

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|   |   |  |
|---|---|--|
| 1. Name and Address of Reporting Person*<br><u>BODNER DAN</u><br><br>(Last) (First) (Middle)<br><u>175 BROADHOLLOW ROAD</u><br><br>(Street)<br><u>MELVILLE NY 11747</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>VERINT SYSTEMS INC [ VRNT ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chairman &amp; CEO</u>                                 |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>06/12/2023</u>             |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |   | Rule 10b5-1(c) Transaction Indication<br><br><input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. |

**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------------------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                         |   |  |   |
| Common Stock                    | 06/12/2023                           |  | S                              |   | 708 <sup>(1)</sup>  | D          | \$37.03 <sup>(2)</sup><br>(3) | 1,099,714   | D  |   |
| Common Stock                    | 06/12/2023                           |  | S                              |   | 5,980 <sup>(4)</sup>  | D          | \$37.03 <sup>(2)</sup><br>(3) | 1,093,734   | D  |   |
| Common Stock                    | 06/12/2023                           |  | A                              |   | 14,110 <sup>(5)</sup>   | A          | \$0                           | 1,107,844   | D  |   |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |

**Explanation of Responses:**

- Amount sold to satisfy applicable tax withholding resulting from the vesting on June 10, 2023 of a previously disclosed award of restricted stock units granted on June 10, 2022 pursuant to the Company's Stock Bonus Program for the year ended January 31, 2022.
- Represents the weighted average price for sales of the shares. The shares were sold at prices ranging from \$36.77 to \$37.33 per share.
- 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 sold at each separate price.
- Amount sold to satisfy applicable tax withholding resulting from the vesting on June 10, 2023 of a previously disclosed award of restricted stock units.
- Shares of common stock delivered pursuant to the Company's Stock Bonus Program for the year ended January 31, 2023 under which the reporting person elected to receive such number of shares of the Company's common stock at fair market value in lieu of a portion of his cash bonus for such fiscal year.

**Remarks:**

/s/ Peter D. Fante, as  
Attorney-in-Fact for Dan Bodner      06/14/2023

\*\* Signature of Reporting Person      Date

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

\* 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).

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

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 Number.