

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 15, 2012

VERINT SYSTEMS INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware (State or Other Jurisdiction of Incorporation)	001-34807 (Commission File Number)	11-3200514 (IRS Employer Identification No.)
330 South Service Road, Melville, New York (Address of Principal Executive Offices)		11747 (Zip Code)

Registrant's telephone number, including area code: (631) 962-9600

None
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box 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.):

- 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 1.01 Entry into a Material Definitive Agreement.

The information in "Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers" below is incorporated herein by reference.

Item 1.02 Termination of a Material Definitive Agreement.

The information in "Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers" below with respect to the 2004 Plan (as defined therein) is incorporated herein by reference.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) *Material Compensatory Plan, Contract or Arrangement.*

On June 15, 2012, Verint Systems Inc. (the "Company" or "Verint") held its 2012 Annual Meeting of Stockholders (the "Annual Meeting").

On May 11, 2012, the board of directors of Verint adopted Amendment No. 1 (the "Amendment") to the Verint Systems Inc. 2010 Long-Term Stock Incentive Plan (the "Plan"), subject to stockholder approval. At the Annual Meeting, Verint's stockholders approved the Amendment. The Amendment:

- increases the maximum number of shares of the Company's common stock that may be issued or transferred under the Plan by the sum of (x) 4,500,000 plus (y) the number of shares that remain available for issuance or transfer under the Verint Systems Inc. 2004 Stock Incentive Compensation Plan (as amended and restated, the "2004 Plan") as of the date of stockholder approval of the Amendment;
- increases the maximum number of shares of the Company's common stock for which incentive stock options may be granted from 2,000,000 to 3,500,000; and
- extends the expiration date of the Plan to correspond with the date of stockholder approval of the Amendment (i.e., to June 15, 2022).

The 2004 Plan was terminated concurrently with the stockholder approval of the Amendment. The foregoing description of the Amendment is qualified in its entirety by reference to the terms of the Amendment, a copy of which has been filed as Exhibit 10.1 hereto.

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

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, 2012.

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:

<u>Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Dan Bodner	41,270,741	455,030	1,911,058
Susan Bowick	40,919,778	805,993	1,911,058
Victor DeMarines	38,963,174	2,762,597	1,911,058
Larry Myers	41,410,009	315,762	1,911,058
Augustus K. Oliver	41,018,953	706,818	1,911,058
Howard Safir	38,962,814	2,762,957	1,911,058
Theodore H. Shell	41,089,100	636,671	1,911,058
Shefali Shah	37,198,782	4,526,989	1,911,058
Mark C. Terrell	40,987,381	738,390	1,911,058

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, 2013. The results of the voting were 43,514,584 votes for, 121,939 votes against, and 306 abstentions.
3. *Approval of Amendment No. 1 to Verint Systems Inc. 2010 Long-Term Stock Incentive Plan .* The Company's stockholders voted for approval of the Amendment. The results of the voting were 40,731,870 votes for, 991,982 votes against, 1,919 abstentions, and 1,911,058 broker non-votes.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit Number	Description
10.1	Amendment No. 1 to Verint Systems Inc. 2010 Long-Term Stock Incentive Plan

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 19, 2012

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

EXHIBIT INDEX

Exhibit

Number Description

10.1 Amendment No. 1 to Verint Systems Inc. 2010 Long-Term Stock Incentive Plan

AMENDMENT NO. 1

TO THE

VERINT SYSTEMS INC.

2010 LONG-TERM STOCK INCENTIVE PLAN

THIS AMENDMENT NO. 1 TO THE VERINT SYSTEMS INC. 2010 LONG-TERM STOCK INCENTIVE PLAN (this "Amendment") is made by Verint Systems Inc., a Delaware corporation (the "Company").

WHEREAS, the Board of Directors of the Company (the "Board") has determined that it is in the best interests of the Company to amend the Verint Systems Inc. 2010 Long-Term Stock Incentive Plan (the "Plan") to increase the number of shares authorized for award under the Plan and to extend the expiration date of the Plan;

WHEREAS, the Board approved this Amendment on May 11, 2012 for submission to the stockholders of the Company for approval at the Company's 2012 annual meeting of stockholders to be held on or about June 15, 2012;

NOW, THEREFORE, the Plan is hereby amended as follows:

1. The first sentence of Section 4(a)(i) of the Plan is replaced in its entirety with the following:

Subject to adjustment as provided in Section 4(b), the aggregate number of Shares with respect to which Awards may be granted from time to time under the Plan on or after the date on which Amendment No. 1 to the Plan is approved by the stockholders of the Company (the "Amendment Approval Date") shall in the aggregate not exceed, at any time, the sum of (i) 4,500,000, plus (ii) the number of Shares that remain available for Awards under the Plan as of the Amendment Approval Date (immediately prior to such approval), plus (iii) the number of shares that remain available for issuance or transfer under the Verint Systems Inc. 2004 Stock Incentive Compensation Plan, as amended and restated (the "2004 Plan"), as of the Amendment Approval Date (the "2004 Plan Remaining Shares"), plus (iv) any Shares that again become available for Awards under the Plan in accordance with Section 4(a)(ii) hereof, plus (v) any shares granted under the 2004 Plan that again become available for awards under the 2004 Plan prior to July 27, 2014 in accordance with Section 5 thereof; *provided*, that, for the avoidance of doubt, (i) all shares granted prior to the Amendment Approval Date, under the Plan or the 2004 Plan, will be settled under the applicable plan and such settlement will not reduce the aggregate number of Shares with respect to which Awards may be granted under the Plan and (ii) the 2004 Remaining Shares will be available for issuance under the Plan until such time as contemplated by Section 16(b) of the Plan; and *provided further*, that the aggregate number of Shares with respect to which Incentive Stock Options may be granted under the Plan shall be 3,500,000.

2. Section 16(b) of the Plan is replaced in its entirety with the following:

Expiration Date. No grant will be made under this Plan more than ten years after the Amendment Approval Date, but all grants made on or prior to such date will continue in effect thereafter subject to the terms thereof and of this Plan.

This Amendment is subject to, and shall become effective only upon, approval by the Company's stockholders.

Except as specifically amended by this Amendment, the Plan shall remain in full force and effect in accordance with its terms.