

**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): April 14, 2015**

**Verint Systems Inc.**

(Exact name of registrant as specified in its charter)

**001-34807**

(Commission File Number)

**Delaware**

(State or other jurisdiction  
of incorporation)

**11-3200514**

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

**330 South Service Road, Melville, New York**

(Address of principal executive offices)

**11747**

(Zip code)

**(631) 962-9600**

(Registrant's telephone number, including area code)

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 7.01 Regulation FD Disclosure.**

On April 14, 2015, Verint Systems Inc. disclosed presentation slides that will be used in certain investor relations presentations beginning on and after that date. Copies of the presentation slides are attached as Exhibit 99.1 hereto and incorporated by reference into this Item 7.01 in their entirety.

The presentation slides attached as Exhibit 99.1 hereto are being furnished herewith and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

<b>Exhibit Number</b>	<b>Description</b>
99.1	Presentation Slides

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**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:** April 14, 2015

**By:** /s/ Douglas E. Robinson

**Name:** Douglas E. Robinson

**Title:** Chief Financial Officer

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## EXHIBIT INDEX

Exhibit Number	Description
99.1	Presentation Slides



**Actionable Intelligence®**

April 2015

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# Disclaimers

## **Forward Looking Statements**

This presentation contains "forward-looking statements," including statements regarding expectations, predictions, views, opportunities, plans, strategies, beliefs, and statements of similar effect relating to Verint Systems Inc. These forward-looking statements are not guarantees of future performance and they are based on management's expectations that involve a number of risks, uncertainties, and assumptions, any of which could cause actual results to differ materially from those expressed in or implied by the forward-looking statements. Important risks, uncertainties, assumptions, and other factors could cause actual results to differ materially from those expressed in or implied by the forward-looking statements. The forward-looking statements contained in this presentation are made as of the date of this presentation and, except as required by law, Verint assumes no obligation to update or revise them, or to provide reasons why actual results may differ. For a more detailed discussion of how these and other risks, uncertainties, and assumptions could cause Verint's actual results to differ materially from those indicated in its forward-looking statements, see Verint's prior filings with the Securities and Exchange Commission.

## **Non-GAAP Financial Measures**

This presentation includes financial measures which are not prepared in accordance with generally accepted accounting principles ("GAAP"), including certain constant currency measures. For a description of these non-GAAP financial measures, including the reasons management uses each measure, and reconciliations of these non-GAAP financial measures to the most directly comparable financial measures prepared in accordance with GAAP, please see the Appendices to this presentation, Verint's earnings press releases, as well as the GAAP to non-GAAP reconciliation found under the Investor Relations tab on Verint's website.



# A Smarter World with Actionable Intelligence®





# Actionable Intelligence

**Crucial insights that enable decision-makers to  
anticipate, respond and take action**



# Global Market Leader



**\$1 Billion+**  
Actionable  
Intelligence  
Company

**10,000+**  
Customers in  
Over 180  
Countries

**More  
Than 80%**  
of the  
Fortune 100

**4,800**  
Verint  
Professionals  
Worldwide



**VERINT.**

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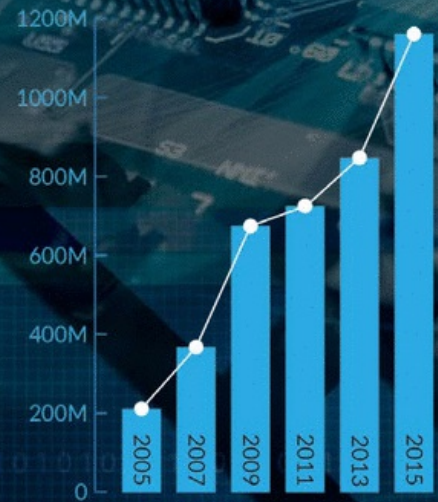
# Innovation Driving Growth and Leadership

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## Culture of Innovation

- Over \$1B R&D investment in last 10 years
- 1,500 R&D professionals
- 700+ patents & applications
- Advanced Actionable Intelligence Platform

