# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# **SCHEDULE 13D**

### (Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

> Under the Securities Exchange Act of 1934 (Amendment No. 2)\*

# Veris Residential, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value per share (Title of Class of Securities)

> 554489104 (CUSIP Number)

Gregory Michel Madison International Realty 300 Park Avenue, 3rd Floor New York, New York 10022 (212) 688-0787

With a copy to:

Jacob Farquharson Clifford Chance US LLP 31 West 52<sup>nd</sup> Street New York, NY 10019 (212) 878-3302

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

February 26, 2023 (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 Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*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 disclosures provided in a prior cover page. 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).

	NAMES	EDEDOI						
1			RTING PERSONS					
1	MIRELF	MIRELF VI REIT INVESTMENTS II, LLC						
	СНЕСК Т	THE APPF	OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆				
2				(b) □				
-								
	SEC USE	ONLY						
3								
		OF FUND	S (SEE INSTRUCTIONS)					
4	AF							
	CUFCK	DOV IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)					
5	CHECKE	DOA IF DI	SCLOSURE OF LEGAL FROCEEDINGS IS REQUIRED FURSUANT TO THEM 2(D) OR 2(E)					
5								
	CITIZEN	SHIP OR	PLACE OF ORGANIZATION					
6	Delaware							
_								
		_	SOLE VOTING POWER					
		7	0					
NUMBER OF	SUADES	8	SHARED VOTING POWER					
BENEFICI		0	2,609,435					
OWNED BY REPORTING			SOLE DISPOSITIVE POWER					
WITH		9	0					
		_						
			SHARED DISPOSITIVE POWER					
		10	2,609,435					
11			DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	2,609,435							
	CHECK F	BOX IF TH	IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
12	children							
12								
	PERCEN	Г OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)					
13	2.86%							
10								
	TYPE OF	REPORT	ING PERSON (SEE INSTRUCTIONS)					
14	00							

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	NAMES C	FREPO	RTING PERSONS			
1	MIRELF					
L	MIKELI	VI KEII				
	СНЕСК Т	HE APPI	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆		
2				(b) 🗆		
-						
	SEC USE	ONLY				
3						
			DS (SEE INSTRUCTIONS)			
4	OO (See I	tem 3)				
-	CHECK B	OX IF D	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)			
5						
	CUTUTEN					
6		SHIPOR	PLACE OF ORGANIZATION			
0	Delaware					
			SOLE VOTING POWER			
		7				
		'				
			SHARED VOTING POWER			
NUMBER OF		8	2,609,435			
BENEFICI OWNED BY		U				
REPORTING			SOLE DISPOSITIVE POWER			
WITI	ł	9	0			
		10	SHARED DISPOSITIVE POWER			
		10	2,609,435			
	ACCINE					
11			OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	2,609,435					
	CHECK B	OX IF T	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
12	CHLCRE					
14						
	PERCEN	OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)			
13	2.86%					
	TYPE OF	REPORT	ING PERSON (SEE INSTRUCTIONS)			
14						
<b>±</b> •	00					

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	NAMES C	OF REPO	RTING PERSONS				
1		MIRELF VI (U.S.), LP					
2	CHECK 1	THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □			
3	SEC USE	ONLY					
4	SOURCE OO (See I		OS (SEE INSTRUCTIONS)				
5	CHECK I	3OX IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)				
6	CITIZEN Delaware		PLACE OF ORGANIZATION				
		7	SOLE VOTING POWER 0 SHARED VOTING POWER				
NUMBER OF BENEFICI OWNED BY	ALLY EACH	8	2,609,435				
REPORTING WITH		9	SOLE DISPOSITIVE POWER 0				
		10	SHARED DISPOSITIVE POWER 2,609,435				
11	AGGREG 2,609,435		OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
12	CHECK F	BOX IF T	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
13	<b>PERCEN</b> 2.86%	T OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)				
14	TYPE OF PN	REPORT	TNG PERSON (SEE INSTRUCTIONS)				

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	NAMES (	OF REPO	RTING PERSONS					
1	Madison	Madison International Holdings VI, LLC						
2	CHECK	THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □				
3	SEC USE	ONLY						
4	SOURCE Not Appli		OS (SEE INSTRUCTIONS)					
5	CHECK I	BOX IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)					
6	CITIZEN Delaware		PLACE OF ORGANIZATION					
NUMBER OF BENEFICI OWNED BY REPORTING WITI	ALLY Z EACH PERSON	7 8 9 10	SOLE VOTING POWER 0 SHARED VOTING POWER 2,609,435 SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER 2,609,435					
11	AGGREG 2,609,435		OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
12	CHECK I	BOX IF T	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
13	<b>PERCEN</b> 2.86%	T OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)					
14	TYPE OF OO	REPORT	TING PERSON (SEE INSTRUCTIONS)					

