

VERINT SYSTEMS INC  
Form S-8  
June 11, 2012  
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As filed with the Securities and Exchange Commission on June 11, 2012

Registration No. 333-

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM S-8**

**REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

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**VERINT SYSTEMS INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of incorporation or organization)

**11-3200514**  
(I.R.S. Employer Identification No.)

**330 South Service Road, Melville, New York**  
(Address of Principal Executive Offices)

**11747**  
(Zip Code)

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VERINT SYSTEMS INC. 2010 LONG-TERM STOCK INCENTIVE PLAN

(Full title of the plan)

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**Peter Fante, Esq.**  
**Chief Legal Officer**  
**Verint Systems Inc.**  
**330 South Service Road**  
**Melville, New York 11747**  
(Name and address of agent for service)

**(631) 962-9600**  
(Telephone number, including area code, of agent for service)

**With copies to:**

**Randi C. Lesnick, Esq.**

Jones Day  
222 East 41st Street  
New York, New York 10017  
(212) 326-3939

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  x

Accelerated filer  o

Non-accelerated filer  o (Do not check if a smaller reporting company)

Smaller reporting company  o

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered(1)(2)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee
Common Stock, \$0.001 par value per share	297,150	\$ 27.61	\$ 8,202,825.75	\$ 940.05

(1) Pursuant to Rule 416 under the Securities Act of 1933 (the Securities Act), this Registration Statement shall include any additional shares of common stock, par value \$0.001 per share (the Common Stock), that may become issuable as a result of stock splits, stock dividends or similar transactions.

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(2) Represents 297,150 shares of Common Stock previously issued pursuant to the Verint Systems Inc. 2010 Long-Term Stock Incentive Plan to be registered for resale. The Common Stock has been previously issued to employees.

(3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) under the Securities Act, based on the average of the high and low prices of our Common Stock as reported by the NASDAQ Global Market on June 4, 2012.

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**EXPLANATORY NOTE**

This Registration Statement contains two parts. The first part contains a resale prospectus prepared in accordance with the requirements of General Instruction C to Form S-8 that covers resales of restricted securities and control securities (in each case, as defined in General Instruction C to Form S-8). This resale prospectus relates to shares of common stock, \$0.001 par value per share, of Verint Systems Inc. (the Company) previously issued to certain employees of the Company pursuant to the Verint Systems Inc. 2010 Long-Term Stock Incentive Plan. The second part of this Registration Statement contains Information Required in the Registration Statement pursuant to Part II of Form S-8.

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**REOFFER PROSPECTUS**

**VERINT SYSTEMS INC.**

**297,150 SHARES OF COMMON STOCK**

This prospectus relates to the resale, from time to time, of up to 297,150 shares of our common stock, \$0.001 par value per share, by the selling stockholders listed in this prospectus. The selling stockholders acquired such shares pursuant to grants made under the Verint Systems Inc. 2010 Long-Term Stock Incentive Plan, which we refer to in this prospectus as the Plan.

We will not receive any proceeds from sales of the shares of our common stock covered by this prospectus by any of the selling stockholders. The shares may be offered, from time to time, by any or all of the selling stockholders through ordinary brokerage transactions, in negotiated transactions or in other transactions, at such prices as he, she or they may determine, which may relate to market prices prevailing at the time of sale or be a negotiated price. See Plan of Distribution. We will bear all costs, expenses and fees in connection with the registration of the shares. Brokerage commissions and similar selling expenses, if any, attributable to the offer or sale of the shares will be borne by the selling stockholders.

Each selling stockholder and any broker executing selling orders on behalf of a selling stockholder may be deemed to be an underwriter as defined in the Securities Act of 1933, as amended, or the Securities Act. If any broker-dealers are used to effect sales, any commissions paid to broker-dealers and, if broker-dealers purchase any of the shares of common stock covered by this prospectus as principals, any profits received by such broker-dealers on the resales of shares may be deemed to be underwriting discounts or commissions under the Securities Act. In addition, any profits realized by the selling stockholders may be deemed to be underwriting commissions.

Shares of our common stock are listed on the NASDAQ Global Market under the symbol VRNT. On June 8, 2012, the last reported sale price of our common stock was \$29.44 per share.

Investing in shares of our common stock involves a high degree of risk. See Risk Factors on page 5 of this prospectus and the other risk factors set forth in our periodic and other filings with the Securities and Exchange Commission, or the SEC, including those set forth in our Annual Report on Form 10-K for the year ended January 31, 2012 and our Quarterly Reports on Form 10-Q for the quarterly periods ended thereafter, for a discussion of certain factors that should carefully be considered by prospective purchasers.

Neither the SEC nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

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This prospectus is dated June 11, 2012.

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You should rely only on the information contained in or incorporated by reference into this prospectus. We have not authorized any other person to provide you with additional information or information different from that contained in or incorporated by reference into this prospectus. The selling stockholders may, from time to time, offer to sell shares of our common stock only in jurisdictions where the offer or sale is permitted. You should not assume that the information contained in this prospectus is accurate as of any date other than the date on the front cover of this prospectus or that the information contained in any document incorporated by reference into this prospectus is accurate as of any date other than the date of the document incorporated by reference.