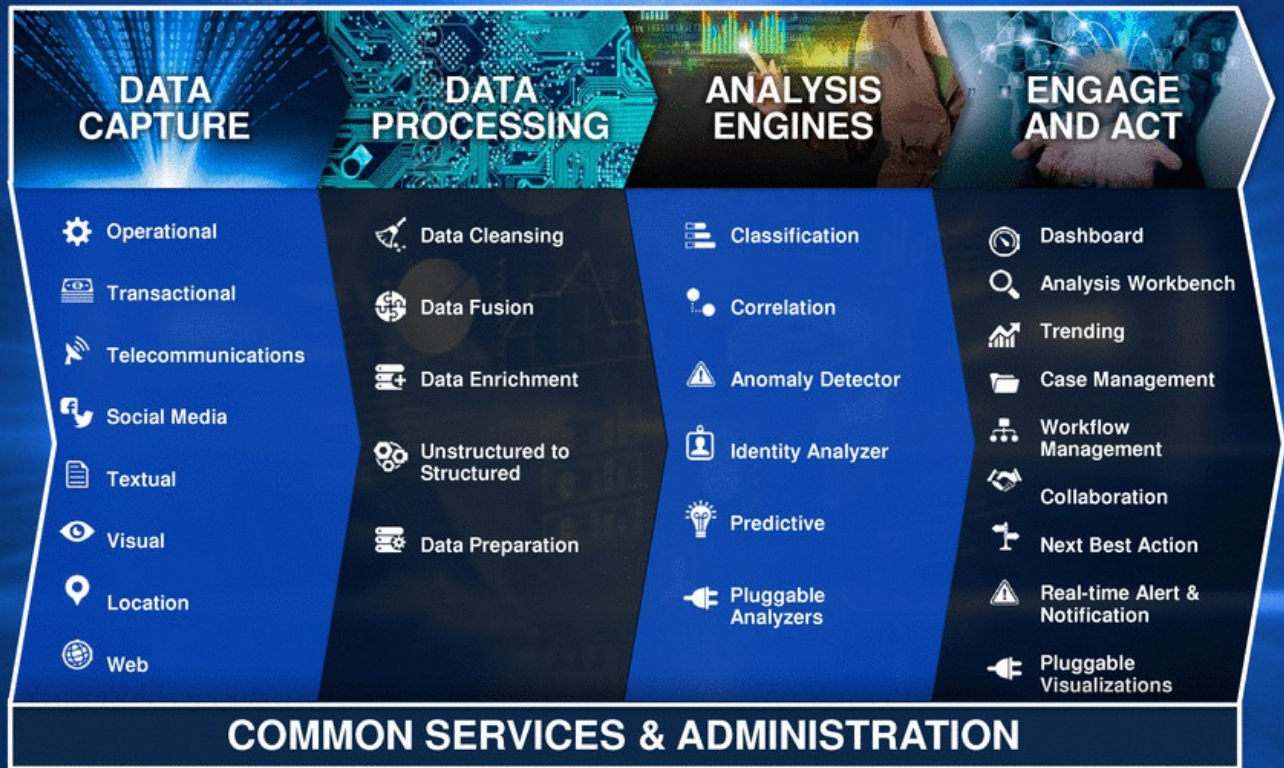
## Revenue Growth



Non-GAAP revenue for year ending 1/31, see appendices for reconciliation.

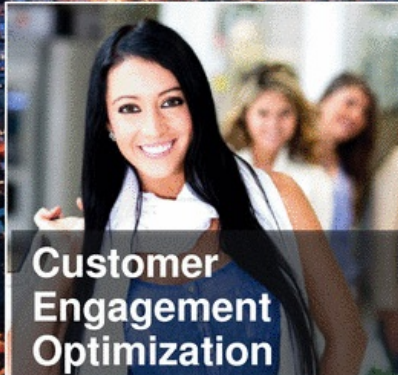


# Advanced Actionable Intelligence Platform





# Amazing Things Happen When You Gain Insights From Data



**Customer  
Engagement  
Optimization**



**Security  
Intelligence**



**Fraud, Risk  
and Compliance**

**Advanced Actionable Intelligence Platform**

## Expanding Addressable Market



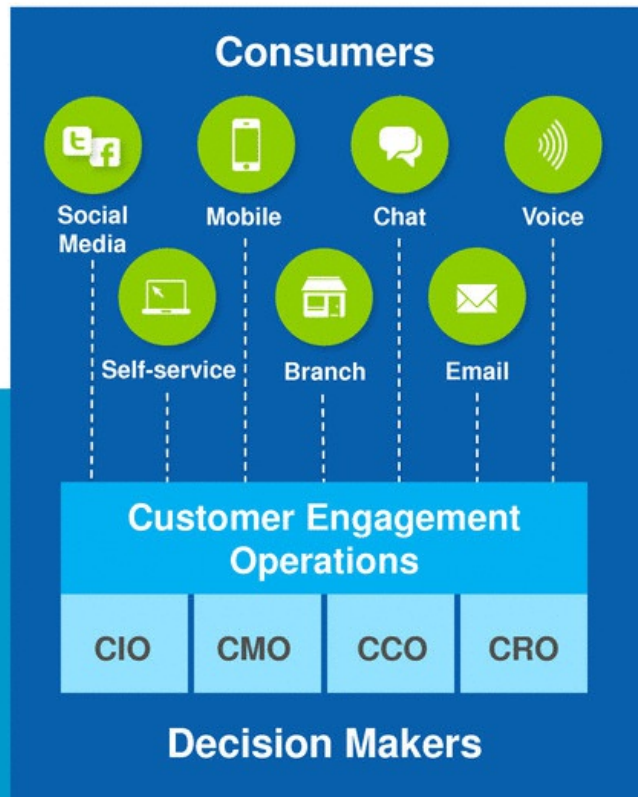
# Customer Engagement Optimization

## Market Dynamics

Customer centric organizations seek to optimize customer engagement. They need to respond to changing consumer expectations while maximizing revenue, minimizing costs, increasing customer loyalty and mitigating enterprise risk.

## Our Solutions

Enable organizations to **aggregate, analyze, and act on insights** across service channels to optimize the workforce, improve business processes and enrich customer interactions.





# Security Intelligence

## Market Dynamics

Government and enterprises seek innovative solutions to effectively address terrorism, criminal activities, cyber-attacks, and physical security threats.

## Our Solutions

Enable organizations to **aggregate, analyze, and act on insights** from a wide range of sources to enhance security in a cost-effective manner.



# Fraud, Risk & Compliance

## Market Dynamics

Organizations must address ongoing fraud intensified by new vulnerabilities and sophisticated cyber crimes as well as evolving compliance requirements across many industries.

## Our Solutions

Enable organizations to **aggregate, analyze, and act on insights** to identify and prevent fraud and help mitigate enterprise risk, helping to ensure compliance with legal, regulatory, and internal requirements.



