

VERINT SYSTEMS INC  
Form 10-K/A  
June 18, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K/A  
Amendment No. 1**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the year ended January 31, 2010  
Commission File Number 000-49790  
VERINT SYSTEMS INC.  
(Exact name of registrant as specified in its charter)**

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)

Registrant's telephone number, including area code: (631) 962-9600  
Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Name of each exchange on which registered |
|---------------------|---|
| None                | None                                      |

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, \$.001 par value per share  
Title of class

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting  
company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No   
The aggregate market value of common stock held by non-affiliates of the registrant, based on the closing price for the registrant's common stock on the Pink OTC Markets Inc. on the last business day of the registrant's most recently completed second fiscal quarter (July 31, 2009) was approximately \$164,374,652.

There were 32,794,402 shares of the registrant's common stock outstanding on May 31, 2010.

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**EXPLANATORY NOTE**

Verint Systems Inc. (together with its consolidated subsidiaries, Verint, the Company, we, us, and our, unless the context indicates otherwise) hereby amends its Annual Report on Form 10-K for the year ended January 31, 2010, which was filed with the Securities and Exchange Commission on May 19, 2010 (the Original Filing), to include, as an exhibit, the consent of our auditors. In addition, we note the following typographical error on page 179 of the Original Filing: the description of changes to the Conversion Rate (as defined therein) following a fundamental change, which stated: ranging from zero to 3.7 million additional shares of common stock for every share of preferred stock converted into common stock following a fundamental change, should instead have stated: ranging from zero to 3.7 additional shares of common stock for every share of preferred stock converted into common stock following a fundamental change, consistent with the disclosure in Note 8 on page F-36 of the Original Filing. The same typographical error appears on page 187 of our Annual Report on Form 10-K for the year ended January 31, 2009. No other part of the Original Filing is being amended hereby, and this amendment does not reflect events that have occurred after the filing of the Original Filing.

**Item 15. Exhibits, Financial Statement Schedules.**

(b) Exhibits

| <b>Number</b> | <b>Description</b>   | <b>Filed Herewith /<br/>Incorporated by<br/>Reference from</b>                           |
|---------------|--|--|
| 2.1           | Asset Purchase Agreement between Verint Systems Ltd. and ECtel Ltd. dated as of February 9, 2004   | Form 8-K filed on March 31, 2004   |
| 2.2           | Merger Agreement and Plan of Reorganization by and among Witness Systems, Inc., Baron Acquisition Corporation, Blue Pumpkin Software, Inc., and, solely with respect to Article VIII and Article IX, Laurence R. Hootnick as Shareholder Agent and The U.S. Stock Transfer Corporation as Depository Agent dated December 16, 2004 | Witness Systems, Inc. Form 8-K (Commission File No. 000-29335) filed on January 27, 2005 |
| 2.3           | Agreement and Plan of Merger, dated as of February 11, 2007, among Verint Systems Inc., White Acquisition Corporation and Witness Systems, Inc.  | Form 8-K filed on February 15, 2007  |
| 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<br>8-K  |

| Number | Description  | Filed Herewith /<br>Incorporated by<br>Reference from                    |
|--------|--|--|
| 3.3    | Amended and Restated By-laws of Verint Systems Inc.  | Form 10-K filed on March 17, 2010  |
| 4.1    | Specimen Common Stock certificate  | Form S-1 (Commission File No. 333-82300) effective on May 16, 2002       |
| 4.2    | Specimen Series A Convertible Perpetual Preferred Stock certificate  | Form 10-K filed on March 17, 2010  |
| 4.3    | Registration Rights Agreement by and among the Company, Nic. Christiansen Invest A/G and Ulrik Ortiz Rasmussen, dated as of September 2, 2004  | Form S-3 (Commission File No. 333-120266) effective on December 17, 2004 |
| 4.4    | Registration Rights Agreement, by and between the Company and Comverse Technology, Inc., dated May 25, 2007  | Form 8-K filed on May 30, 2007   |
| 10.1   | Form of Indemnification Agreement  | Form S-1 (Commission File No. 333-82300) effective on May 16, 2002       |
| 10.2   | Federal Income Tax Sharing Agreement, dated as of January 31, 2002, between Comverse and the Company   | Form S-1 (Commission File No. 333-82300) effective on May 16, 2002       |
| 10.3   | Business Opportunities Agreement dated as of March 19, 2002, between Comverse and the Company  | Form S-1 (Commission File No. 333-82300) effective on May 16, 2002       |
| 10.4   | Offer Letter, dated July 27, 2006, from the Office of the Chief Scientist of the Ministry of Industry, Trade and Labor of the State of Israel (regarding final part of settlement payment) (English translation)                             | Form 10-K filed on March 17, 2010  |
| 10.5   | Acceptance Letter, dated July 31, 2006, from Verint Systems Ltd. to the Office of the Chief Scientist of the Ministry of Industry, Trade and Labor of the State of Israel (regarding final part of settlement payment) (English translation) | Form 10-K filed on March 17, 2010  |
| 10.6   | Verint Systems Inc. 2002 Employee Stock Purchase Plan  | Form S-1 (Commission File No. 333-82300) effective on May 16, 2002       |
| 10.7   | Verint Systems Inc. Stock Incentive Compensation Plan (as amended through December 12, 2002)   | Form 10-K filed on May 1, 2003   |

