

BODNER DAN  
Form 4  
April 16, 2019

**FORM 4**

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

OMB APPROVAL

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**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 \*  
BODNER DAN

(Last) (First) (Middle)  
175 BROADHOLLOW 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)  
04/12/2019

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)  
Chairman & CEO

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 (A) or (D)		
Common Stock	04/12/2019		S		11,484 (1)	D	\$ 63.2 (2) (3) 652,131
Common Stock	04/12/2019		S		7,499 (1)	D	\$ 63.2 (2) (3) 644,632
Common Stock	04/12/2019		S		11,114 (1)	D	\$ 63.2 (2) (3) 633,518
Common Stock	04/12/2019		A		68,992 (4)	A	\$ 0 702,510
Common Stock	04/15/2019		S		34,531 (5)	D	\$ 62.46 (2) (6) 667,979



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- (3) Represents the weighted average price for sales of the shares. The shares were sold at prices ranging from \$62.86 per share to \$63.65 per share.

- (4) Represents the earned portion of the award, for which the performance conditions for vesting were satisfied on April 12, 2019 based on the Company's level of achievement of specified performance goals for the period from February 1, 2017 through January 31, 2019 and the filing of the Company's Annual Report on Form 10-K for FYE 2019.

- (5) Amount sold to satisfy applicable tax withholding resulting from the vesting of the restricted stock units on line 4 of Table 1.

- (6) Represents the weighted average price for sales of the shares. The shares were sold at prices ranging from \$61.80 per share to \$63.89 per share.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.