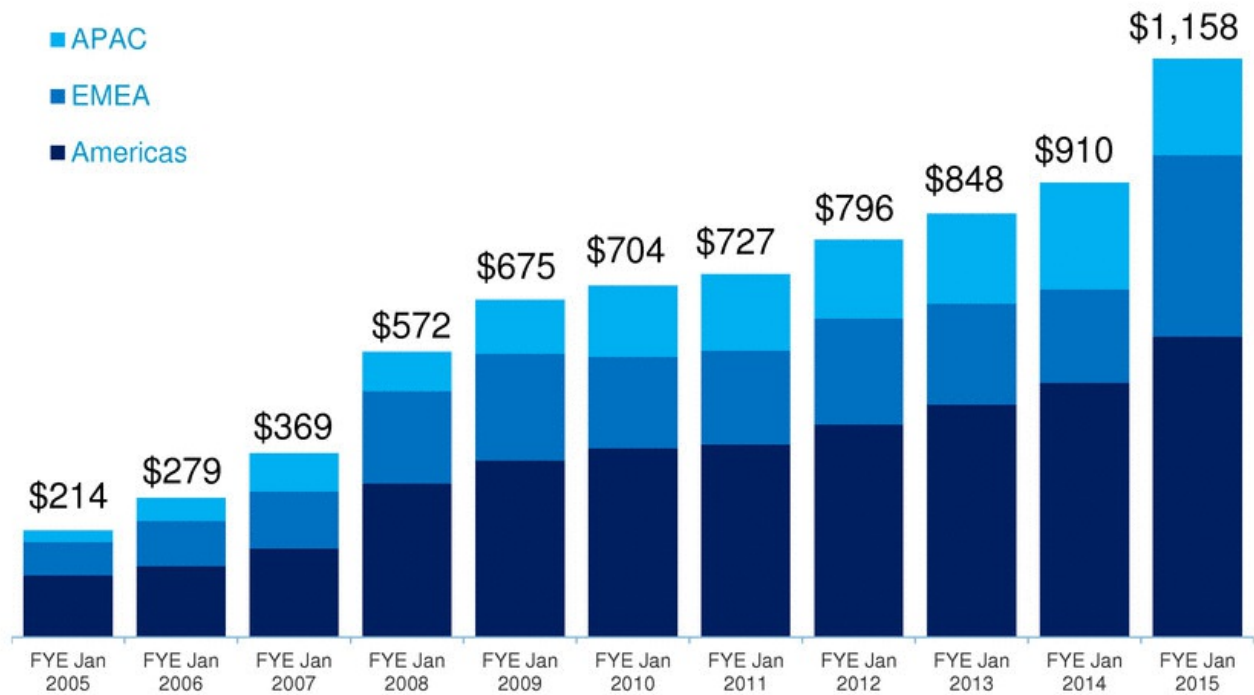
# Partnering for Customer Success



# Financial Highlights

# Non-GAAP Revenue Trends

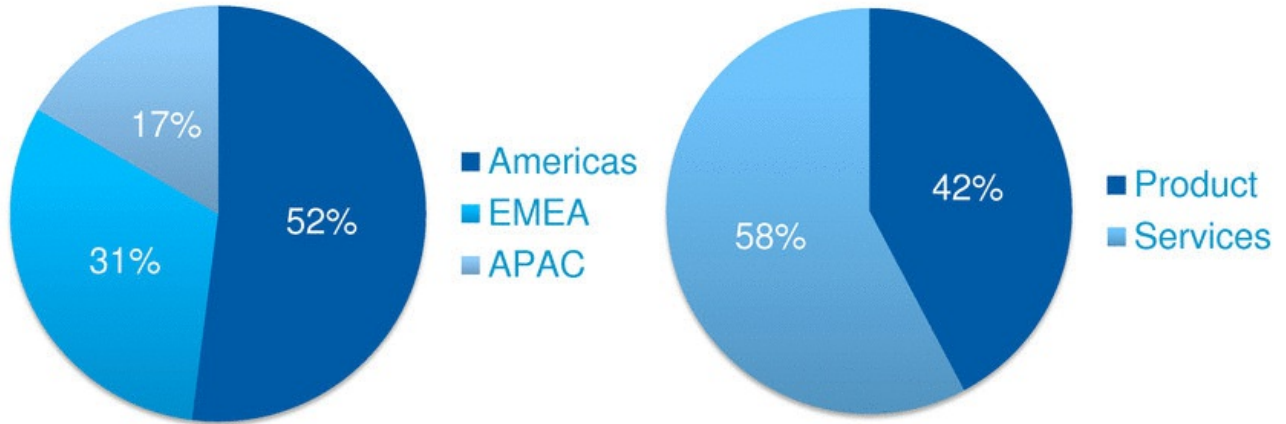
(\$ in millions)



Note: Financial data is non-GAAP. See appendices for reconciliation.



# Non-GAAP Revenue by Region and Product/Service



*Note: Percentages based on FYE Jan 2015 non-GAAP revenue.*

# Non-GAAP Quarterly Trends

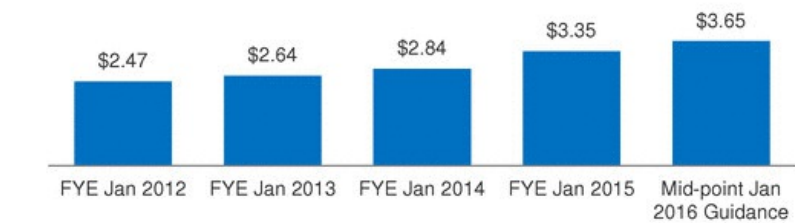
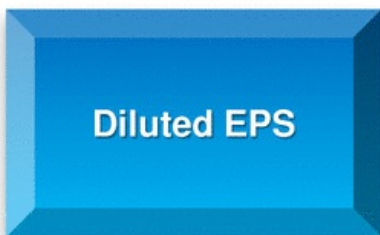
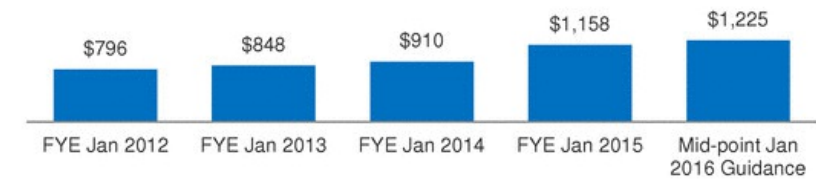
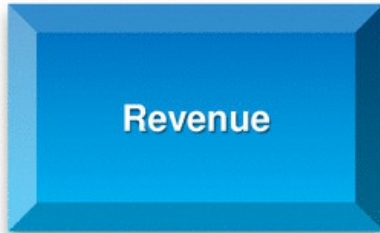
(\$ in millions, except per share data)

	FYE 2015 Actual				
	Q1	Q2	Q3	Q4	Year
Revenue	\$269.3	\$284.7	\$288.5	\$315.6	\$1,158.2
Gross Profit	\$178.5	\$192.1	\$195.6	\$218.2	\$784.3
<i>Gross Margin</i>	66.3%	67.5%	67.8%	69.1%	67.7%
Operating Profit	\$51.0	\$58.6	\$64.7	\$88.6	\$262.9
<i>Operating Margin</i>	18.9%	20.6%	22.4%	28.1%	22.7%
EBITDA	\$56.0	\$63.6	\$69.5	\$94.0	\$283.2
EPS	\$0.72	\$0.72	\$0.84	\$1.06	\$3.35

Note: Financial data is non-GAAP. See appendices for reconciliation.

