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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

1. Name and Address of Reporting Person * <u>Fielder Taryn D.</u>  (Last) (First) (Middle) <u>C/O VERIS RESIDENTIAL, INC.</u> <u>HARBORSIDE 3, 210 HUDSON STREET</u>  (Street) <u>JERSEY CITY NJ 07311</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Veris Residential, Inc. [ VRE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <u>EVP, GENERAL COUNSEL &amp; SEC.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/24/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.01 par value	01/24/2023		F <sup>(1)</sup>		4,884	D	\$15.9438	37,100	D	
Time Vesting Restricted Stock Units	03/17/2023		A <sup>(2)(3)</sup>		26,169	A	\$0 <sup>(2)</sup>	63,269	D	

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Performance Vesting Restricted Stock Units	\$0 <sup>(4)</sup>	03/17/2023		A		26,766		(5)	(5)	Common Stock, \$0.01 par value	26,766	26,766	D	
Outperformance Vesting Restricted Stock Units	\$0 <sup>(6)</sup>	03/17/2023		A		26,169		(7)	(7)	Common Stock, \$0.01 par value	26,169	26,169	D	

**Explanation of Responses:**

- Forfeiture of shares for net share settlement of taxes on shares issued upon vesting of time vesting restricted stock units.
- On March 17, 2023, 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").
- The TVRSUs vest in three equal annual installments beginning March 17, 2024.
- On March 17, 2023, 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.
- Fifty percent (50%) 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 performance period. The remaining fifty percent (50%) 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).
- On March 17, 2023, 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.
- The OPVRSUs may vest on March 16, 2026 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, 2025.

/s/ Taryn D. Fielder 03/20/2023

\*\* Signature of Reporting Person Date

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

\* 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).

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

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