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**PROSPECTUS SUMMARY**

*This summary highlights information contained elsewhere in or incorporated by reference into this prospectus. This summary is not complete and does not contain all of the information that may be important to you and that you should consider before investing in shares of our common stock. You should carefully read the entire prospectus, including the section titled Risk Factors, and the other information incorporated by reference into this prospectus before making an investment decision.*

*References in this prospectus to the terms Verint, the Company, we, us and our, or other similar terms, mean Verint Systems Inc., together with its consolidated subsidiaries, unless the context indicates otherwise.*

**VERINT SYSTEMS INC.**

Verint is a global leader in Actionable Intelligence® solutions and value-added services. Our solutions enable organizations of all sizes to make more timely and effective decisions to improve enterprise performance and make the world a safer place. More than 10,000 organizations in over 150 countries including over 85% of the Fortune 100 use Verint Actionable Intelligence solutions to capture, distill, and analyze complex and underused information sources, such as voice, video, and unstructured text.

In the enterprise intelligence market, our workforce optimization and voice of the customer solutions help organizations enhance customer service operations in contact centers, branches, and back-office environments to increase customer satisfaction, reduce operating costs, identify revenue opportunities, and improve profitability. In the security intelligence market, our communications and cyber intelligence, video and situation intelligence, and public safety solutions help government and commercial organizations in their efforts to protect people and property and neutralize terrorism and crime.

We have established leadership positions in both the enterprise intelligence and security intelligence markets by leveraging our core competency in developing highly scalable, enterprise-class solutions with advanced, integrated analytics for both unstructured and structured information. Our innovative solutions are developed by approximately 1,000 employees and contractors in research and development, representing approximately one-third of our total headcount, and are evidenced by more than 520 patents and patent applications worldwide, including over 60 allowed or granted patents worldwide for the year ended January 31, 2012. We offer a range of customer services, from initial implementation to consulting to ongoing maintenance and support, to maximize the value our customers receive from our Actionable Intelligence solutions and allow us to extend our customer relationships.

Our principal executive offices are located at 330 South Service Road, Melville, New York 11747. Our telephone number at that address is (631) 962-9600. Our website is [www.verint.com](http://www.verint.com). The information contained on, or that can be accessed through, our website is not part of this prospectus, and you should not rely on any such information in making a decision about whether to purchase shares of our common stock.



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**CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS**

Certain statements discussed in this prospectus constitute forward-looking statements, which include financial projections, statements of plans and objectives for future operations, statements of future economic performance, and statements of assumptions relating thereto.

Forward-looking statements are often identified by future or conditional words such as will, plans, expects, intends, believes, seeks, estimates, anticipates, or by variations of such words or by similar expressions. There can be no assurances that forward-looking statements will be achieved. By their very nature, forward-looking statements involve known and unknown risks, uncertainties, and other important factors that could cause our actual results or conditions to differ materially from those expressed or implied by such forward-looking statements. Important risks, uncertainties, and other factors that could cause our actual results or conditions to differ materially from our forward-looking statements include, among others:

- uncertainties regarding the impact of general economic conditions in the United States and abroad, particularly in information technology spending and government budgets, on our business;
- risks associated with our ability to keep pace with technological changes and evolving industry standards in our product offerings and to successfully develop, launch, and drive demand for new and enhanced, innovative, high-quality products that meet or exceed customer needs;
- risks associated with our controlling stockholders (Comverse Technology, Inc., or Comverse) strategic plans and related speculation and announcements, such as Comverse's publicly announced plan to eliminate its holding company structure and maximize the value of its stake in Verint;
- risks associated with Comverse controlling our board of directors and the outcome of all matters submitted for stockholder action, including the approval of significant corporate transactions, such as certain equity issuances or mergers and acquisitions;
- risks associated with being a consolidated subsidiary of Comverse and formerly part of Comverse's consolidated tax group;
- risks due to aggressive competition in all of our markets, including with respect to maintaining margins and sufficient levels of investment in our business;
- risks created by the continued consolidation of our competitors or the introduction of large competitors in our markets with greater resources than we have;

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- risks associated with our ability to successfully compete for, consummate, and implement mergers and acquisitions, including risks associated with capital constraints, costs and expenses, maintaining profitability levels, management distraction, post-acquisition integration activities, and potential asset impairments;
- risks that we may be unable to maintain and enhance relationships with key resellers, partners, and systems integrators;
- risks relating to our ability to effectively and efficiently execute on our growth strategy, including managing investment in our business and operations and enhancing and securing our internal and external operations;
- risks relating to our ability to successfully implement and maintain adequate systems and internal controls for our current and future operations and reporting needs and related risks of financial statement omissions, misstatements, restatements, or filing delays;
- risks associated with the mishandling or perceived mishandling of sensitive or confidential information, security lapses, or with information technology system failures or disruptions;

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- risks associated with our ability to efficiently and effectively allocate limited financial and human resources to business, development, strategic, or other opportunities that may not come to fruition or produce satisfactory returns;
  
