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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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Nia Mahbod</u> (Last) (First) (Middle) C/O VERIS RESIDENTIAL, INC. HARBORSIDE 3, 210 HUDSON ST., STE. 400 (Street) JERSEY CITY NJ 07311 (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CHIEF EXECUTIVE OFFICER
	3. Date of Earliest Transaction (Month/Day/Year) 04/22/2024	
	4. If Amendment, Date of 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

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			
Common Stock, \$0.01 par value	04/22/2024		M		51,139	A	(1)	348,603	D	
Common Stock, \$0.01 par value	04/22/2024		M		122,926	A	(2)	471,529	D	
Common Stock, \$0.01 par value	04/22/2024		F(3)		104,691	D	\$14.665	366,838	D	
Common Stock, \$0.01 par value	04/22/2024		G(4)	V	110,351	D	\$0	256,487	D	
Common Stock, \$0.01 par value	04/22/2024		G(4)	V	110,351	A	\$0	368,454	I	By family limited liability company

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						Title
Performance Vesting Restricted Stock Units	\$0(1)	04/22/2024		M			227,791	(5)	(5)	Common Stock, \$0.01 par value	227,791	(1)	0	D	
Outperformance Vesting Restricted Stock Units	\$0(2)	04/22/2024		M			122,926	(6)	(6)	Common Stock, \$0.01 par value	122,926	(2)	0	D	

Explanation of Responses:

- On April 22, 2024, the reporting person vested in 51,139 performance vesting restricted stock units and (each, a "PVRSU") and forfeited 176,652 PVRsUs that did not vest at the end of the applicable three year performance period. Each PVRSU represented a contingent right to receive one share of common stock, \$0.01 par value (the "Common Stock") of Veris Residential, Inc. (the "Company").
- On April 22, 2024, the reporting person vested in 122,926 outperformance vesting restricted stock units and (each, an "OPVRSU") that vested based upon performance criteria achieved as of December 31, 2023. Each OPVRSU represented a contingent right to receive one share of the Company's Common Stock.
- Forfeiture of shares for net share settlement of taxes on shares issued upon vesting of time vesting restricted stock units, PVRsUs and OPVRSUs.
- Represents transfer of shares to a family limited liability company in a transaction exempt from Section 16 pursuant to Rule 16a-13. The transfer is being reported on a voluntary basis to reconcile the reporting person's beneficial ownership as previously reported under Section 16.
- Seventy-five percent (75%) of the PVRsUs were eligible to vest over a three year period ended April 20, 2024 based on the attainment of absolute total stockholder return ("TSR") metrics by the Company. The remaining twenty-five percent (25%) of the PVRsUs were eligible to vest over a three year period ended April 21, 2024 based on the Company's TSR relative to the TSR of a select group of twenty-four (24) peer REITs over the same three year performance period.
- Each OPVRSU was eligible to vest on April 22, 2024 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, 2023.

/s/ Mahbod Nia

04/24/2024

** 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.