s/ Taryn Fielder

**Taryn Fielder**

**Executive Vice President & General Counsel**

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