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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 December 6, 2005
(Date of Earliest Event Reported)

VERINT SYSTEMS INC.

(Exact name of registrant as specified in its charter)

Commission File No. 0-15502

Delaware

11-3200514

(State of Incorporation)

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

330 South Service Road, Melville, New York

11747

(Address of principal executive offices)

Zip Code

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

Check the appropriate box below 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. below):

- 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 2.02 Results of Operations and Financial Condition

On December 6, 2005, Verint Systems Inc. issued an earnings release
announcing its financial results for the quarter ended October 31, 2005. A copy
of the earnings release is attached hereto as Exhibit 99.1 and is incorporated
by reference herein.

The information in this Current Report on Form 8-K, including the exhibits
attached hereto, is furnished pursuant to Item 2.02 and shall not be deemed to
be "filed" for the purposes of Section 18 of the Securities Exchange Act of
1934, or otherwise subject to the liabilities of that section.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

Exhibit No. Description



SIGNATURES

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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.

By: /s/ Igal Nissim

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Name: Igal Nissim

Title: Chief Financial Officer

Dated: December 6, 2005

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated December 6, 2005

## Press Release

Contact  
 Alan Roden  
 VP, Corporate Development and Investor Relations  
 (631) 962-9304  
 alan.roden@verint.com

## Verint Systems Reports Record Fiscal 2005 Third Quarter Sales

Sales Grow to \$78.2 Million; Increases 22.3% y-o-y and 4.7% Sequentially  
 GAAP Earnings Per Diluted Share of \$0.22  
 Pro Forma Earnings Per Diluted Share of \$0.26

MELVILLE, N.Y., December 6, 2005 - Verint Systems Inc. (NASDAQ:VRNT), announced record sales of \$78,238,000 for the third quarter of fiscal 2005, ended October 31, 2005, a 22.3% increase compared with \$63,989,000 for the third quarter of fiscal 2004. Verint's sales increased approximately 4.7% sequentially, compared with \$74,709,000 for the second quarter of fiscal 2005.

Net income on a generally accepted accounting principles ("GAAP") basis was \$7,308,000 for the third quarter of fiscal 2005 (\$0.22 per diluted share) compared with net income of \$5,180,000 (\$0.16 per diluted share) for the third quarter of fiscal 2004, and net income of \$7,137,000 (\$0.22 per diluted share) for the second quarter of fiscal 2005.

Net income on a pro forma basis was \$8,771,000 for the third quarter of fiscal 2005 (\$0.26 per diluted share) compared with pro forma net income of \$6,903,000 (\$0.21 per diluted share) for the third quarter of fiscal 2004, and pro forma net income of \$8,359,000 (\$0.25 per diluted share) for the second quarter of fiscal 2005. A reconciliation between results on a GAAP basis and results on a pro forma basis is provided in a table immediately following the Pro Forma Consolidated Statement of Operations.

Dan Bodner, President and CEO of Verint, stated, "Our record third quarter sales were due to demand for our actionable intelligence solutions in the security and business intelligence markets. Pro forma income from operations of \$9.3 million, which was also a record, grew 35.7% year-over-year."

The Company ended the quarter with record cash, cash equivalents, bank time deposits and short-term investments of \$266,565,000, working capital of \$215,480,000 total assets of \$451,141,000, and stockholders' equity of \$315,142,000.

## Conference Call Information

The Company will be conducting a conference call to review its fiscal 2005 third quarter results today at 4:30 PM ET. An on-line, real-time Web cast of the conference call will be available on our website at [www.verint.com](http://www.verint.com). The conference call can also be accessed live via telephone at 706-634-7052. Please dial in 5-10 minutes prior to the scheduled start time.

A replay of the conference call will be available on our website at [www.verint.com](http://www.verint.com) until January 31, 2006.