- risks associated with significant international operations, including, among others, in Israel, Europe, and Asia, exposure to regions subject to political or economic instability, and fluctuations in foreign exchange rates;
  
- risks associated with complex and changing local and foreign regulatory environments in the jurisdictions in which we operate;
  
- risks associated with our ability to recruit and retain qualified personnel in regions in which we operate;
  
- challenges associated with selling sophisticated solutions, long sales cycles, and emphasis on larger transactions, including in accurately forecasting revenue and expenses and in maintaining profitability;
  
- risks that our intellectual property rights may not be adequate to protect our business or assets or that others may make claims on our intellectual property or claim infringement on their intellectual property rights;
  
- risks that our products may contain undetected defects, which could expose us to substantial liability;
  
- risks associated with a significant amount of our business coming from domestic and foreign government customers, including the ability to maintain security clearances for certain projects;
  
- risks associated with our dependence on a limited number of suppliers or original equipment manufacturers for certain components of our products, including companies that may compete with us or work with our competitors;
  
- risks that our customers or partners delay or cancel orders or are unable to honor contractual commitments due to liquidity issues, challenges in their business, or otherwise;
  
- risks that we may experience liquidity or working capital issues and related risks that financing sources may be unavailable to us on reasonable terms or at all;

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- risks associated with significant leverage resulting from our current debt position, including with respect to covenant limitations and compliance, fluctuations in interest rates, and our ability to maintain our credit ratings;
- risks relating to our ability to timely implement new accounting pronouncements or new interpretations of existing accounting pronouncements and related risks of future restatements or filing delays; and
- risks associated with changing tax rates, tax laws and regulations, and the continuing availability of expected tax benefits.

You should carefully review the section entitled "Risk Factors" beginning on page 5 of this prospectus and the other risk factors set forth in our periodic and other filings with the SEC, including those set forth in our Annual Report on Form 10-K for the year ended January 31, 2012 and our Quarterly Reports on Form 10-Q for the quarterly periods ended thereafter, for a discussion of these and other risks that relate to our business and an investment in shares of our common stock. You are cautioned not to place undue reliance on forward-looking statements, which reflect our management's view only as of the date of such statements. We make no commitment to revise or update any forward-looking statements in order to reflect events or circumstances after the date any such statement is made, except as otherwise required under the federal securities laws. If we were in any particular instance to update or

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correct a forward-looking statement, investors and others should not conclude that we would make additional updates or corrections thereafter except as otherwise required under the federal securities laws.

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**RISK FACTORS**

*Investing in shares of our common stock involves a high degree of risk. You should carefully review the risks described below and the other risk factors set forth in our periodic and other filings with the SEC, including those set forth in our Annual Report on Form 10-K for the year ended January 31, 2012 and our Quarterly Reports on Form 10-Q for the quarterly periods ended thereafter, together with the other information contained in and incorporated by reference into this prospectus, before making an investment decision. Our business, results of operations and financial condition may be materially and adversely affected due to any of these risks. The trading price of our shares could decline due to any of these risks, and you could lose all or part of your investment. Some risk factors in this section are forward-looking statements. See Cautionary Note on Forward-Looking Statements.*

**Risks Related To Our Common Stock**

*We do not plan to pay dividends on our common stock for the foreseeable future.*

We intend to retain our earnings to support the development and expansion of our business, to repay debt and for other corporate purposes and, as a result, we do not plan to pay cash dividends on our common stock in the foreseeable future. Our payment of any future dividends will be at the discretion of our board of directors after taking into account various factors, including our financial condition, operating results, cash needs, growth plans and the terms of any credit facility or other restrictive debt agreements that we may be a party to at the time or senior securities we may have issued. Our credit facility limits us from paying cash dividends or other payments or distributions with respect to our capital stock. In addition, the terms of any future facility or other restrictive debt credit agreement may contain similar restrictions on our ability to pay any dividends or make any distributions or payments with respect to our capital stock. In addition, holders of our preferred stock are entitled to cumulative dividends before any dividends may be declared or set aside on our common stock.

Furthermore, our ability to pay dividends to our stockholders is subject to the restrictions set forth under Delaware law. We cannot assure you that we will meet the criteria specified under Delaware law in the future, in which case we may not be able to pay dividends on our common stock even if we were to choose to do so.

*The price of our common stock fluctuates significantly, and this may make it difficult for you to resell the common stock when you want to or at prices you find attractive.*

There has been significant volatility in the market price and trading volume of equity securities, including our common stock, some of which is unrelated to the financial performance of the companies issuing the securities. The price for the shares of common stock being sold under this prospectus may not be indicative of prices that will prevail in the open market following your purchase of such shares. You may not be able to resell your shares at or above the price you paid due to fluctuations in the market price of our common stock caused by changes in our operating performance or prospects and other factors.