# Non-GAAP Annual Trends and Outlook

(\$ in millions, except per share data)



Note: Financial data is non-GAAP. See appendices for reconciliation. FYE Jan 2016 is based on mid-point of guidance.

# Constant Currency Growth Outlook

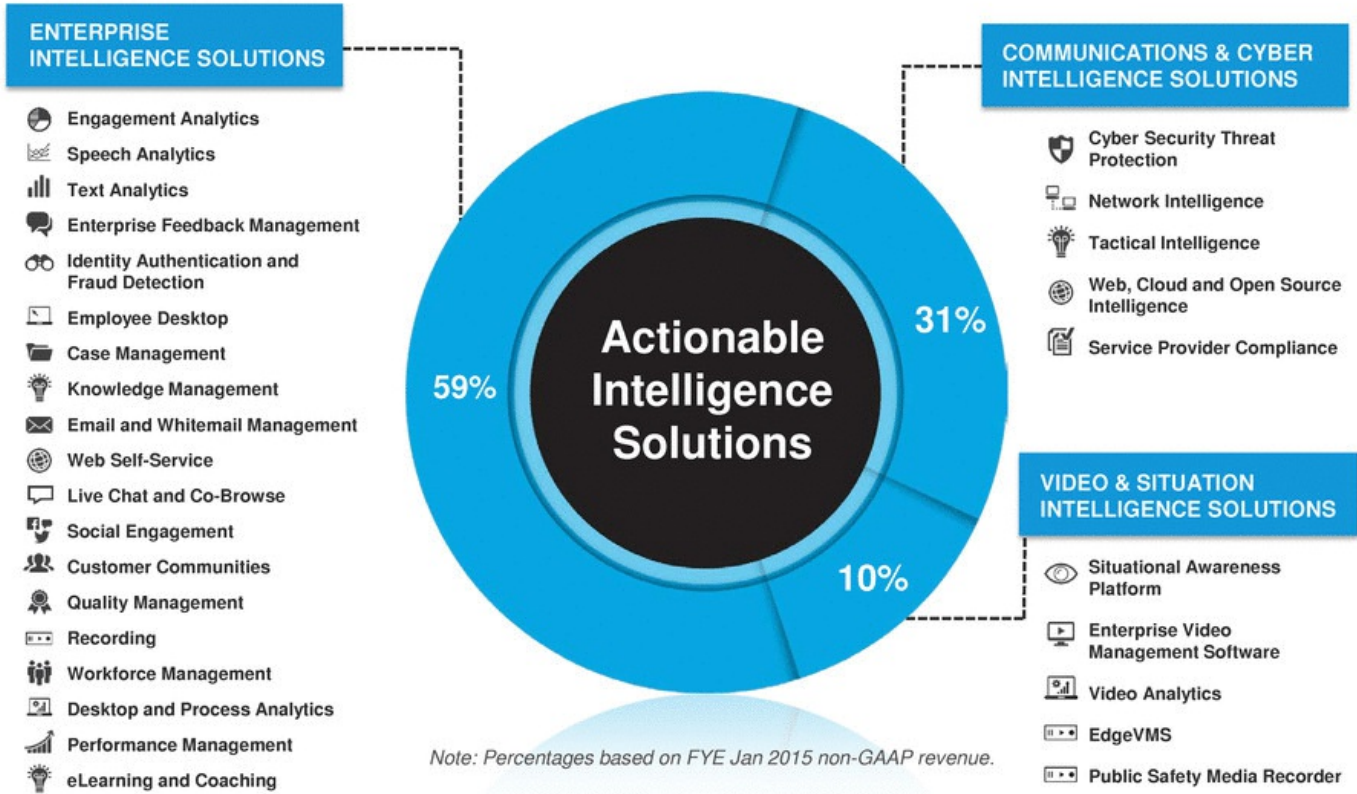
<i>(in thousands)</i>	At March 25, 2015	
	Low	High
Non-GAAP revenue guidance for the year ending January 31, 2016 (1)	\$ 1,200,000	\$ 1,250,000
Non-GAAP revenue for the year ended January 31, 2015	\$ 1,158,163	\$ 1,158,163
% change (2)	4%	8%
% impact from change in foreign currency exchange rates (3)	5%	5%
Constant currency year-over-year non-GAAP revenue growth outlook	9%	13%

(1) Amounts at March 25, 2015 reflect forecasted non-GAAP revenue converting foreign currencies into U.S. dollars by applying the foreign currency exchange rates on or about March 25, 2015.

(2) Percentage by which row 1 exceeds row 2.

(3) Represents the percentage by which our non-GAAP revenue guidance was impacted as a result of changes in foreign currency exchange rates (absent this impact, our non-GAAP revenue guidance would have been higher by this percentage, assuming all other variables remained constant). For our March 25, 2015 guidance, the percentage change is calculated by comparing foreign currency exchange rates on or about March 25, 2015 to average foreign currency exchange rates for the year ended January 31, 2015. For further information see "Supplemental Information About Constant Currency" at the end of this presentation.

# Highly Diversified Portfolio





# Efficient Capital Structure

## Capital Structure Highlights

### Capital Structure

- \$400 million of term loans
- \$400 million of convertible notes
- Rating Agencies
  - Moody's: Ratings improved from B1 to Ba3
  - S&P: Ratings improved from BB- to BB

### Track Record of De-Levering

- Net Debt/EBITDA ratio as of 1/31/15: ~1.6x

### Low Cost Debt with Long Maturity

- Average Interest: ~2.5%
- Average Duration: ~6 years

### Equity

- Expect ~63.1 million average diluted shares for FYE January 2016

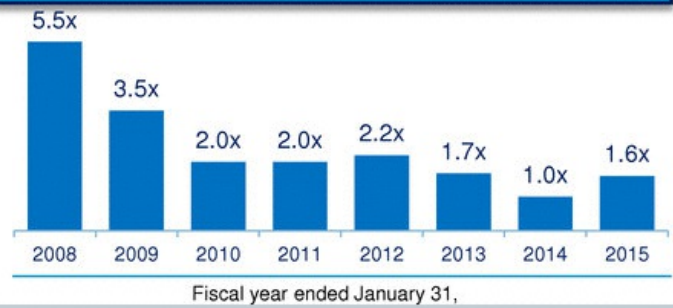
#### Notes:

- Financial data is non-GAAP. See appendices for reconciliation.
- Average interest rate excludes the impact of amortization of discounts and deferred financing fees.
- Net debt excludes convertible note and other unamortized discounts associated with our debt, which are required under GAAP. See appendices for reconciliation.