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	NAMES C	OF REPOI	RTING PERSONS				
1	Madison	Madison International Realty VI, LLC					
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\Box$					
2	CHECK	THE APPI	COPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □			
3	SEC USE	ONLY					
4	SOURCE Not Appli		S (SEE INSTRUCTIONS)				
5	CHECK F	BOX IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)				
	CITIZEN	SHIP OR	PLACE OF ORGANIZATION				
6	Delaware						
NUMBER OF BENEFICL OWNED BY REPORTING WITH	ALLY EACH PERSON I	7 8 9 10	SOLE VOTING POWER 0 SHARED VOTING POWER 2,609,435 SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER 2,609,435				
11	AGGREG 2,609,435		OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
12	CHECK F	BOX IF TI	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
13	<b>PERCEN</b> 2.86%	T OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)				
14	TYPE OF OO	REPORT	ING PERSON (SEE INSTRUCTIONS)				

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	NAMES		RTING PERSONS				
1							
I	MIKELF	MIRELF VII Securities REIT					
	CHECK	ГНЕ АРРІ	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆			
2	enter			(a) □ (b) □			
4				(0) =			
	SEC USE	ONLY					
3	~~~ ~~~						
5							
	SOURCE	OF FUNI	S (SEE INSTRUCTIONS)				
4	OO (See						
•	(						
	CHECK I	BOX IF D	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)				
5							
e							
	CITIZEN	SHIP OR	PLACE OF ORGANIZATION				
6	Maryland						
			SOLE VOTING POWER				
		7	0				
			SHARED VOTING POWER				
NUMBER OF BENEFICI		8	3,498,226				
OWNED BY							
REPORTING		•	SOLE DISPOSITIVE POWER				
WITH	1	9	0				
			SHARED DISPOSITIVE POWER				
		10					
		10	3,498,226				
	AGGREG	ATE AM	L DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11	3,498,226						
11	3,470,220	,					
	CHECK I	BOX IF T	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
12				_			
14							
	PERCEN	T OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)				
13	3.84%						
10							
	TYPE OF	REPORT	ING PERSON (SEE INSTRUCTIONS)				
14	00						

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	NAMES		RTING PERSONS					
1								
1	MIKELF	MIRELF VII US Securities LLC						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP							
2				(b) 🗆				
-								
	SEC USE	ONLY						
3								
4		OF FUNI	DS (SEE INSTRUCTIONS)					
4	AF							
	CHECKI		ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)					
5	CHECK	DOA IF D	ISCLOSURE OF LEGAL FROCEEDINGS IS REQUIRED FURSUANT TO THEM 2(D) OR 2(E)					
3								
	CITIZEN	SHIP OR	PLACE OF ORGANIZATION					
6	Delaware							
Ū.								
		_	SOLE VOTING POWER					
		7	0					
NUMBED OF		0	SHARED VOTING POWER					
NUMBER OF BENEFICL		8	3,498,226					
OWNED BY			SOLE DISPOSITIVE POWER					
REPORTING WITH		9						
		,						
			SHARED DISPOSITIVE POWER					
		10	3,498,226					
			OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	3,498,226							
	CUFCK	DOV IF T	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
12	CHECKI		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
14								
	PERCEN	T OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)					
13	3.84%							
-								
	TYPE OF	REPORT	ING PERSON (SEE INSTRUCTIONS)					
14	00							