Some specific factors that may have a significant effect on our common stock market price include:

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- actual or anticipated quarterly fluctuations in our operating and financial results;
- the success of competitive service offerings or technologies;
- the timing of announcements in the public market regarding new products, product enhancements or technological advances by our competitors or us;
- any announcements by us or our competitors of acquisitions, major transactions, or management changes;
- speculation in the press and the analyst community, including with respect to Comverse's strategic plans;
- announcements relating to Comverse's strategic plans;

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- changes in recommendations or earnings estimates by financial analysts;
- changes in investors' or analysts' valuation measures for our stock;
- our credit ratings;
- market trends unrelated to our performance;
- stock sales by Comverse or our directors, officers, or other significant holders;
- developments related to investigations, proceedings, or litigation that involve us;
- regulatory developments; and
- developments related to the industries in which we compete.

A significant drop in our stock price could also expose us to the risk of securities class action lawsuits, which could result in substantial costs and divert management's attention and resources, which could adversely affect our business.

Unless there is an active trading market for our common stock, you may have difficulty selling any shares of our common stock that you purchase. Consequently, you may not be able to sell our common stock at prices equal to or greater than the price you paid.

***Sales or potential sales of our common stock by us or our significant stockholders may cause the market price of our common stock to decline.***

We are not restricted from issuing additional shares of common stock, including shares issuable pursuant to securities that are convertible into or exchangeable for, or that represent the right to receive, common stock. As of May 31, 2012, we had 39.2 million shares of common stock outstanding. In addition, as of that date, approximately 3.8 million shares of our common stock (including the 297,150 shares included in this

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prospectus, which were acquired by the selling stockholders on June 10, 2012) were issuable pursuant to outstanding stock options and awards which had not yet vested or which had been previously acquired upon vesting but had not yet been delivered. Additional shares of common stock are also available to be granted under our existing equity plans or may be granted under future equity plans. In addition, under two registration rights agreements that we entered into with Comverse, Comverse has registration rights with respect to its common stock and preferred stock holdings in Verint. As of April 30, 2012, the preferred stock was convertible into approximately 10.9 million shares of our common stock. Stock sales by Comverse or our directors, officers, or other significant holders may affect our stock price.

*Anti-takeover provisions in Delaware corporate law may make it difficult for our stockholders to replace or remove our current board of directors and could deter or delay third parties from acquiring us, which may adversely affect the marketability and market price of our common stock.*

We are subject to the anti-takeover provisions of Section 203 of the Delaware General Corporation Law. Under these provisions, if anyone becomes an interested stockholder, we may not enter into a business combination with that person for three years without special approval, which could discourage a third party from making a takeover offer and could delay or prevent a change of control. For purposes of Section 203, interested stockholder means, generally, someone owning more than 15% or more of our outstanding voting stock or an affiliate of ours that owned 15% or more of our outstanding voting stock during the past three years, subject to certain exceptions as described in Section 203.

Under any change of control, as defined in our credit agreement, the lenders under our credit facility would have the right to require us to repay all of our outstanding obligations under the facility. Upon the occurrence of a Fundamental Change, as defined by the Certificate of Designation setting forth the terms of the preferred stock, and which includes a change of control, the holders of our preferred stock have the right to require us to repurchase

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their shares of preferred stock at the then current liquidation preference (subject to certain exceptions set forth in the Certificate of Designation).

***Holders of our preferred stock have liquidation and other rights that are senior to the rights of the holders of our common stock.***

Our board of directors has the authority to designate and issue preferred stock that may have dividend, liquidation and other rights that are senior to those of our common stock. As of April 30, 2012, 293,000 shares of our preferred stock have been issued and are outstanding. As noted above, as of April 30, 2012, the preferred stock was convertible into approximately 10.9 million shares of our common stock. Holders of our preferred stock are entitled to cumulative dividends before any dividends may be declared or set aside on our common stock. Upon our voluntary or involuntary liquidation, dissolution or winding up, before any payment is made to holders of our common stock, holders of our preferred stock are entitled to receive an initial liquidation preference of \$1,000 per share, plus any accrued and unpaid dividends, which liquidation preference was approximately \$355.4 million in the aggregate as of April 30, 2012. This will reduce the remaining amount of our assets, if any, available to distribute to holders of our common stock.

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**USE OF PROCEEDS**

We will not receive any proceeds from sales of the shares of our common stock covered by this prospectus by any of the selling stockholders. The proceeds from the sale of the common stock covered by this prospectus are solely for the accounts of the selling stockholders.

We will bear all costs, expenses and fees in connection with the registration of the shares. Brokerage commissions and similar selling expenses, if any, attributable to the offer or sale of the shares will be borne by the selling stockholders.

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**SELLING STOCKHOLDERS**

This prospectus relates to shares of our common stock previously issued pursuant to the Plan to certain of our employees that are being registered for resale. All of the shares of common stock that may be resold pursuant to this prospectus were previously acquired by the selling stockholders upon the satisfaction of applicable vesting conditions relating to certain equity awards (i.e., stockholder approval of a new equity compensation plan or our having additional share capacity under one of our existing stockholder-approved equity compensation plans and/or the passage of time).

The selling stockholders may resell any or all of such shares of common stock at any time they choose while this prospectus is effective. The inclusion in this prospectus of the employees named below who have acquired shares of our common stock under the Plan shall not be deemed to be an admission that any such individual is an affiliate of ours. There is no assurance that any of the selling stockholders will sell any or all of the shares of common stock covered by this prospectus.