| Number | Description  | Filed Herewith /<br>Incorporated by<br>Reference from              |
|--------|--|--|
| 10.8   | Amendment No. 1 to Verint Systems Inc. Stock Incentive Compensation Plan (dated December 23, 2008)                               | Form 10-K filed on March 17, 2010                                  |
| 10.9   | Amendment No. 2 to Verint Systems Inc. Stock Incentive Compensation Plan (dated March 4, 2009)                                   | Form 10-K filed on March 17, 2010                                  |
| 10.10  | Verint Systems Inc. 2004 Stock Incentive Compensation Plan, as amended and restated  | Form 8-K filed on January 10, 2006                                 |
| 10.11  | Amendment No. 1 to Verint Systems Inc. 2004 Stock Incentive Compensation Plan, as amended and restated (dated December 23, 2008) | Form 10-K filed on March 17, 2010                                  |
| 10.12  | Witness Systems Amended and Restated Stock Incentive Plan  | Witness Systems, Inc. Form 10-Q for the period ended June 30, 2005 |
| 10.13  | Amendment No. 1 to Witness Systems Amended and Restated Stock Incentive Plan (dated May 29, 2001)                                | Witness Systems, Inc. Form 10-K filed on March 17, 2006            |
| 10.14  | Amendment No. 2 to Witness Systems Amended and Restated Stock Incentive Plan (dated January 15, 2004)                            | Witness Systems, Inc. Form 10-K filed on March 15, 2004            |
| 10.15  | Amendment No. 3 to Witness Systems Amended and Restated Stock Incentive Plan (dated December 6, 2007)                            | Form 10-K filed on March 17, 2010                                  |
| 10.16  | Amendment No. 4 to Witness Systems Amended and Restated Stock Incentive Plan (dated December 23, 2008)                           | Form 10-K filed on March 17, 2010                                  |
| 10.17  | Form of Stock Option Award Agreement*  | Form 8-K filed on December 7, 2004                                 |
| 10.18  | Form of Restricted Stock Award Agreement to a U.S. executive officer*  | Form 8-K filed on January 10, 2006                                 |
| 10.19  | Form of Restricted Stock Award Agreement to an Israeli executive officer*  | Form 8-K filed on January 10, 2006                                 |
| 10.20  | Form of Restricted Stock Award Agreement to an Independent Director, as amended*   | Form 10-K filed on March 17, 2010                                  |
| 10.21  | Form of Time-Based Restricted Stock Unit Award Agreement*  | Form 10-K filed on March 17, 2010                                  |
| 10.22  | Form of Performance-Based Restricted Stock Unit Award Agreement*   | Form 10-K filed on March 17, 2010                                  |
| 10.23  | Form of Time-Based Deferred Stock Award Agreement*   | Form 10-K filed on March 17, 2010                                  |
| 10.24  | Form of Performance-Based Deferred Stock Award Agreement*  | Form 10-K filed on March 17, 2010                                  |
| 10.25  | Form of Amendment to Time-Based and Performance-Based Equity Award Agreements*   | Form 10-K filed on March 17, 2010                                  |
| 10.26  | Form of Time-Based Restricted Stock Unit Award Agreement Solely Related to 2010 Grant*   | Form 10-K filed on April 8, 2010                                   |