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	NAMES (	<b>DE REPOI</b>	RTING PERSONS					
1			LISTED SECURITIES), LP					
1	WIKELF	MIRELF VII (0.5. LISTED SECORTIES), LI						
	CHECK	ГНЕ АРРІ	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆				
2				(b) □				
-								
	SEC USE	ONLY						
3								
U								
	SOURCE	OF FUNI	S (SEE INSTRUCTIONS)					
4	OO (See	Item 3)						
_		ŕ						
	CHECK I	BOX IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)					
5								
	CITIZEN	SHIP OR	PLACE OF ORGANIZATION					
6	Delaware							
		1						
		_	SOLE VOTING POWER					
		7	0					
NUMBER OF	CH A DEC	0	SHARED VOTING POWER					
NUMBER OF BENEFICI		8	3,498,226					
OWNED BY	EACH		SOLE DISPOSITIVE POWER					
REPORTING WITH		9	0					
vv111	1	9	U					
			SHARED DISPOSITIVE POWER					
		10	3,498,226					
		10	3,478,420					
	AGGREG	GATE AM	I DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	3,498,226							
	5,150,220							
-	CHECK I	BOX IF TI	IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
12								
	PERCEN	T OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)					
13	3.84%							
10								
	TYPE OF	REPORT	ING PERSON (SEE INSTRUCTIONS)					
14	PN							
ТД								

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	NAMES C	OF REPOI	RTING PERSONS				
1	Madison	Madison International Holdings VII, LLC					
	CHIP CHI T						
2	CHECK 1	ГНЕ АРРІ	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □			
3	SEC USE	ONLY					
4	SOURCE Not Appli		OS (SEE INSTRUCTIONS)				
5	CHECK B	BOX IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)				
6	CITIZENS Delaware		PLACE OF ORGANIZATION				
NUMBER OF 3 BENEFICL OWNED BY REPORTING 3 WITH	ALLY EACH PERSON	7 8 9 10	SOLE VOTING POWER 0 SHARED VOTING POWER 3,498,226 SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER 3,498,226				
11	AGGREG 3,498,226		DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
12	CHECK B	BOX IF TI	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
13	<b>PERCEN</b> 3.84%	T OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)				
14	TYPE OF OO	REPORT	ING PERSON (SEE INSTRUCTIONS)				

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1     Madison International Realty VII, LLC       2     CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
2	(a)
	(u) 🗆
	(b) 🗆
3 SEC USE ONLY	
5	
SOURCE OF FUNDS (SEE INSTRUCTIONS) 4 Not Applicable.	
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) 5	
CITIZENSHIP OR PLACE OF ORGANIZATION 6 Delaware	
<b>SOLE VOTING POWER</b>	
NUMBER OF SHARES     SHARED VOTING POWER       3,498,226	
BENEFICIALLY OWNED BY EACH	
REPORTING PERSON WITH     SOLE DISPOSITIVE POWER       0     0	
<b>SHARED DISPOSITIVE POWER</b> 3,498,226	
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 3,498,226	
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
12	
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
<b>13</b> 3.84%	
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	
14 00	

# - 11 -

	NAMES (	)F REPOI	RTING PERSONS			
1			onal Realty Partners, LP			
2	CHECK 1	THE APPI	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □		
3	SEC USE	ONLY				
4	SOURCE Not Appli		S (SEE INSTRUCTIONS)			
5	CHECK F	BOX IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)			
6	CITIZEN: Delaware		PLACE OF ORGANIZATION			
		7	SOLE VOTING POWER 0 SHARED VOTING POWER			
NUMBER OF BENEFICI OWNED BY	ALLY	8	6,107,661			
REPORTING	PERSON	9	SOLE DISPOSITIVE POWER 0			
		10	SHARED DISPOSITIVE POWER 6,107,661			
11	AGGREG 6,107,661		DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12	CHECK F	BOX IF TI	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
13	<b>PERCEN</b> 6.70%	Г OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)			
14	TYPE OF PN	REPORT	ING PERSON (SEE INSTRUCTIONS)			

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1       Madison International Realty Partners GP, LLC         2       CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) 🗆
	(a) □ (b) □
SEC USE ONLY	
3	
SOURCE OF FUNDS (SEE INSTRUCTIONS)	
4 Not Applicable.	
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PU	RSUANT TO ITEM 2(D) OR 2(E)
5	
CITIZENSHIP OR PLACE OF ORGANIZATION	
6 Delaware	
SOLE VOTING POWER	
7 0	
SHARED VOTING POWER	
NUMBER OF SHARES BENEFICIALLY 8 6,107,661	
OWNED BY EACH     SOLE DISPOSITIVE POWER	
WITH 9 0	
SHARED DISPOSITIVE POWER	
10 6,107,661	
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PE	RSON
<b>11</b> 6,107,661	
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERT	AIN SHARES (SEE INSTRUCTIONS)
12	
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
<b>13</b> 6.70%	
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	
<b>14</b> oo	

