

VERINT SYSTEMS INC  
Form 8-K  
January 12, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 10, 2011**

**VERINT SYSTEMS INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

**001-34807**

**11-3200514**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**330 South Service Road, Melville,  
New York**

**11747**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(631) 962-9600**

**None**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On January 10, 2011, Verint Systems Inc. (the Company ) entered into an Underwriting Agreement among the Company, Comverse Technology, Inc., the Company s majority stockholder ( Comverse ), and Credit Suisse Securities (USA) LLC, as representative of the underwriters named therein (the Underwriting Agreement ), providing for, among other things, the sale of 2,000,000 shares of the Company s common stock held by Comverse, plus an additional 300,000 shares if the underwriters exercise their option to cover over-allotments, if any, at \$33.25 per share. The transactions contemplated by the Underwriting Agreement are expected to close on January 14, 2011. The foregoing description of the terms of the Underwriting Agreement is qualified in its entirety by the Underwriting Agreement, a copy of which is filed as Exhibit 1.1 and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement dated January 10, 2011.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Verint Systems Inc.

**Date: January 11, 2011**

**By:** /s/ Douglas E. Robinson

**Name:** Douglas E. Robinson

**Title:** Chief Financial Officer

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**EXHIBIT INDEX**

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