## Verint Systems Reports Record Fiscal 2005 Third Quarter Results

December 6, 2005

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Financial highlights at and for the nine and three month periods ended October 31, 2005 and prior year comparisons are as follows:

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 Consolidated Statements of Income (GAAP Basis)  
 (In thousands, except per share data)  
 (Unaudited)  
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	Nine Months		Three Months	
	Ended October 31,		Ended October 31,	
	2004	2005	2004	2005
Sales	\$ 180,794	\$ 224,986	\$ 63,989	\$ 78,238

Cost of sales	82,098	99,860	29,235	34,360
	-----	-----	-----	-----
Gross Profit	98,696	125,126	34,754	43,878
Operating Expenses				
Research and development, net	23,089	29,035	8,409	10,039
Selling, general and administrative	59,704	74,217	21,290	26,272
In-process research and development	3,154	-	-	-
Write-down of capitalized software	1,481	-	-	-
	-----	-----	-----	-----
Income from operations	11,268	21,874	5,055	7,567
Interest and other income, net	2,379	5,361	932	1,982
	-----	-----	-----	-----
Income before income tax provision	13,647	27,235	5,987	9,549
Income tax provision	1,282	6,257	807	2,241
	-----	-----	-----	-----
Net income	\$ 12,365	\$ 20,978	\$ 5,180	\$ 7,308
	=====	=====	=====	=====
Earnings per share:				
Basic	\$ 0.40	\$ 0.66	\$ 0.17	\$ 0.23
	=====	=====	=====	=====
Diluted	\$ 0.38	\$ 0.63	\$ 0.16	\$ 0.22
	=====	=====	=====	=====
Weighted average shares:				
Basic	30,725	31,658	31,036	31,866
Diluted	32,481	33,141	32,766	33,333
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Verint Systems provides pro forma net income and pro forma earnings per share data as additional information of its operating results. These measures are not in accordance with, or an alternative for, GAAP and may be different from pro forma measures used by other companies. The company believes that this presentation of pro forma data provides useful information to management and investors regarding certain additional financial and business trends relating to its financial condition and result of operations. In addition, the Company's management uses these measures for reviewing the financial results of the Company and for budget purposes:

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Consolidated Statements of Income (Pro Forma Basis)  
(In thousands, except per share data)  
(Unaudited)  
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	Nine Months		Three Months	
	Ended October 31,		Ended October 31,	
	2004	2005	2004	2005
Sales	\$ 180,794	\$ 224,986	\$ 63,989	\$ 78,238
Cost of sales	80,382	96,967	28,160	33,182
Gross Profit	100,412	128,019	35,829	45,056
Operating Expenses				
Research and development, net	23,089	29,035	8,409	10,039
Selling, general and administrative	58,350	72,580	20,544	25,683
Income from operations	18,973	26,404	6,876	9,334
Interest and other income, net	2,379	5,488	932	2,077
Income before income tax provision	21,352	31,892	7,808	11,411
Income tax provision	2,092	7,056	905	2,640
Net income	\$ 19,260	\$ 24,836	\$ 6,903	\$ 8,771
Earnings per share:				
Basic	\$ 0.63	\$ 0.78	\$ 0.22	\$ 0.28
Diluted	\$ 0.59	\$ 0.75	\$ 0.21	\$ 0.26
Weighted average shares:				
Basic	30,725	31,658	31,036	31,866
Diluted	32,481	33,141	32,766	33,333

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Reconciliation of GAAP net income to pro forma net income  
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GAAP net income	\$ 12,365	\$ 20,978	\$ 5,180	\$ 7,308
Amortization of purchased intangible assets:				
Included in gross profit	1,183	2,893	542	1,178
Included in operating expenses	675	898	275	340
Included in interest and other income	-	127	-	95
Amortization of stock based compensation	313	739	105	249
Acquisition-related charges:				
In-process research and development	3,154	-	-	-
Write-down of capitalized software	1,481	-	-	-
Other, included in gross profit and in operating expenses	899	-	899	-
Income tax effect	(810)	(799)	(98)	(399)