The following is a list of our employees, regardless of number of shares held, who previously acquired shares of our common stock in connection with a vesting event that took place on June 10, 2012, pursuant to awards previously granted under the Plan, whose shares are being registered for resale pursuant to this prospectus. These employees may sell up to an aggregate of 297,150 shares of common stock, representing less than 1% of our issued and outstanding shares of common stock. This percentage of ownership is based on 39,167,125 shares of our common stock issued and outstanding as of May 31, 2012 plus 297,150 shares of our common stock that may be offered pursuant to this prospectus that were acquired by the selling stockholders on June 10, 2012, for a total of 39,464,275 shares.

Emil Abramovich	David J. Bertolino	Patrick Dagenais
Ran Achituv	Michael Birdsong	Koby Danon
Gil Adda	Jeffrey T. Blevins	Ran Davidovitz
Ezra Aka	Maarten A. Bokma	Ajay Dawar
Shay Akiva	Jean Boudreau	Sander De Jong
Caroline Albert	John R. Bourne	Frank Deans
Alik Altermalin	Josef Bronstein	Liberato Degruttola
Yuval Altman	Raymond Brosius	Kaushik Deka
Yair Amsterdam	Jerome Brown	Snehal Desai
Zafirir Argov	Neri Brutzkus	Daniel Di Cicco
Barbara Arndt	Marc Calahan	Michael DiBiase
Kar Ashutosh	Joseph Carley	David Dietz
Jean-Marc Autexier	Saar Carmi	Nancy DiVito
Richard Philip Avenell	William Stuart Caton III	Milo Divjak
Eyal Azoulay	Yossi Chai	Thomas Dong
Tal Azuz	Po Chu Chan	Guy Dotan
Eyal Bachar	Larry W. Chapman	Boaz Dudovich
Gustavo Baril	Eva Charissakis	William L. Eckard III
Robert John Barnes	Sophie Chetboun	Natalie Eckel
Albino Barresi	Sharon Chouli	Robert Eilbacher
Todd Barrick	Gabriela Cohen	Moshe Ekroni
Haim Baruch	Guy Cohen	Itai Elata
Pedro Becquer	Itzik Cohen	Amos Eliav
Yanai Beilis	Nir Cohen	Miki Epstein
Stephen Bell	Tzachi Cohen	Ron Epstein
Gilad Ben Ari	Yaniv Cohen	Richard Fietz

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Merav Ben Rehav  
Zwicka Ben Zion  
Tami Ben-Jacob  
Asaf Ben-Zeev  
Gerald Berkovics

Gail Cole  
Josef Colle  
Yochai Corem  
Louis-Martin Cote  
John Crosby

Boaz Fischer  
Henrich Fischler  
Karen Flynn  
Kerri Flynn  
Stephen Foley

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David Foltz	Shimon Keren	Roi Nobel
Michael Fox	Lior Kessel	Eric Nowling
Michael Galpin	Oleg Khanukov	Efi Nuri
Siddartha Gandhi	Oren Kilker	Robert Nyberg
Vinita Gangadharan	Christopher King	Jane O. Donnell
Joel Garnatz	Giles King	Johnathan Oelsner
Simon Gauthier	Yaron Klein	Jason C. Ohmann
Christopher James Gaze	Yaniv Knany	Yoni Osherov
Smadar Gazit	Nicholas Kocaj	Rob Parkinson
Zoe Gee	Jonathan Kohl	Anne M. Patton
Shimi Gil	Shmuel Korenblit	Paul Patton
Brian Glennon	David L. LaMantia	Shefi Paz
Royee Goldberg	Charles Gregory Lampe	Ariela Pazi
Shay Gonen	Robert Lander	Noam Pelles
Nicolas Gonthier	Celeste L. Argent	Nir Pery
Kevin Graham Gower	Noah Lasson	Niv Peskin
Michael Graci	Brand Leask	Krishna Pisipati
Ian Graham	Chi Kin Lee	Marcel Poirier
Moshe Granot	Ilan Leizgold	Colin Maurice Pope
Richard Green	Brian Leslie	Berend-Jan Popper
Galit Greenbaum	Eli Lessel	Avi Rabinovich
Rajan Gupta	Willy Chun Bong Leung	Fred Radley
Elad Gur	Amir Levi	Ray Rambarran
Belinda Haden	Eli Levi	Serena Rayner
James Hagen	Shai Levi	Shay Razon
Eran Halfon	I. Craig Levin	Alexander Reizis
Andy Harper	Liora Levy	Shahar Remets
Marcia J. Harris	Shaked Levy	John Ringelman
Andrew Robert Hawkes	Amanda Lewis	Carl David Robson
Inon Hefetz	Haim Litvak	Daniel Rock
Kurt Allen Heier	Nataly Loewidt	Alan J. Roden
Elad Hever	Nicholas Madigan	Eyal Rozen
Nigel Christopher Hewett	Genady Malinsky	Kurt Rush
Lior Hipsh	Zahi Malki	Greg Ruzicka
Daniel Ho	Robert Mannix	Tom Sabga
Tim Neil Holland	Louis Marchand	Rajeev Sanwalka
Ryan W. Hollenbeck	Eran Marely	Udo Schneider
Itsik Horovitz	Evgeny Marmalstein	Ann Marie Schumann
Michael Howanitz	Mary Christine McAleer	Craig Seebach
Mortimer Hubin	Ernest McCoy	Irit Shaaya-Segal
Jacqueline C. Hudson	Maureen E. McMahon	Manishkumar Rameschandra Shah
Ofer Iankovitch	Yossi Medina	Guy Shahmoon
Rick V. Israel	Sapna Medrano	Naama Shalom
Philip Ives	Shai Meir	Feeroj Shams
Guy Jacobovski	Nikola Meldrum	Uri Shani
Jay Jennings	James Moretti	Elad Sharon
Ankit Jhaveri	Michel Morneau	Bruce Andrew Sheens
Alexander Steven Johnson	Murali Mohan Reddy Nareddy	Gregory Sherry
George Johnston	Suneesh Nataraj	Eyal Shidlovsky
Steve Kaden	Joseph Neer	Yair Shie
Hitpreet Kang	Yossi Nelkenbaum	David Singer
Moshe Karabelnik	Christopher Nelson	Ramakrishnan Sivaramakrishnan
David Kashak	Orna Neuman	Maged Soliman
Ziv Katzir	Nicole Nevulis	Yehuda Sorek
Persephone Keller	Kimball Newman	
Shane Kent	James Nies	



