

VERINT SYSTEMS INC
Form 4
April 14, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FANTE PETER

(Last) (First) (Middle)
330 SOUTH SERVICE ROAD
(Street)

MELVILLE, NY 11747

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VERINT SYSTEMS INC [VRNT]

3. Date of Earliest Transaction
(Month/Day/Year)
04/10/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Legal Officer & CCO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 04/10/2015 | | A | | 4,434 (1) | A | \$ 0 28,695 D |
| Common Stock | 04/10/2015 | | A | | 5,273 (2) | A | \$ 0 33,968 D |
| Common Stock | 04/13/2015 | | S | | 5,073 (3) | D | \$ 62.92 28,895 D (4) (5) |
| Common Stock | 04/13/2015 | | S | | 3,777 | D | \$ 63.15 25,118 D (5) (6) |
| | 04/13/2015 | | S | | 1,607 | D | 23,511 D |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|-------|-----|-------|--------|---|
| Common Stock | | | | | \$ | | | | |
| | | | | | 62.86 | | | | |
| Common Stock | 04/14/2015 | | S | 4,634 | D | \$ | 62.51 | 18,877 | D |
| | | | | | | (5) | (7) | | |

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

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 control number.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|-------------------------------------------------------------|---------------------------------------------------------------|
| FANTE PETER 330 SOUTH SERVICE ROAD MELVILLE, NY 11747 | Director 10% Owner Officer Other Chief Legal Officer & CCO |

Signatures

/s/ Peter D.
Fante
04/14/2015
Date

**Signature of Reporting Person

Explanation of Responses:

- * 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).

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- (1) Represents the earned portion of the final 1/3 of this award that vested on April 10, 2015.
Represents the earned portion of the final 1/3 of the award, for which the performance conditions for vesting lapsed on April 10, 2015 as a result of the Company's achievement of specified performance goals for the period from February 1, 2014 through January 31, 2015 and the filing of the Company's Annual Report on Form 10-K for such period.
- (2) Amount sold to satisfy tax withholding.
- (3) Represents the weighted average price for sales of the shares. The shares were sold at prices ranging from \$62.49 per share to \$63.35 per share.
- (4) The reporting person will provide to the Securities and Exchange Commission staff, the issuer, or any security holder of the issuer, upon request, full information regarding the number of shares purchased or sold at each separate price.
- (5) Represents the weighted average price for sales of the shares. The shares were sold at prices ranging from \$63.05 per share to \$63.29 per share.
- (6) Represents the weighted average price for sales of the shares. The shares were sold at prices ranging from \$62.51 per share to \$62.52 per share.
- (7)

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

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