SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*] FANTE PETER	2. Issuer Name **and** Ticker or Trading Symbol VERINT SYSTEMS INC [VRNT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last) (First) (Middle) 175 BROADHOLLOW ROAD	3. Date of Earliest Transaction (Month/Day/Year) 04/04/2016	

Director ___ 10% Owner ___
X Officer (give title below) ___ Other (specify below) ___
Chief Legal Officer & CCO

(Street) MELVILLE NY 11747	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)

(City) (State) (Zip)		X Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/04/2016		A		3,519[1]	A	$0	29,810	D	
Common Stock	04/05/2016		S		3,658[2]	D	$32.83[3][4]	26,152	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Represents the earned portion of the final 1/3 of the award, for which the performance conditions for vesting were satisfied on April 4, 2016 based on the Company's level of achievement of specified performance goals for the period from February 1, 2015 through January 31, 2016 and the filing of the Company's Annual Report on Form 10-K for such period.

2. Amount sold to satisfy applicable tax withholding resulting from the vesting of restricted stock units on April 4, 2016, including those reported on row 1 of Table 1 of this Form 4.

3. Represents the weighted average price for sales of the shares. The shares were sold at prices ranging from $32.50 per share to $33.20 per share.

4. The reporting person will provide to the Securities and Exchange Commission staff, the issuer, or any security holder of the issuer, upon request, full information regarding the number of shares purchased or sold at each separate price.

Remarks:

/s/ Peter D. Fante   04/06/2016

** Signature of Reporting Person   Date