| Number | Description   | Filed Herewith /<br>Incorporated by<br>Reference from              |
|--------|---|--|
| 10.27  | Form of Performance-Based Restricted Stock Unit Award Agreement Solely Related to 2010 Grant*   | Form 10-K filed on April 8, 2010                                   |
| 10.28  | Form of Time-Based Deferred Stock Award Agreement Solely Related to 2010 Grant*   | Form 10-K filed on April 8, 2010                                   |
| 10.29  | Form of Performance-Based Deferred Stock Award Agreement Solely Related to 2010 Grant*  | Form 10-K filed on April 8, 2010                                   |
| 10.30  | Contribution Agreement, dated as of February 1, 2001, between Comverse and the Company  | Form S-1 (Commission File No. 333-82300) effective on May 16, 2002 |
| 10.31  | Stock Purchase Agreement, dated as of January 31, 2002, between Comverse, Inc. and the Company  | Form S-1 (Commission File No. 333-82300) effective on May 16, 2002 |
| 10.32  | Registration Rights Agreement, dated as of January 31, 2002, between Comverse and the Company   | Form S-1 (Commission File No. 333-82300) effective on May 16, 2002 |
| 10.33  | Stock Purchase Agreement, dated as of September 7, 2005, by and among Verint Systems Inc., MultiVision Holdings Limited, and MultiVision Intelligent Surveillance Limited | Form 10-Q/A filed on December 12, 2005                             |
| 10.34  | Securities Purchase Agreement, by and between the Company and Comverse Technology, Inc., dated May 25, 2007.  | Form 8-K filed on May 30, 2007                                     |
| 10.35  | Credit Agreement dated as of May 25, 2007 among the Company, as Borrower, the Lenders as parties thereto and Lehman Commercial Paper Inc., as Administrative Agent        | Form 8-K filed on May 30, 2007                                     |
| 10.36  | Employment Agreement, dated February 23, 2010, between Verint Systems Inc. and Dan Bodner*  | Form 8-K filed on February 23, 2010                                |
| 10.37  | Employment Agreement, dated August 14, 2006, between Verint Systems Inc. and Douglas E. Robinson*   | Form 10-K filed on March 17, 2010                                  |
| 10.38  | Amendment No. 1, dated July 2, 2007, to Employment Agreement between Verint Systems and Douglas E. Robinson*  | Form 10-K filed on March 17, 2010                                  |
| 10.39  | Amendment No. 2, dated December 29, 2008, to Employment Agreement between Verint Systems Inc. and Douglas E. Robinson*  | Form 10-K filed on March 17, 2010                                  |
| 10.40  | Amended and Restated Employment Agreement, dated October 29, 2009, between Verint Systems Inc. and Elan Moriah*   | Form 10-K filed on March 17, 2010                                  |
| 10.41  | Employment Agreement, dated April 16, 2001, between Comverse Infosys UK Limited and David Parcell*  | Form 10-K filed on March 17, 2010                                  |

| Number | Description   | Filed Herewith /<br>Incorporated by<br>Reference from |
|--------|---|---|
| 10.42  | Supplemental Employment Agreement, dated June 13, 2008, between Verint Systems UK Limited and David Parcell*  | Form 10-K filed on March 17, 2010                     |
| 10.43  | Amended and Restated Employment Agreement, dated November 10, 2009, between Verint Systems Inc. and Peter Fante*  | Form 10-K filed on March 17, 2010                     |
| 10.44  | Employment Offer Letter, dated August 30, 2000, between Comverse Infosys Ltd. and Meir Sperling*  | Form 10-K filed on March 17, 2010                     |
| 10.45  | Manager's Insurance Policy Letter between Comverse Infosys Ltd. and Meir Sperling* (English translation)  | Form 10-K filed on March 17, 2010                     |
| 10.46  | Summary of the Terms of Verint Systems Inc. Executive Officer Annual Bonus Plan*  | Form 10-K filed on May 19, 2010                       |
| 10.47  | 2009 Executive Officer Retention Letter*  | Form 10-K filed on March 17, 2010                     |
| 10.48  | Amendment, Waiver, and Consent, dated April 27, 2010, to Credit Agreement among the Company, as Borrower, the Lenders, as parties thereto, and Credit Suisse AG, Cayman Islands Branch, as Administrative Agent | Form 8-K filed on May 3, 2010                         |
| 21.1   | Subsidiaries of the Company   | Form 10-K filed on May 19, 2010                       |
| 23.1   | Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm   | Filed herewith  |
| 31.1   | Certification of Dan Bodner, Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  | Form 10-K filed on May 19, 2010                       |
| 31.2   | Certification of Douglas E. Robinson, Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   | Form 10-K filed on May 19, 2010                       |
| 31.3   | Certification of Dan Bodner, Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  | Filed herewith  |
| 31.4   | Certification of Douglas E. Robinson, Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   | Filed herewith  |
| 32.1   | Certification of the Chief Executive Officer pursuant to Securities Exchange Act Rule 13a-14(b) and 18 U.S.C. Section 1350 <sup>(1)</sup>   | Form 10-K filed on May 19, 2010                       |
| 32.2   | Certification of the Chief Financial Officer pursuant to Securities Exchange Act Rule 13a-14(b) and 18 U.S.C. Section 1350 <sup>(1)</sup>   | Form 10-K filed on May 19, 2010                       |

(1) These exhibits are being furnished with this periodic report and are not deemed filed with the Securities and Exchange Commission and are not incorporated by

reference in any filing of the Company under the Securities Act of 1933 or the Securities Exchange Act of 1934.

- \* Denotes a management contract or compensatory plan or arrangement required to be filed as an exhibit to this form pursuant to Item 15(b) of this report.
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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this amended report to be signed on its behalf by the undersigned, thereunto duly authorized.

VERINT SYSTEMS INC.

(Registrant)

June 18, 2010

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