

Registration No. 333-167618
Registration No. 333-169005
Registration No. 333-169768
Registration No. 333-171006
Registration No. 333-173421
Registration No. 333-173454
Registration No. 333-174820
Registration No. 333-182032
Registration No. 333-182755
Registration No. 333-189062
Registration No. 333-198575

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

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-167618
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-169005
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-169768
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POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-198575

*UNDER
THE SECURITIES ACT OF 1933*

VERINT SYSTEMS INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

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

175 Broadhollow Road, Melville, New York 11747
(Address of Principal Executive Offices) (Zip Code)

**Witness Systems, Inc. Amended and Restated Stock Incentive Plan
Verint Systems Inc. Stock Incentive Compensation Plan
Verint Systems Inc. 2004 Stock Incentive Compensation Plan
Verint Systems Inc. 2010 Long-Term Stock Incentive Plan
Amended and Restated Converse Technology, Inc. 2011 Stock Incentive Compensation Plan
Verint Systems Inc. 2002 Employee Stock Purchase Plan**
(Full title of the plans)

Peter Fante, Esq.
Chief Administrative Officer
Verint Systems Inc.
175 Broadhollow Road
Melville, New York 11747
(631) 962-9600

With a copy to:

Bradley C. Brassler, Esq.
Jones Day
77 W Wacker
Chicago, Illinois 60601
(312) 782-3939

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

Verint Systems Inc., a Delaware corporation (the “**Company**”), is filing this Post-Effective Amendment to deregister any and all securities that remain unsold under the Company’s Registration Statements on Form S-8 (Nos. 333-167618; 333-169005; 333-169768; 333-171006; 333-173421; 333-173454; 333-174820; 333-182032; 333-182755; 333-189062; and 333-198575) (collectively, the “**Registration Statements**”), which relate to the: (i) Witness Systems, Inc. Amended and Restated Stock Incentive Plan; (ii) Verint Systems Inc. Stock Incentive Compensation Plan; (iii) Verint Systems Inc. 2004 Stock Incentive Compensation Plan; (iv) Verint Systems Inc. 2010 Long-Term Stock Incentive Plan; (v) Amended and Restated Comverse Technology, Inc. 2011 Stock Incentive Compensation Plan; and (vi) Verint Systems Inc. 2002 Employee Stock Purchase Plan (collectively, the “**Plans**”). The Registration Statements registered shares of common stock of the Company, par value \$0.001 per share (“**Common Stock**”), to be offered and sold pursuant to the Plans.

The Company has terminated all offerings of Common Stock pursuant to the Registration Statements and no shares of Common Stock are available for issuance under the Plans. Accordingly, the Company hereby terminates the effectiveness of the Registration Statements and, pursuant to the undertakings contained in the Registration Statements to remove from registration by means of a post-effective amendment any shares of Common Stock that had been registered for issuance but remain unsold at the termination of the offering, the Company hereby removes from registration any remaining Common Stock that was registered for issuance pursuant to the Registration Statements and that remain unsold as of the date hereof. The Registration Statements are hereby amended, as appropriate, to reflect the deregistration of such Common Stock.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing an amendment on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Melville, State of New York, as of the 16th day of July, 2019.

VERINT SYSTEMS INC.

By: /s/ Dan Bodner
Name: Dan Bodner
Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statements has been signed below by the following persons in the capacities indicated as of the 16th day of July, 2019.

<u>Signature</u>	<u>Title</u>
<u>/s/ Dan Bodner</u> Dan Bodner	Chief Executive Officer, and Chairman of the Board (Principal Executive Officer)
<u>/s/ Douglas Robinson</u> Douglas Robinson	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ John Egan</u> John Egan	Director
<u>/s/ Stephen Gold</u> Stephen Gold	Director
<u>/s/ Penelope Herscher</u> Penelope Herscher	Director
<u>/s/ William Kurtz</u> William Kurtz	Director
<u>/s/ Richard Nottenburg</u> Richard Nottenburg	Director
<u>/s/ Howard Safir</u> Howard Safir	Director
<u>/s/ Earl Shanks</u> Earl Shanks	Director