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Oren Stern  
Andre St.-Jean  
Dennis Stock  
Kate Stokman  
David Stone  
Bradley Stratton  
Edgar E. Suarez  
Ram Swery  
Don Sybertz  
Erez Taoz  
Cheryle Tapp  
Ryan Tate  
Matthew Paul Tengwall  
Shlomit Tennenboum  
Tohar Trabinovitch  
Richard Traver  
Nancy Y. Treaster  
Vladimir Trostyanetski  
Shiu Hang Kenneth Tsang  
Yossi Twizer

Sean Tyler  
Shiri Tzuk  
Thomas D. Ulreich  
Yitzhak Vager  
Eran Wachman  
Thomas Wannemacher  
Andy Wareing  
Mohammed Waseem  
Joseph Watson  
Miki Weiss  
Steve Weller  
Daniel Wensel  
Jay Wigal  
Wynne Wilder  
Timothy Wilkie  
Jamie Williams  
Guy Wilson  
Jon Wilson  
David Worthley  
Duane Sherrington Wright

Michael Wroblewski  
Gil Yaakovi  
Gur Yaari  
Gadi Yair  
Danny Yaron  
Orit Yehuday  
Yossi Yitshaki  
Dganit Zahavi  
Christopher L. Zasko  
Victoria Zicopoulos  
Stefan Zimmermann  
Dror Daniel Ziv  
Yoel Zmuckas  
Yoram Zohar  
Alexander Zur  
Dror Zur  
Ido Zur

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**PLAN OF DISTRIBUTION**

The selling stockholders have not advised us of any specific plan for the sale or distribution of the shares of common stock covered by this prospectus. If and when they occur, such sales may be made in any of the following manners:

- on the NASDAQ Global Market (or through the facilities of any national securities exchange or U.S. inter-dealer quotation system of a registered national securities association on which shares of our common stock are then listed, admitted to unlisted trading privileges or included for quotation);
- in public or privately negotiated transactions;
- in transactions involving principals or brokers;
- in a combination of such methods of sale; or
- any other lawful methods.

Although sales of the shares of common stock covered by this prospectus are, in general, expected to be made at market prices prevailing at the time of sale, the shares may also be sold at prices related to such prevailing market prices or at negotiated prices, which may differ considerably.

When offering the shares of common stock covered by this prospectus, each of the selling stockholders and any broker-dealers who sell the shares for the selling stockholders may be underwriters within the meaning of the Securities Act, and any profits realized by such selling stockholders and the compensation of such broker-dealers may be underwriting discounts and commissions.

Sales through brokers may be made by any method of trading authorized by any stock exchange or market on which our common stock may be listed, including block trading in negotiated transactions. Without limiting the foregoing, such brokers may act as dealers by purchasing any or all of the shares of common stock covered by this prospectus, either as agents for others or as principals for their own accounts, and reselling such shares pursuant to this prospectus. The selling stockholders may effect such transactions directly, or indirectly through underwriters, broker-dealers or agents acting on their behalf. In connection with such sales, such broker-dealers or agents may receive compensation in the form of commissions, concessions, allowances or discounts, any or all of which might be in excess of customary amounts.

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Each of the selling stockholders is acting independently of us in making decisions with respect to the timing, manner and size of each sale of shares. We have not been advised of any definitive selling arrangement at the date of this prospectus between any selling stockholder and any broker-dealer or agent.

To the extent required, the names of any agents, broker-dealers or underwriters and applicable commissions, concessions, allowances or discounts, and any other required information with respect to any particular offer of the shares by the selling stockholders, will be set forth in a prospectus supplement.

