

VERINT SYSTEMS INC
Form 8-K
June 30, 2014

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): June 26, 2014

Verint Systems Inc.
(Exact name of registrant as specified in its charter)

001-34807
(Commission File Number)

Delaware
(State or other jurisdiction
of incorporation)

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

330 South Service Road, Melville, New York
(Address of principal executive offices)
(631) 962-9600
(Registrant's telephone number, including area code)

11747
(Zip code)

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 (see General Instruction A.2. below):

- .. 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))

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 26, 2014, Verint Systems Inc. (the "Company" or "Verint") held its 2014 Annual Meeting of Stockholders (the "Annual Meeting"). The following is a brief description of each matter voted upon at the Annual Meeting, as well as the number of votes cast for or against each matter and the number of abstentions and broker non-votes with respect to each matter, as applicable. A more complete description of each matter is set forth in the Company's definitive proxy statement filed with the Securities and Exchange Commission on May 14, 2014 (the "Proxy Statement").

^{1.} Election of Directors. The Company's stockholders voted to elect the following persons as directors to serve for the following year or until their successors are duly elected and qualified:

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|--------------------|------------|----------------|------------------|
| Dan Bodner | 45,388,945 | 364,959 | 3,119,090 |
| Victor DeMarines | 44,809,857 | 944,047 | 3,119,090 |
| John Egan | 43,983,455 | 1,770,449 | 3,119,090 |
| Larry Myers | 45,420,874 | 333,030 | 3,119,090 |
| Richard Nottenburg | 45,119,221 | 634,683 | 3,119,090 |
| Howard Safir | 44,806,538 | 947,366 | 3,119,090 |
| Earl Shanks | 45,457,456 | 296,448 | 3,119,090 |

^{2.} Ratification of Deloitte & Touche LLP as the Company's Public Accounting Firm. The Company's stockholders voted to ratify the selection of Deloitte & Touche LLP as the Company's independent registered public accountants for the year ending January 31, 2015. The results of the voting were 48,409,156 votes for, 451,288 votes against, and 12,550 abstentions.

^{3.} Approval of Named Executive Officer Compensation. The Company's stockholders voted to approve the compensation of the Company's named executive officers as disclosed in the Proxy Statement. The results of the voting were 44,546,822 votes for, 1,179,477 votes against, 27,605 abstentions, and 3,119,090 broker non-votes.

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: June 30, 2014

By: /s/ Peter Fante
Name: Peter Fante
Title: Chief Legal Officer