## Net Debt



## Net Debt/EBITDA



# Summary

- **Verint's strong market presence in Actionable Intelligence provides a solid foundation for delivering continued growth**
- **Large install base provides stability and recurring revenue**
  - Strong economy: Opportunity to accelerate adoption of applications
  - Weak economy: Maintenance stream, compliance and high value ROI
- **Track record of growth**
  - Strong earnings growth and cash generation
  - Efficient capital structure
- **Long-term model**
  - Opportunity to accelerate growth as addressable market continues to expand
  - Opportunity to expand margins with scale

# Appendices

# About Non-GAAP Financial Measures

The following tables include a reconciliation of certain financial measures for closed periods prepared in accordance with Generally Accepted Accounting Principles ("GAAP") to the most directly comparable financial measures not prepared in accordance with GAAP ("non-GAAP"). Non-GAAP financial measures should not be considered in isolation or as a substitute for comparable GAAP financial measures. The non-GAAP financial measures we present in the following tables have limitations in that they do not reflect all of the amounts associated with our results of operations as determined in accordance with GAAP, and these non-GAAP financial measures should only be used to evaluate our results of operations in conjunction with the corresponding GAAP financial measures. These non-GAAP financial measures do not represent discretionary cash available to us to invest in the growth of our business, and we may in the future incur expenses similar to the adjustments made in these non-GAAP financial measures.

We believe that the non-GAAP financial measures we present in the following tables provide meaningful supplemental information regarding our operating results primarily because they exclude certain non-cash charges or items that we do not believe are reflective of our ongoing operating results when budgeting, planning and forecasting, determining compensation and when assessing the performance of our business with our individual operating segments or our senior management. We believe that these non-GAAP financial measures also facilitate the comparison by management and investors of results between periods and among our peer companies. However, those companies may calculate similar non-GAAP financial measures differently than we do, limiting their usefulness as comparative measures.

Our non-GAAP financial measures reflect adjustments to the corresponding GAAP financial measure based on the items set forth below.



# About Non-GAAP Financial Measures

- *Revenue adjustments related to acquisitions.* We exclude from our non-GAAP revenue the impact of fair value adjustments required under GAAP relating to acquired customer support contracts which would have otherwise been recognized on a standalone basis. We exclude these adjustments from our non-GAAP financial measures because these are not reflective of our ongoing operations.
- *Amortization of acquired intangible assets, including acquired technology.* When we acquire an entity, we are required under GAAP to record the fair values of the intangible assets of the acquired entity and amortize those assets over their useful lives. We exclude the amortization of acquired intangible assets, including acquired technology, from our non-GAAP financial measures. These expenses are excluded from our non-GAAP financial measures because they are non-cash charges. In addition, these amounts are inconsistent in amount and frequency and are significantly impacted by the timing and size of acquisitions. Thus, we also exclude these amounts to provide better comparability of pre- and post-acquisition operating results.
- *Stock-based compensation expenses.* We exclude stock-based compensation expenses related to stock options, restricted stock awards and units, stock bonus plans and phantom stock from our non-GAAP financial measures. These expenses are excluded from our non-GAAP financial measures because they are primarily non-cash charges. In prior periods, we also incurred (and excluded from our non-GAAP financial measures) significant cash-settled stock compensation expense due to our previous extended filing delay and restrictions on our ability to issue new shares of common stock to our employees.
- *M&A and other adjustments.* We exclude from our non-GAAP financial measures legal fees, other professional fees, and certain other expenses associated with business acquisitions, whether or not consummated, and certain other costs directly related to consummated business acquisitions, including costs incurred to integrate the acquired businesses into our operations, legal fees and settlements associated with litigation assumed in connection with business acquisitions, and changes in the fair values of contingent consideration liabilities associated with business acquisitions. We also exclude costs associated with the reorganization or restructuring of our operations, whether in connection with business acquisitions, internal factors, or external market factors. All of these expenses are excluded from our non-GAAP financial measures because we believe that they are not reflective of our ongoing operations.



# About Non-GAAP Financial Measures

- *Amortization of convertible note discount.* Under GAAP, certain convertible debt instruments that may be settled in cash upon conversion are required to be bifurcated into separate liability (debt) and equity (conversion option) components in a manner that reflects the issuer's non-convertible debt borrowing rate. As a result, for GAAP purposes, we are required to recognize imputed interest expense in amounts significantly in excess of the coupon rate on our \$400.0 million of 1.50% convertible notes. The difference between the imputed interest expense and the coupon interest expense is excluded from our non-GAAP financial measures because we believe that this non-cash expense is not reflective of ongoing operations.
- *Unrealized (gains) losses on derivatives, net.* We exclude from our non-GAAP financial measures unrealized gains and losses on interest rate swaps and foreign currency derivatives not designated as hedges. These gains and losses are excluded from our non-GAAP financial measures because they are non-cash transactions which are highly variable from period to period and which we believe are not reflective of our ongoing operations.
- *Losses on early retirements of debt.* We exclude from our non-GAAP financial measures losses on early retirements of debt attributable to refinancing or repaying our debt because we believe it is not reflective of our ongoing operations.
- *Non-cash tax adjustments.* We exclude from our non-GAAP financial measures non-cash tax adjustments, which represent the difference between the amount of taxes we expect to pay related to current year income and our GAAP tax provision on an annual basis. On a quarterly basis, this adjustment reflects our expected annual effective tax rate on a cash basis.
- *In-process research and development.* For periods ended prior to February 1, 2009, we excluded from our non-GAAP financial measures the fair value of any incomplete in-process research and development project of an acquired company that had not yet reached technological feasibility and had no known alternative future use, and was therefore charged to our operating results in the period of the acquisition, under then-applicable accounting guidance. These expenses were excluded from our non-GAAP financial measures because they were non-cash charges that we did not believe were reflective of our ongoing operations.