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	NAMES (	)F REPOI	RTING PERSONS				
1			onal Realty Holdings, LLC				
				(a) 🗆			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
3	SEC USE	ONLY					
4	SOURCE Not Appli		S (SEE INSTRUCTIONS)				
5	CHECK F	BOX IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)				
6	CITIZEN: Delaware		PLACE OF ORGANIZATION				
		7	SOLE VOTING POWER 0 SHARED VOTING POWER				
NUMBER OF BENEFICI OWNED BY	ALLY	8	6,107,661				
REPORTING	PERSON	9	SOLE DISPOSITIVE POWER 0				
		10	SHARED DISPOSITIVE POWER 6,107,661				
11	AGGREG 6,107,661		DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
12	CHECK F	BOX IF TI	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)				
13	<b>PERCEN</b> 6.70%	CENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
14	TYPE OF OO	REPORT	EPORTING PERSON (SEE INSTRUCTIONS)				

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	NAMES (	OF REPO	RTING PERSONS			
1	Ronald N	4. Dicker	man			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
3	SEC USE	ONLY				
4	SOURCE Not Appli		DS (SEE INSTRUCTIONS)			
5	CHECK I	BOX IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)			
6	CITIZEN United St		PLACE OF ORGANIZATION			
		7	SOLE VOTING POWER			
NUMBER OF BENEFICI	ALLY	8	SHARED VOTING POWER 6,107,661 SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER			
OWNED BY REPORTING WITH	PERSON	9				
		10	SHARED DISPOSITIVE POWER 6,107,661			
11	AGGREC 6,107,661		I OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12	СНЕСКІ	BOX IF T	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)			
13	<b>PERCEN</b> 6.70%	T OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)			
14	TYPE OF IN	REPOR	TING PERSON (SEE INSTRUCTIONS)			

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## INTRODUCTION

This Amendment No. 2 to Schedule 13D (the "Amendment") amends and supplements the statement on Schedule 13D originally filed with the Securities and Exchange Commission by the Reporting Persons on November 17, 2020 (as amended, restated or modified from time to time, including by this Amendment, the "Schedule 13D") with respect to the information contained therein pertaining to the Reporting Persons. Capitalized terms used and not otherwise defined in this Amendment have the meanings set forth in the Schedule 13D. This Amendment amends Items 4, 6 and 7 as set forth below.

#### ITEM 4. PURPOSE OF TRANSACTION

Item 4 of the Schedule 13D is hereby amended to include the following:

On February 26, 2023, the Reporting Persons entered into a Nomination and Cooperation Agreement (the "Nomination Agreement") with the Issuer. Pursuant to the Nomination Agreement, the Issuer agreed to appoint Ronald M. Dickerman, Founder and President of Madison International Realty, to the Issuer's board of directors (the "Board"), effective as of May 4, 2023. Additionally, the Board has agreed to include Mr. Dickerman as a Board-nominated and recommended candidate for election as a director at the Issuer's 2023 annual meeting of stockholders.

The provisions of the Nomination Agreement described above generally apply until the earlier of thirty days prior to the non-proxy access stockholder director nomination deadline for the Issuer's 2024 annual stockholders meeting or, in certain circumstances, the 2025 annual stockholders meeting, subject to certain exceptions described in the Nomination Agreement.

The Reporting Persons have agreed to various standstill provisions during the term of the Nomination Agreement, including limitations on proposing or engaging in certain extraordinary transactions and other matters involving the Issuer, prohibitions on the Reporting Persons acquiring more than 8,204,820 shares of the Issuer's outstanding common stock, engaging in proxy solicitations and other stockholder-related matters and proposals, forming groups with other investors, and engaging in short sales or any purchase, sale or grant of any option, warrant, or convertible security with respect to any security that derives any significant part of its value from a decline in the market price or value of the Issuer's securities. The Reporting Persons have also agreed to vote their shares as set forth in the Nomination Agreement, including with respect to Board elections.

The foregoing description of the Nomination Agreement does not purport to be complete and is qualified in its entirety by reference to the Nomination Agreement, which is attached as Exhibit 99.2 hereto and is incorporated herein by reference.

## ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Item 6 of the Schedule 13D is hereby amended to include the following:

On February 26, 2023, the Reporting Persons and the Issuer entered into the Nomination Agreement, as defined and described in Item 4 above and attached as Exhibit 99.2 hereto.

### ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Item 7 of the Schedule 13D is hereby amended to include the following:

Exhibit 99.2Nomination and Cooperation Agreement between Veris Residential, Inc. and the MIR Group, dated February 26, 2023 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by the Issuer on February 27, 2023).

## 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.

Date: F	ebruary 27, 2023			
	LF VI REIT INVESTMENTS II,	MIRELF VI REIT		
By:	MIRELF VI REIT, its sole and managing member	By:	MIRELF VI (U.S.), LP, its sole shareholder and trustee	
By:	MIRELF VI (U.S.), LP, its sole shareholder and trustee	By:	Madison International Holdings VI, LLC, its general partner	
By:	Madison International Holdings VI, LLC, its general partner	By:	/s/ Ronald M. Dickerman	
By: Name: Title:	/s/ Ronald M. Dickerman Ronald M. Dickerman Managing Member	Name: Title:	Ronald M. Dickerman Managing Member	
MIRELF VI (U.S.), LP		Madison International Holdings VI, LLC		
By:	Madison International Holdings VI, LLC, its general partner	By: Name: Title:	/s/ Ronald M. Dickerman Ronald M. Dickerman Managing Member	
By: Name: Title:	/s/ Ronald M. Dickerman Ronald M. Dickerman Managing Member	The.	Managing Memoer	
Madison International Realty VI, LLC		MIRELF VII Securities REIT		
By:	Madison International Realty Holdings, LLC, its managing member	By:	MIRELF VII (U.S. Listed Securities), LP, its sole shareholder and trustee	
By:	Madison International Realty Partners, LP, its managing member	By:	Madison International Holdings VII, LLC, its general partner	
By:	Madison International Realty Partners GP, LLC, its general partner	By:	/s/ Ronald M. Dickerman	
By: Name: Title:	/s/ Ronald M. Dickerman Ronald M. Dickerman Managing Member	Name: Title:	Ronald M. Dickerman Managing Member	

### MIRELF VII (U.S. Listed Securities), LP

By: Madison International Holdings VII, LLC, its general partner

By: /s/ Ronald M. Dickerman

Name: Ronald M. Dickerman

Title: Managing Member

#### Madison International Realty VII, LLC

- By: Madison International Realty Holdings, LLC, its managing member
- By: Madison International Realty Partners, LP, its managing member
- By: Madison International Realty Partners GP, LLC, its general partner

#### By: /s/ Ronald M. Dickerman

Name:Ronald M. DickermanTitle:Managing Member

#### Madison International Realty Partners, LP

- By: Madison International Realty Partners GP, LLC, its general partner
- By: /s/ Ronald M. Dickerman
- Name: Ronald M. Dickerman Title: Managing Member

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## Madison International Realty Holdings, LLC

By: Madison International Realty Partners, LP, its managing member

By: Madison International Realty Partners GP, LLC, its general partner

## By: /s/ Ronald M. Dickerman

Name: Ronald M. Dickerman

Title: Managing Member

#### Madison International Holdings VII, LLC

By: /s/ Ronald M. Dickerman

Name: Ronald M. Dickerman Title: Managing Member

#### Madison International Realty Partners GP, LLC

By: /s/ Ronald M. Dickerman

Name: Ronald M. Dickerman

Title: Managing Member

#### **Ronald M. Dickerman**

/s/ Ronald M. Dickerman

Name: Ronald M. Dickerman

## MIRELF VII US Securities, LLC

By: MIRELF VII (U.S. Listed Securities), LP, its managing member

By: Madison International Holdings VII, LLC, its general partner

By: /s/ Ronald M. Dickerman

Name:Ronald M. DickermanTitle:Managing Member

Schedule A

## Directors and Executive Officers of Madison International Realty Holdings

Name	Present Principal Occupation			
Dickerman, Ronald, Mark*	PRESIDENT			
Flaherty, Carey, Joseph	CHIEF INVESTMENT OFFICER			
Michel, Gregory, R	CHIEF COMPLIANCE OFFICER			
Hecht, Yehuda**	CHIEF FINANCIAL OFFICER			
Chen, Michael, Jiun-Yih	MANAGING DIRECTOR			
Siefert, Michael	MANAGING DIRECTOR			
Torpey, William, Kyle	MANAGING DIRECTOR			

\*Mr. Dickerman is also the President of MIRELF VI REIT and MIRELF VII Securities REIT.

\*\*Mr. Hecht is also the Treasurer and Secretary of MIRELF VI REIT and MIRELF VII Securities REIT.