

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR 12(G) OF THE
SECURITIES EXCHANGE ACT OF 1934

Verint Systems Inc.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware

11-3200514

(State of Incorporation or Organization)

(I.R.S. Employer
Identification no.)

234 Crossways Park Drive, Woodbury, New York

11797

(Address of Principal Executive Offices)

(Zip Code)

If this form relates to the
registration of a class of
securities pursuant to Section
12(b) of the Exchange Act and
is effective pursuant to
General Instruction A.(c),
please check the following
box. []

If this form relates to the
registration of a class of
securities pursuant to Section
12(g) of the Exchange Act and
is effective pursuant to
General Instruction A.(d),
please check the following
box. [x]

Securities Act registration statement file number to which this form relates:
333-82300

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

None

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock, par value \$.001

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

For a description of the securities to be registered hereunder,
reference is made to the information set forth under the heading "Description of
Capital Stock" in the Registrant's prospectus, which constitutes a part of the
Registrant's Registration Statement on Form S-1 (File No. 333-82300), as may be
amended from time to time, filed with the Securities and Exchange Commission,
which information is incorporated by reference herein. Any form of prospectus
subsequently filed by the Registrant pursuant to Rule 424(b) under the
Securities Act which includes such description shall be deemed to be
incorporated by reference into this registration statement.

ITEM 2. EXHIBITS

The following exhibits to this Registration Statement have been filed
as exhibits to the Registrant's Registration Statement on Form S-1 (File No.
333-82300), as amended (the "Registration Statement"), filed under the
Securities Act of 1933, as amended, and are hereby incorporated herein by
reference.

EXHIBIT

NUMBER

DESCRIPTION OF EXHIBIT

1. Amended and Restated Certificate of Incorporation of Verint Systems Inc., filed as Exhibit 3.1 to the Registration Statement and is incorporated herein by reference.
2. By-laws of Verint Systems Inc., filed as Exhibit 3.2 to the Registration Statement and is incorporated herein by reference.
3. Specimen Common Stock Certificate, filed as Exhibit 4.1 to the Registration Statement and is incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: April 30, 2002

VERINT SYSTEMS INC.

By: /s/ Dan Bodner

Name: Dan Bodner
Title: President and Chief Executive
Officer