The expenses of preparing and filing this prospectus and the related registration statement with the SEC will be paid entirely by us. The selling stockholders have been advised that they are subject to the applicable provisions of the Exchange Act, including without limitation Rule 10b-5 thereunder.

Neither we nor the selling stockholders can currently estimate the amount of commissions or discounts, if any, that will be paid by the selling stockholders on account of their sales of the shares from time to time.

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**LEGAL MATTERS**

The validity of the issuance of the shares of common stock offered in this prospectus will be passed upon for us by Jones Day, New York, New York.

**EXPERTS**

The consolidated financial statements, incorporated in this prospectus by reference from Verint Systems Inc.'s Annual Report on Form 10-K for the year ended January 31, 2012, and the effectiveness of Verint Systems Inc.'s internal control over financial reporting as of January 31, 2012 have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their reports, which are incorporated herein by reference. Such consolidated financial statements have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

**INFORMATION INCORPORATED BY REFERENCE**

The SEC allows us to incorporate by reference certain of our publicly filed documents into this prospectus, which means that we can disclose important business and financial information to you that is not included in or delivered with this prospectus by referring you to publicly filed documents that contain the omitted information. The information incorporated by reference is considered to be part of this prospectus, and any later information that we file with the SEC will automatically update and supersede this information. You will be deemed to have notice of all information incorporated by reference into this prospectus as if that information were included in this prospectus.

The following documents that we have filed with the SEC are incorporated herein by reference:

- our Annual Report on Form 10-K for the year ended January 31, 2012, filed with the SEC on April 2, 2012;
- our Quarterly Report on Form 10-Q for the quarterly period ended April 30, 2012, filed with the SEC on June 6, 2012;
- our Current Reports on Form 8-K, filed with the SEC on March 19, 2012 and March 23, 2012; and
- the description of our common stock, par value \$0.001 per share, contained in our Registration Statement on Form 8-A, filed with the SEC on July 2, 2010.

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Except as otherwise indicated, all documents we file with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this prospectus and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold will be deemed to be incorporated by reference into this prospectus and to be part hereof from the date of filing of such documents. Any statement contained in any document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as modified or superseded, to constitute a part of this prospectus. This prospectus is part of a Registration Statement on Form S-8 that we filed with the SEC and does not contain all of the information set forth in that Registration Statement.

We will provide, free of charge, to any person to whom a copy of this prospectus is delivered, upon written or oral request, a copy of any or all of the documents incorporated by reference into this prospectus, other than exhibits to those documents unless specifically incorporated by reference. To request a copy of those documents, you should contact us as set forth below under [Where You Can Find Additional Information](#).

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**WHERE YOU CAN FIND ADDITIONAL INFORMATION**

We file annual, quarterly and current reports, proxy statements, and other information with the SEC. The SEC allows us to incorporate by reference the information we file with it, which means that we can disclose important business and financial information to you that is not included in or delivered with this prospectus by referring you to publicly filed documents that contain the omitted information. We provide a list of all documents we incorporate by reference into this prospectus under "Information Incorporated by Reference" above.

Through our website at [www.verint.com](http://www.verint.com), we make available the information that we incorporate by reference into this prospectus, as well as other reports, proxy statements, and other information that we file with the SEC. You may also read and copy those materials at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at (800) SEC-0330 for further information on the operation of the Public Reference Room. In addition, we are required to file electronic versions of those materials with the SEC through the SEC's EDGAR system. The SEC maintains a website at [www.sec.gov](http://www.sec.gov) that contains reports, proxy statements, and other information that registrants, such as we, file electronically with the SEC. Our website address set forth above is not intended to be an active link, and information on our website is not incorporated in, and should not be construed to be a part of, this prospectus.

Each person to whom a prospectus is delivered may also request a copy of those materials, free of charge, by contacting us at:

Verint Systems Inc.

330 South Service Road

Melville, New York 11747

(631) 962-9600

Attn: Corporate Secretary

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**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed by the Company with the Commission are incorporated herein by reference:

- the Company's Annual Report on Form 10-K for the year ended January 31, 2012, filed with the Commission on April 2, 2012;
- the Company's Quarterly Report on Form 10-Q for the quarterly period ended April 30, 2012, filed with the Commission on June 6, 2012;
- the Company's Current Reports on Form 8-K, filed with the Commission on March 19, 2012 and March 23, 2012; and
- the description of the Company's common stock, par value \$0.001 per share, contained in the Company's Registration Statement on Form 8-A, filed with the Commission on July 2, 2010.

All documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or which deregisters all securities then remaining unsold will be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained in any document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Section 102 of the General Corporation Law of the State of Delaware, or the DGCL, permits a corporation to eliminate the personal liability of directors of a corporation to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director, except where the director breached his duty of loyalty, failed to act in good faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of a dividend or approved a stock repurchase in violation of Delaware corporate law or obtained an improper personal benefit. Our amended and restated certificate of incorporation provides that none of our directors shall be personally liable to Verint or our stockholders for monetary damages for any breach of fiduciary duty as a director, except (i) for any breach of the director's duty of loyalty to Verint or its stockholders, or (ii) for acts or omissions which are not taken or omitted to be taken in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) for any matter in respect of which such director shall be liable under Section 174 of Title 8 of the DGCL or any amendment or successor provision thereto, or (iv) for any transaction from which the director shall have derived an improper personal benefit.

