

FORM 4

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

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| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

| | | | | | |
|-------------------------------------------------------------------------------------------------------|--|-----------------------------------------------------------------------------------------|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 1. Name and Address of Reporting Person* Malhari Anna | | 2. Issuer Name and Ticker or Trading Symbol Veris Residential, Inc. [VRE] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP & Chief Operating Officer | |
| (Last) (First) (Middle) C/O VERIS RESIDENTIAL, INC., HARBORSIDE 3, 210 HUDSON ST., STE. 400 | | 3. Date of Earliest Transaction (Month/Day/Year) 03/10/2022 | | | |
| (Street) JERSEY CITY, NJ 07311 | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) (State) (Zip) | | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
|-------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------|-------------------------------------------------------------------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|-------|--|
| | | | Code | V | Amount | (A) or (D) | | | | Price | |
| Time Vesting Restricted Stock Units | 03/10/2022 | | A | (1)(2) | | 8,455 | A | \$ 0 (1) | 20,497 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|-----------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Performance Vesting Restricted Stock Units | \$ 0 (3) | 03/10/2022 | | A | 9,143 | (4) | (4) | Common Stock, \$0.01 par value | 9,143 | \$ 0 (3) | 9,143 | D | |
| Outperformance Vesting Restricted Stock Units | \$ 0 (5) | 03/10/2022 | | A | 8,455 | (6) | (6) | Common Stock, \$0.01 par value | 8,455 | \$ 0 (5) | 8,455 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Malhari Anna C/O VERIS RESIDENTIAL, INC. HARBORSIDE 3, 210 HUDSON ST., STE. 400 JERSEY CITY, NJ 07311 | | | EVP & Chief Operating Officer | |

Signatures

| | |
|----------------------------------------------|---------------------|
| /s/ Anna Malhari | 03/14/2022 |
| <small>Signature of Reporting Person</small> | <small>Date</small> |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) On March 10, 2022, the reporting person was granted time vesting restricted stock units (each, a "TVRSU"). Each TVRSU represents a contingent right to receive one share of common stock, \$0.01 par value (the "Common Stock"), of Veris Residential, Inc. (the "Company").
- (2) The TVRSUs vest in three equal annual installments beginning March 10, 2023.
- (3) On March 10, 2022, the reporting person was granted performance vesting restricted stock units (each, a "PVRUSU"). Each PVRUSU represents represents a contingent right to receive one share of Common Stock.
Seventy-five percent (75%) of the PVRUSUs may vest over a three year period based on the attainment of absolute total stockholder return ("TSR") metrics by the Company over a three year performance period. The remaining twenty-five percent (25%) of the PVRUSUs may vest over a three year period based on the Company's TSR relative to the TSR of a select group of twenty-three (23) peer REITs over the same three year performance period. PVRUSUs may vest between 0% and 160% of the "target" performance level (the number of shares listed herein).
- (5) On March 10, 2022, the Company granted the reporting person outperformance vesting restricted stock units (each, a "OPVRSU"). Each OPVRSU represents represents a contingent right to receive one share of Common Stock.
- (6) The OPVRSUs may vest on March 9, 2025 from 0% to 100% based on the attainment of certain levels of adjusted funds from operations per share for the Company's fiscal year ending December 31, 2024.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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