

**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): **November 25, 2022 (November 25, 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 8.01 Other Events.

On November 25, 2022, the Board of Directors (the "Board") of Veris Residential, Inc. (the "Company") responded in writing (the "Response Letter") to the Kushner Companies regarding its proposal to acquire the Company for \$16.00 per share. The Board unanimously believes that the Kushner Companies' \$16.00 per share proposal grossly undervalues the Company and denies shareholders the substantial, long-term value expected to be unlocked from the Company's nearly complete strategic transformation. The Board remains open to evaluating any proposals to maximize value for all shareholders. A copy of the Response Letter is attached hereto as Exhibit 99.1

and is incorporated herein by reference.

Cautionary Statements

This Current Report on Form 8-K, including the exhibits 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.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Exhibit Title
99.1	Response Letter from the Board, dated November 25, 2022.
104.1	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

SIGNATURES

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

VERIS RESIDENTIAL, INC.

Date: November 25, 2022

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

VERIS RESIDENTIAL, L.P.

Date: November 25, 2022

By: Veris Residential, Inc.
its general partner
By: /s/ Taryn Fielder
Taryn Fielder
General Counsel and Secretary

EXHIBIT INDEX

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November 25, 2022

VIA EMAIL

Mr. Charles Kushner
Kushner Companies
767 Fifth Avenue
New York, NY 10153

Dear Mr. Kushner,

We are writing in response to your November 21st letter to the Veris Residential, Inc. ("Veris Residential" or the "Company") Board of Directors (the "Board").

Thank you for sharing a copy of a letter from Fortress Investment Group, which indicates its willingness to finance Kushner Companies' unsolicited offer to acquire Veris Residential for \$16.00 per share. It was surprising, however, that this letter reiterated your initial proposal to purchase Veris Residential's outstanding shares at a price rejected by the Board in a public statement issued earlier this month.

The Board reaffirms its previous unanimous rejection of the proposal to acquire the Company's outstanding shares at \$16.00 per share, as communicated on November 3, 2022. As the Board wrote to you at that time and continues to believe today – following continued consultation with its financial advisors (Goldman Sachs & Co. LLC & J.P. Morgan) and legal counsel (Cadwalader, Wickersham & Taft LLP) – that price grossly undervalues the Company and denies shareholders the substantial, long-term value expected to be unlocked from Veris Residential's nearly complete strategic transformation.

The Board continues to welcome input from all shareholders, as evidenced by our consistent and extensive engagement with Kushner Companies, and we remain open to evaluating any proposals to maximize value for all shareholders.

/s/ Tammy K. Jones
Tammy K. Jones

/s/ Alan R. Batkin
Alan R. Batkin

/s/ Frederic Cumenal
Frederic Cumenal

/s/ A. Akiva Katz
A. Akiva Katz

/s/ Nori Gerardo Lietz
Nori Gerardo Lietz

/s/ Victor B. MacFarlane
Victor B. MacFarlane

/s/ Mahbod Nia
Mahbod Nia

/s/ Howard S. Stern
Howard S. Stern