Pro forma net income

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\$ 19,260  
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\$ 24,836  
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\$ 6,903  
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\$ 8,771  
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 Balance Sheet Highlights  
 (In thousands)  
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ASSETS	January 31, 2005	October 31, 2005 (Unaudited)
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CURRENT ASSETS:		
Cash, cash equivalents, bank time deposits and short-term investments	\$ 240,414	\$ 266,565
Accounts receivable, net	39,072	48,896
Inventories	17,267	20,886
Prepaid expenses and other current assets	9,880	10,427
	-----	-----
TOTAL CURRENT ASSETS	\$ 306,633	\$ 346,774
PROPERTY AND EQUIPMENT, net	17,540	19,833
INTANGIBLE ASSETS, net	12,026	10,315
GOODWILL	49,625	59,262
OTHER ASSETS	13,154	14,957
	-----	-----
TOTAL ASSETS	\$ 398,978	\$ 451,141
	=====	=====
LIABILITIES AND STOCKHOLDERS' EQUITY		
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CURRENT LIABILITIES:		
Accounts payable and accrued expenses	\$ 68,399	\$ 91,507
Advance payments from customers	41,853	39,787
	-----	-----
TOTAL CURRENT LIABILITIES	110,252	131,294
LONG-TERM LIABILITIES	5,351	4,705
	-----	-----
TOTAL LIABILITIES	115,603	135,999
STOCKHOLDERS' EQUITY	283,375	315,142
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TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 398,978	\$ 451,141
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 About Verint Systems Inc.

Verint Systems Inc., headquartered in Melville, New York, is a leading provider of analytic software-based solutions for communications interception, networked video and security and enterprise business intelligence. Verint software, which is used by over 1,000 organizations in over 50 countries worldwide, generates actionable intelligence through the collection, retention and analysis of voice, fax, video, email, Internet and data transmissions from multiple communications networks. Verint is a subsidiary of Comverse Technology, Inc. (NASDAQ: CMVT). Visit us at our website [www.verint.com](http://www.verint.com).

Note: Certain statements concerning Verint's future revenues, earnings per share, results or prospects are "forward-looking statements" under the Private Securities Litigation Reform Act of 1995. There can be no assurances that forward-looking statements will be achieved, and actual results could differ materially from forecasts and estimates. Important risks, uncertainties and other important factors that could cause actual results to differ materially include, among others: risk associated with integrating the business and employees of MultiVision and Opus; risks associated with integrating the assets and business acquired from ECTel Ltd. and RP Sicherheissysteme GMBH; risks associated with Verint's ability to retain existing personnel and recruit and retain qualified personnel in all geographies in which Verint operates; introducing quality products on a timely basis that satisfy customer requirements and achieve market acceptance; decline in information technology spending; changes in the demand for Verint's products; challenges in increasing gross margins; lengthy and variable sales cycles create difficulty in forecasting the timing of revenue; aggressive competition in all of Verint's markets, which creates pricing pressure; risks associated with changes in the competitive or regulatory environment in which Verint operates; dependence on government contracts; expected increase in Verint's effective tax rate; risks that Verint's intellectual property rights may not be adequate to protect its business or that others may claim that Verint infringes upon their intellectual property rights; perception that Verint improperly handles sensitive or confidential information; inability to maintain relationships with value added resellers and systems integrators; difficulty of improving Verint's infrastructure in order to be able to continue to grow; risks associated with significant foreign operations, including fluctuations in foreign currency exchange rates; risks associated with Comverse Technology, Inc. controlling Verint's business and affairs; and other risks described in filings with the Securities and Exchange Commission. All documents are available through the SEC's Electronic Data Gathering Analysis and Retrieval system (EDGAR) at [www.sec.gov](http://www.sec.gov) or from Verint's website at [www.verint.com](http://www.verint.com). Verint makes no commitment to revise or update any forward-looking statements.

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