Section 145 of the DGCL provides that a corporation has the power to indemnify a director, officer, employee, or agent of the corporation, or a person serving at the request of the corporation for another corporation, partnership, joint venture, trust or other enterprise in related capacities, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with

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an action, suit or proceeding to which he was or is a party or is threatened to be made a party to any threatened, ending or completed action, suit or proceeding by reason of such position, if such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, in any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that, in the case of actions brought by or in the right of the corporation, no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or other adjudicating court determines that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Our certificate of incorporation provides that every person who is or was our director, officer, employee or agent or is or was a director, officer, trustee, employee or agent of any other enterprise, serving as such at our request, shall be indemnified to the fullest extent permitted by law for all expenses and liabilities in connection with any proceeding involving such person in this capacity. We entered into an indemnification agreement with each of our directors and officers under which we agreed to provide indemnification and expense reimbursement as outlined above.

Each of our directors who is also a director and/or officer of Comverse has an indemnification agreement with Comverse. Under this agreement, Comverse has agreed to indemnify such person against losses and expenses, to the extent permitted by law, incurred by such person in connection with his service as director and/or officer of Comverse or any of its subsidiaries.

**Item 7. Exemption from Registration Claimed.**

As previously disclosed, as a result of the Company's inability to file required reports with the Commission during the Company's previous extended filing delay period, the Company previously ceased using its then-existing registration statements on Form S-8 to make equity grants to employees. On May 24, 2007, the Company received a no-action letter from the Commission upon which the Company relied to make broad-based equity grants to employees under a no-sale theory. The Company has also made equity grants to certain employees in transactions that did not involve public offerings and that were exempt from registration under the Securities Act of 1933 under Section 4(2) of and/or Regulation D and/or Regulation S under the Securities Act of 1933. All of the shares of common stock that may be offered pursuant to this registration statement were acquired by the selling stockholders upon the grant of restricted stock pursuant to an applicable exemption from the registration requirements of the Securities Act of 1933 or the vesting of equity awards issued pursuant to the no-sale theory or an applicable exemption from registration.

**Item 8. Exhibits.**

Number	Description	Filed Herewith / Incorporated by Reference from
3.1	Amended and Restated Certificate of Incorporation of Verint Systems Inc.	Form S-1 (Commission File No. 333-82300) effective on May 16, 2002
3.2	Certificate of Designation, Preferences and Rights of the Series A Convertible Perpetual Preferred Stock	Form 8-K filed on May 30, 2007

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3.3	Amended and Restated By-laws of Verint Systems Inc.	Form 8-K filed on January 7, 2011
4.1	Specimen Common Stock certificate	Form S-1 (Commission File No. 333-82300) effective on May 16, 2002

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<b>Number</b>	<b>Description</b>	<b>Filed Herewith / Incorporated by Reference from</b>
4.2	Specimen Series A Convertible Perpetual Preferred Stock certificate	Form 10-K filed on March 17, 2010
4.3	Verint Systems Inc. 2010 Long-Term Stock Incentive Plan	Form S-8 (Commission File No. 333-169768) effective on October 5, 2010
5.1	Opinion of Jones Day	Filed Herewith
23.1	Consent of Deloitte & Touche LLP	Filed Herewith
23.2	Consent of Jones Day (included in Exhibit 5.1)	Filed Herewith

### **Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

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(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time will be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this registration statement will be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time will be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or

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controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Melville, State of New York, on this 11th day of June, 2012.

VERINT SYSTEMS INC.

By: /s/ Dan Bodner  
Dan Bodner  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

/s/ Dan Bodner  
Dan Bodner, Chief Executive Officer  
and President; Director of Verint Systems Inc.  
(Principal Executive Officer) June 11, 2012

/s/ Douglas Robinson  
Douglas Robinson, Chief Financial Officer  
of Verint Systems Inc.  
(Principal Financial Officer and Principal Accounting Officer) June 11, 2012

/s/ Susan Bowick  
Susan Bowick, Director of Verint Systems Inc. June 11, 2012

/s/ Victor DeMarines  
Victor DeMarines, Director of Verint Systems Inc. June 11, 2012

/s/ Larry Myers  
Larry Myers, Director of Verint Systems Inc. June 11, 2012

/s/ Augustus K. Oliver  
Augustus K. Oliver, Chairman of the Board of Directors  
of Verint Systems Inc. June 11, 2012

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/s/ Howard Safir  
Howard Safir, Director of Verint Systems Inc.

June 11, 2012

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/s/ Theodore H. Schell  
Theodore H. Schell, Director of Verint Systems Inc. June 11, 2012

/s/ Shefali Shah  
Shefali Shah, Director of Verint Systems Inc. June 11, 2012

/s/ Mark C. Terrell  
Mark C. Terrell, Director of Verint Systems Inc. June 11, 2012

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**EXHIBIT INDEX**

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