

(Print or Type Responses)

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|--|---|--|-----------------------------------|--|--------|--|---|--|
| 1. Name and Address of Reporting Person Fielder Taryn D. | | 2. Issuer Name and Ticker or Trading Symbol Veris Residential, Inc. [VRE] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div><div>Director</div><div>X Officer (give title below)</div><div>10% Owner</div><div>Other (specify below)</div></div> <div>EVP, GENERAL COUNSEL & SEC.</div> | | | | |
| (Last) (First) (Middle) C/O VERIS RESIDENTIAL, INC., HARBORSIDE 3, 210 HUDSON STREET | | 3. Date of Earliest Transaction (Month/Day/Year) 04/29/2022 | | | | | | |
| (Street) JERSEY CITY, NJ 07311 | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <div><div>X Form filed by One Reporting Person</div><div>Form filed by More than One Reporting Person</div></div> | | | | |
| (City) (State) (Zip) | | Table 1 - 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 | 04/29/2022 | | A | (1)(2) | 17,489 | A | \$ 0 (1) | 41,984 |

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

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SEC 1474 (9-02)

| 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) |
| | | | | | | | | | | | | | | | |
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Performance Vesting Restricted Stock Units | \$ 0 (3) | 04/29/2022 | | A | | 20,418 | | (4) | (4) | Common Stock, \$0.01 par value | 20,418 | \$ 0 (3) | 20,418 | D | |
| Outperformance Vesting Restricted Stock Units | \$ 0 (5) | 04/29/2022 | | A | | 17,489 | | (6) | (6) | Common Stock, \$0.01 par value | 17,489 | \$ 0 (5) | 17,489 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fielder Taryn D. C/O VERIS RESIDENTIAL, INC. HARBORSIDE 3, 210 HUDSON STREET JERSEY CITY, NJ 07311 | | | EVP, GENERAL COUNSEL & SEC. | |

Signatures

| | | |
|---------------------------------|--|------------|
| /s/ Taryn D. Fielder | | 05/03/2022 |
| **Signature of Reporting Person | | Date |

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 April 29, 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 April 29, 2023.
- (3) On April 29, 2022, the reporting person was granted performance vesting restricted stock units (each, a "PVRSU"). Each PVRSU represents represents a contingent right to receive one share of Common Stock.
- Seventy-five percent (75%) of the PVRSUs 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
- (4) performance period. The remaining twenty-five percent (25%) of the PVRSUs 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. PVRSUs may vest between 0% and 160% of the "target" performance level (the number of shares listed herein).
- (5) On April 29, 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 April 29, 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.