

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

May 1, 2019

By E-Mail

Warren S. de Wied, Esq.  
Fried, Frank, Harris, Shriver & Jacobson LLP  
One New York Plaza  
New York, NY 10004

Re: Verint Systems Inc.  
Preliminary Proxy Statement filed by Neuberger Berman

Investment  
LLC,  
Hoina,  
Greene and  
Advisers LLC, Neuberger Berman Investment Advisers Holdings  
Neuberger Berman Group LLC, NBSH Acquisition LLC, Scott  
Benjamin Nahum, Amit Solomon, Beatriz V. Infante, Mark N.  
Oded Weiss  
Filed on April 24, 2019  
File No. 001-34807

Dear Mr. de Wied:

We have reviewed your filing and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your filing, by providing the requested information, or by advising us when you will provide the requested response. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your filing and the information you provide in response to this comment, we may have additional comments.

Preliminary Proxy Statement

1. Please revise your proxy statement to provide the disclosure required by Item 1(c) of Schedule 14A.

Cover Letter

2. Your disclosure that your nominees "...are committed to acting in the best interests of all stockholders" suggests that the current board has not acted or will not act in the best interests of Verint security holders. You must avoid issuing statements that directly or indirectly impugn the character, integrity or personal reputation or make charges of

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illegal, improper or immoral conduct without factual foundation. Please provide a factual foundation for your disclosure. In this regard, note that the factual foundation for such assertion must be reasonable. Refer to Rule 14a-9.

Reasons for this Solicitation, page 5

3. Each statement or assertion of opinion or belief must be clearly

characterized as such,  
and a reasonable factual basis must exist for each such opinion or  
belief. Support for  
opinions or beliefs should be self-evident, disclosed in the proxy  
statement or provided to  
the staff on a supplemental basis. Please provide support for the  
following disclosure:

your assertion that NICE is Verint's "closest peer" (page 5);  
your disclosure that for fiscal years 2016, 2017 and 2018 company  
management "has  
failed to meet a variety of financial targets' set by the board  
under the company's  
executive bonus program (page 7);  
your belief that Verint's stock has underperformed as a result of  
operating two  
business units (page 8);  
your disclosure that Dr. Greene and Ms. Herscher "are both highly  
regarded software  
executives and public-company board members" (page 9);  
your disclosure that "Mr. Egan told Neuberger Berman that the Board  
was amenable  
to adding Ms. Herscher because Verint needed a woman on the Board"  
(page 10);  
your stated opinion that "Verint's Lead Independent Director lacks  
clearly disclosed  
key authorities to be effective in that vital oversight role" (page  
10);  
your disclosure that on an earnings call in March 2018 Mr. Bodner  
indicated that  
"Verint did not intend to separate CIS and CES..." (page 10);  
your disclosure that at a meeting on December 7, 2018 Mr. Bodner  
stated that  
"...Verint's customers do not want to transition to the cloud, and  
that Verint had no  
intention to pursue a cloud-centric strategy for CES" (page 11);

4. We note your disclosure that only one of the company's independent  
directors has served  
as a senior executive of a software company. We note that Dr. Nottenburg  
served as  
president and CEO of Sonus Networks and that Mr. Egan appears to have  
served in  
senior roles at EMC Corporation. Please revise or advise.

5. Your characterization of the topic for the meeting in March 2018  
described on page 10  
suggests that the you and the company agreed that the company had issues  
of  
"underperformance, complex operating structure, and a lack of a detailed  
cloud strategy."  
Please revise, if true, to clarify that this was your view of the issues  
facing the company  
at that time.

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Background to the Solicitation, page 9

6. We note that the company has had female members of the board prior to  
Ms. Herscher.  
Thus, revise your disclosure on page 10.

7. Your disclosure in the first March 15, 2019 suggests that Mr. Egan  
decided to reject your  
potential nominees on his own, without input or discussions with other  
directors. Please  
revise to clarify whether you believe this to be the case and, if so,  
please provide us  
support for such disclosure.

8. Please provide us support for your disclosure of the reasons presented  
by Mr. Schassler in  
connection with his decision to withdraw from consideration for the  
Verint board.

Proposal 1: Election of Directors, page 19

9. Please revise the disclosure regarding Dr. Greene to clarify his business experience during the past five years. Your current disclosure is unclear about where he has worked during the past five years.

10. On a related note, please provide us support for your statement that Dr. Greene "possesses broad access to and acts as a trusted advisor to- senior financial services executives worldwide."

Additional Proxy Information, page 28

11. Please revise the disclosure under the caption "Revocation of Proxies" to clarify that a later-dated company proxy would also serve as a revocation of a previously-submitted proxy.

Form of Proxy Card

12. Please revise the form of proxy to clearly identify it as being preliminary. Refer to Rule 14a-6(e)(1) of Regulation 14A.

We remind you that the filing persons are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please direct any questions to me at (202) 551-3619.

Sincerely,

/s/ Daniel F.

Duchovny

Daniel F. Duchovny  
Special Counsel  
Office of Mergers

and Acquisitions