# About Non-GAAP Financial Measures

- *Impairments of goodwill and other acquired intangible assets.* Goodwill represents the excess of the purchase price in a business combination over the fair value of net tangible and identifiable intangible assets acquired. We exclude from our non-GAAP financial measures charges relating to impairment of goodwill and acquired identifiable intangible assets. These expenses are excluded from our non-GAAP financial measures because they are non-cash charges.
- *Expenses related to our previous extended filing delay.* We exclude from our non-GAAP financial measures expenses related to our restatement of previously filed financial statements and our extended filing delay. These expenses included professional fees and related expenses as well as expenses associated with a special cash retention program. These expenses are excluded from our non-GAAP financial measures because they are not reflective of our ongoing operations.
- *Settlement with OCS.* In the year ended January 31, 2007, we recorded a charge related to our July 31, 2006 settlement with the Office of Chief Scientist in Israel ("OCS"), pursuant to which we exited a royalty-bearing program and the OCS accepted a settlement of our royalty obligations under this program. We exclude from our non-GAAP financial measures expenses associated with exiting this program because they are not reflective of our ongoing operations.
- *Gain on sale of land.* We exclude from our non-GAAP financial measures the gain from the sale of a parcel of land. This gain is excluded from our non-GAAP financial measures because it is not reflective of our ongoing operations.

## Supplemental Information About Constant Currency

Because we operate on a global basis and transact business in many currencies, fluctuations in foreign currency exchange rates can affect our consolidated U.S. dollar operating results. To facilitate the assessment of our performance excluding the effect of foreign currency rate fluctuations, we calculate our non-GAAP revenue, cost of revenue, and operating expenses on both an as-reported basis and a constant currency basis, allowing for comparison of results between periods as if foreign currency exchange rates had remained constant. We perform our constant currency calculations by translating current-period foreign currency revenues and expenses into U.S. dollars using prior-period average foreign currency exchange rates or hedge rates, as applicable, rather than current period exchange rates.

Our financial outlook for revenue and diluted earnings per share, which is provided on a non-GAAP basis, reflects foreign currency exchange rates approximately consistent with rates in effect when the outlook is provided. Percentage growth rates in revenue provided in our financial outlook are expressed on a constant currency basis, and are calculated by translating projected foreign currency revenue for the current period into U.S. dollars using prior-period average foreign currency exchange rates, and comparing the result to actual revenue reported for the prior period. We believe that constant currency growth rates, which exclude the impact of foreign currency exchange rate changes, facilitate the assessment of underlying business trends.

# GAAP to Non-GAAP Reconciliation

(\$ in millions)

FYE January 31,											Three Months Ended			
	2006	2007	2008	2009	2010	2011	2012	2013	2014	2014	2014	2014	2015	2015
<b>Revenue Reconciliation</b>														
GAAP Revenue	\$ 278.8	\$ 368.8	\$ 534.5	\$ 669.5	\$ 703.6	\$ 726.8	\$ 782.6	\$ 839.5	\$ 907.3	\$ 257.4	\$ 276.8	\$ 282.6	\$ 311.7	\$ 1,128.4
Revenue Adjustments Related to Acquisitions	-	-	37.3	5.9	-	-	13.6	8.5	2.7	11.9	7.9	5.9	3.9	29.8
<b>Non-GAAP Revenue</b>	<b>\$ 278.8</b>	<b>\$ 368.8</b>	<b>\$ 571.8</b>	<b>\$ 675.4</b>	<b>\$ 703.6</b>	<b>\$ 726.8</b>	<b>\$ 796.2</b>	<b>\$ 848.1</b>	<b>\$ 910.0</b>	<b>\$ 269.3</b>	<b>\$ 284.7</b>	<b>\$ 288.5</b>	<b>\$ 315.6</b>	<b>\$ 1,158.2</b>
<b>Gross Profit Reconciliation</b>														
GAAP Gross Profit	\$ 144.1	\$ 177.5	\$ 304.5	\$ 411.3	\$ 463.7	\$ 488.5	\$ 514.3	\$ 557.5	\$ 600.9	\$ 154.6	\$ 174.3	\$ 181.5	\$ 203.0	\$ 713.3
Revenue Adjustments Related to Acquisitions	-	-	37.3	5.9	-	-	13.6	8.5	2.7	11.9	7.9	5.9	3.9	29.8
Amortization and Impairment of Acquired Technology and Backlog	5.0	7.7	8.0	9.0	8.0	9.1	12.4	14.8	12.3	6.4	8.6	8.1	8.0	31.0
Settlement with OCS	-	19.2	-	-	-	-	-	-	-	-	-	-	-	-
Stock-Based Compensation Expenses	-	1.7	4.5	5.4	5.9	6.2	3.3	2.9	2.4	1.1	1.2	1.2	2.8	6.2
M&A and Other Adjustments	-	-	-	-	-	-	0.4	0.5	3.0	4.5	0.1	(1.1)	0.5	4.0
Expenses Related to Restatement and Extended Filing Delay	-	-	2.4	-	-	-	-	-	-	-	-	-	-	-
<b>Non-GAAP Gross Profit</b>	<b>\$ 149.1</b>	<b>\$ 206.0</b>	<b>\$ 356.7</b>	<b>\$ 431.6</b>	<b>\$ 477.6</b>	<b>\$ 503.8</b>	<b>\$ 544.0</b>	<b>\$ 584.3</b>	<b>\$ 621.3</b>	<b>\$ 178.5</b>	<b>\$ 192.1</b>	<b>\$ 195.6</b>	<b>\$ 218.2</b>	<b>\$ 784.3</b>

Note: Prior to FYE January 31, 2006, there were no adjustments between GAAP and Non-GAAP results.



# GAAP to Non-GAAP Reconciliation

(\$ in millions)

FYE January 31,										Three Months Ended				2015
	2006	2007	2008	2009	2010	2011	2012	2013	2014	April 30, 2014	July 31, 2014	October 31, 2014	January 31, 2015	
<b>Operating Income (Loss) Reconciliation</b>														
GAAP Operating Income (Loss)	\$ 4.1	\$ (47.3)	\$ (114.6)	\$ (15.0)	\$ 65.7	\$ 73.1	\$ 86.5	\$ 99.6	\$ 122.3	\$ 1.0	\$ 11.5	\$ 24.4	\$ 42.3	\$ 79.1
Revenue Adjustments Related to Acquisitions	-	-	37.3	5.9	-	-	13.6	8.5	2.7	11.9	7.9	5.9	3.9	29.8
Amortization and Impairment of Acquired Technology and Backlog	5.0	7.7	8.0	9.0	8.0	9.1	12.4	14.8	12.3	6.4	8.6	8.1	8.0	31.0
Amortization of Other Acquired Intangible Assets	1.3	3.2	19.7	25.2	22.3	21.5	22.9	24.4	24.7	11.2	11.6	11.4	11.0	45.2
Settlement with OCS	-	19.2	-	-	-	-	-	-	-	-	-	-	-	-
Impairments of Goodwill and Other Acquired Intangible Assets	-	21.1	22.9	26.0	-	-	-	-	-	-	-	-	-	-
In-process Research and Development	2.9	-	6.7	-	-	-	-	-	-	-	-	-	-	-
Stock-Based Compensation Expenses	1.2	18.8	31.1	36.0	44.2	46.8	27.9	25.2	35.0	11.5	14.4	12.6	15.9	54.4
Expenses Related to Restatement and Extended Filing Delay	-	3.7	41.4	28.7	54.5	28.9	1.0	-	-	-	-	-	-	-
Gain on Sale of Land	-	(0.8)	-	-	-	-	-	-	-	-	-	-	-	-
M&A and Other Adjustments	2.6	-	23.0	4.7	0.9	5.2	12.3	16.6	13.0	9.0	4.6	2.3	7.5	23.4
<b>Non-GAAP Operating Income</b>	<b>\$ 17.1</b>	<b>\$ 25.5</b>	<b>\$ 75.4</b>	<b>\$ 120.4</b>	<b>\$ 195.6</b>	<b>\$ 184.6</b>	<b>\$ 176.6</b>	<b>\$ 189.2</b>	<b>\$ 210.0</b>	<b>\$ 51.0</b>	<b>\$ 58.6</b>	<b>\$ 64.7</b>	<b>\$ 88.6</b>	<b>\$ 262.9</b>
<b>EBITDA Reconciliation</b>														
Non-GAAP Operating Income	\$ 17.1	\$ 25.5	\$ 75.4	\$ 120.4	\$ 195.6	\$ 184.6	\$ 176.6	\$ 189.2	\$ 210.0	\$ 51.0	\$ 58.6	\$ 64.7	\$ 88.6	\$ 262.9
GAAP Depreciation & Amortization (1)	17.8	19.3	45.3	53.5	47.8	46.8	51.0	54.9	53.8	22.6	25.2	24.3	24.4	96.5
Amortization and Impairment of Acquired Technology and Backlog	(5.0)	(7.7)	(8.0)	(9.0)	(8.0)	(9.1)	(12.4)	(14.8)	(12.3)	(6.4)	(8.6)	(8.1)	(8.0)	(31.0)
Amortization of Other Acquired Intangible Assets	(1.3)	(3.2)	(19.7)	(25.2)	(22.3)	(21.5)	(22.9)	(24.4)	(24.7)	(11.2)	(11.6)	(11.4)	(11.0)	(45.2)
Other Adjustments	-	-	-	(0.2)	-	(0.8)	(0.2)	(0.1)	-	-	-	-	-	-
<b>Non-GAAP Depreciation &amp; Amortization</b>	<b>11.5</b>	<b>8.4</b>	<b>17.6</b>	<b>19.0</b>	<b>17.5</b>	<b>15.4</b>	<b>15.4</b>	<b>15.6</b>	<b>16.8</b>	<b>5.0</b>	<b>5.0</b>	<b>4.8</b>	<b>5.4</b>	<b>20.3</b>
<b>Non-GAAP EBITDA</b>	<b>\$ 28.5</b>	<b>\$ 34.0</b>	<b>\$ 93.0</b>	<b>\$ 139.5</b>	<b>\$ 213.2</b>	<b>\$ 200.0</b>	<b>\$ 192.0</b>	<b>\$ 204.8</b>	<b>\$ 226.8</b>	<b>\$ 56.0</b>	<b>\$ 63.6</b>	<b>\$ 69.5</b>	<b>\$ 94.0</b>	<b>\$ 283.2</b>

(1) Adjusted for patent and financing fee amortization.

Note: Prior to FYE January 31, 2006, there were no adjustments between GAAP and Non-GAAP results.



# GAAP to Non-GAAP Reconciliation

(\$ in millions, except share and per share data)

FYE January 31,	2006	2007	2008	2009	2010	2011	2012	2013	2014	Three Months Ended				2015
										April 30, 2014	July 31, 2014	October 31, 2014	January 31, 2015	
<b>Other Income (Expense) Reconciliation</b>														
GAAP other expense, net	\$ 8.0	\$ 7.8	\$ (55.2)	\$ (43.9)	\$ (41.5)	\$ (34.6)	\$ (40.3)	\$ (31.8)	\$ (59.0)	\$ (14.3)	\$ (16.3)	\$ (8.1)	\$ (19.0)	\$ (57.7)
Loss on extinguishment of debt	-	-	-	-	-	-	8.1	-	9.9	7.1	5.5	-	-	12.5
Unrealized (gains) losses on derivatives, net	-	-	26.7	(1.8)	(8.0)	(6.0)	(0.4)	0.1	(0.7)	0.7	(0.9)	(1.6)	1.6	(0.1)
Amortization of convertible note discount	-	-	-	-	-	-	-	-	-	-	1.1	2.4	2.4	6.0
M&A and other adjustments	-	-	-	-	-	-	0.1	1.2	13.8	0.1	-	(0.1)	0.6	0.5
<b>Non-GAAP other income (expense), net</b>	<b>\$ 8.0</b>	<b>\$ 7.8</b>	<b>\$ (28.5)</b>	<b>\$ (45.7)</b>	<b>\$ (49.5)</b>	<b>\$ (40.6)</b>	<b>\$ (32.5)</b>	<b>\$ (30.5)</b>	<b>\$ (36.0)</b>	<b>\$ (6.4)</b>	<b>\$ (10.6)</b>	<b>\$ (7.4)</b>	<b>\$ (14.4)</b>	<b>\$ (38.8)</b>
<b>Tax Provision Reconciliation</b>														
GAAP provision for (benefit from) income taxes	\$ 9.6	\$ 0.1	\$ 27.7	\$ 19.7	\$ 7.1	\$ 9.9	\$ 5.5	\$ 9.0	\$ 4.5	\$ (42.1)	\$ 5.5	\$ 4.8	\$ 16.8	\$ (15.0)
Non-cash tax adjustments	(5.4)	3.2	(23.6)	(16.4)	4.6	(1.4)	11.1	9.2	11.2	46.4	(1.2)	(0.1)	(10.5)	34.6
<b>Non-GAAP provision for income taxes</b>	<b>\$ 4.2</b>	<b>\$ 3.3</b>	<b>\$ 4.1</b>	<b>\$ 3.3</b>	<b>\$ 11.7</b>	<b>\$ 8.5</b>	<b>\$ 16.6</b>	<b>\$ 18.2</b>	<b>\$ 15.7</b>	<b>\$ 4.3</b>	<b>\$ 4.3</b>	<b>\$ 4.7</b>	<b>\$ 6.3</b>	<b>\$ 19.6</b>
<b>Net Income (Loss) Attributable to Verint Systems Inc. Reconciliation</b>														
GAAP net income (loss) attributable to Verint Systems Inc.	\$ 1.7	\$ (40.5)	\$ (198.6)	\$ (80.4)	\$ 15.6	\$ 25.6	\$ 37.0	\$ 54.0	\$ 53.8	\$ 28.0	\$ (12.3)	\$ 10.7	\$ 4.6	\$ 30.9
Total GAAP net income (loss) adjustments	18.4	69.6	240.4	150.0	117.4	106.9	86.8	81.7	99.5	11.5	54.1	41.0	61.5	168.1
<b>Non-GAAP net income attributable to Verint Systems Inc.</b>	<b>\$ 20.1</b>	<b>\$ 29.1</b>	<b>\$ 41.8</b>	<b>\$ 69.6</b>	<b>\$ 133.0</b>	<b>\$ 132.5</b>	<b>\$ 123.8</b>	<b>\$ 135.7</b>	<b>\$ 153.3</b>	<b>\$ 39.5</b>	<b>\$ 41.8</b>	<b>\$ 51.7</b>	<b>\$ 66.1</b>	<b>\$ 199.0</b>
<b>Net Income (Loss) Attributable to Verint Systems Inc. Common Shares</b>														
GAAP net income (loss) attributable to Verint Systems Inc. common shares	\$ 1.7	\$ (40.5)	\$ (207.3)	\$ (93.5)	\$ 2.0	\$ 11.4	\$ 22.2	\$ 38.5	\$ 53.6	\$ 28.0	\$ (12.3)	\$ 10.7	\$ 4.6	\$ 30.9
Total GAAP net income (loss) adjustments	18.4	69.6	240.4	150.0	117.4	106.9	86.8	81.7	99.5	11.5	54.1	41.0	61.5	168.1
<b>Non-GAAP net income attributable to Verint Systems Inc. common shares</b>	<b>\$ 20.1</b>	<b>\$ 29.1</b>	<b>\$ 33.1</b>	<b>\$ 56.5</b>	<b>\$ 119.4</b>	<b>\$ 118.3</b>	<b>\$ 109.0</b>	<b>\$ 120.2</b>	<b>\$ 153.1</b>	<b>\$ 39.5</b>	<b>\$ 41.8</b>	<b>\$ 51.7</b>	<b>\$ 66.1</b>	<b>\$ 199.0</b>
Non-GAAP diluted net income per common share attributable to Verint Systems Inc.	\$ 0.62	\$ 0.88	\$ 1.00	\$ 1.65	\$ 3.09	\$ 2.79	\$ 2.47	\$ 2.64	\$ 2.84	\$ 0.72	\$ 0.72	\$ 0.84	\$ 1.06	\$ 3.35
Shares used in computing non-GAAP diluted net income per common share	32,620	32,979	33,035	42,298	42,963	47,402	50,123	51,355	54,001	55,018	58,179	61,492	62,081	59,374

Note: Prior to FYE January 31, 2006, there were no adjustments between GAAP and Non-GAAP results.

## Table of Reconciliation from Gross Debt to Net Debt

(\$ in millions)

As of January 31,	2008	2009	2010	2011	2012	2013	2014	2015
Current maturities of long-term debt	\$ -	\$ 4.1	\$ 22.7	\$ -	\$ 6.2	\$ 5.9	\$ 6.6	\$ -
Long-term debt	610.0	620.9	598.2	583.2	591.2	570.8	635.8	736.8
Unamortized debt discounts	-	-	-	-	2.7	2.2	2.8	74.4
<b>Gross debt</b>	<b>610.0</b>	<b>625.0</b>	<b>620.9</b>	<b>583.2</b>	<b>600.1</b>	<b>578.9</b>	<b>645.2</b>	<b>811.2</b>
Less:								
Cash and cash equivalents	83.2	115.9	184.3	169.9	150.7	210.0	378.6	285.1
Restricted cash and bank time deposits	3.6	7.7	5.3	13.6	12.9	11.1	6.4	36.9
Short-term investments	-	-	-	-	-	13.6	32.0	35.8
<b>Net debt</b>	<b>\$ 523.2</b>	<b>\$ 501.4</b>	<b>\$ 431.3</b>	<b>\$ 399.7</b>	<b>\$ 436.5</b>	<b>\$ 344.2</b>	<b>\$ 228.2</b>	<b>\$ 453.4</b>

**Thank You**



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