

**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): February 4, 2013

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):

- X 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))
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Item 8.01. Other Events.

On January 4, 2013, Verint Systems Inc. (“Verint”) and Converse Technology, Inc. (“CTI”) filed with the SEC a final joint proxy statement/prospectus to serve as (1) a joint proxy statement of Verint and CTI to be used by the board of directors of Verint to solicit proxies from Verint stockholders and by the CTI board of directors to solicit proxies from CTI shareholders and (2) a prospectus of Verint to be delivered to CTI shareholders in connection with the issuance of shares of Verint common stock to be received by them at the completion of the previously announced merger (the “Merger”) of CTI with and into a wholly owned subsidiary (“Merger Sub”) of Verint, with Merger Sub continuing as the surviving company. The joint proxy statement/prospectus forms a part of Verint's Registration Statement on Form S-4 (File No. 333-184628), which was filed with the SEC on October 29, 2012 and declared effective by the SEC on January 4, 2013. Verint is filing the item included as Exhibit 5.1 to this Current Report on Form 8-K for the purpose of incorporating such item as an exhibit to the Registration Statement.

(d) Exhibits

Exhibit No.	Description
5.1	Opinion of Jones Day.
23.1	Consent of Jones Day (included in Exhibit 5.1 hereto).

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: February 4, 2013

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

EXHIBIT INDEX

Exhibit No.	Description
5.1	Opinion of Jones Day.
23.1	Consent of Jones Day (included in Exhibit 5.1 hereto).

[Letterhead of Jones Day]

February 4, 2013

Verint Systems Inc.
330 South Service Road
Melville, New York 11747

Re: Registration Statement on Form S-4 of Verint Systems Inc.

Ladies and Gentlemen:

We are acting as counsel for Verint Systems Inc., a Delaware corporation (the “*Company*”), in connection with the issuance by the Company of up to 28,876,210 shares (the “*Shares*”) of the Company's common stock, par value \$0.001 per share (the “*Common Stock*”), pursuant to the Agreement and Plan of Merger, dated as of August 12, 2012 (the “*Merger Agreement*”), by and among the Company, Comverse Technology, Inc., a New York corporation (“*CTI*”), and Victory Acquisition I LLC, a Delaware limited liability company and a wholly owned subsidiary of the Company (“*Merger Sub*”), which provides for the merger of CTI with and into Merger Sub, with Merger Sub as the surviving entity and a wholly owned subsidiary of the Company (the “*Merger*”). The Shares are included in a registration statement on Form S-4 under the Securities Act of 1933 (the “*Act*”), initially filed with the Securities and Exchange Commission (the “*Commission*”) on October 29, 2012 (Registration No. 333-184628) (as the same may be amended from time to time, the “*Registration Statement*”), to which this opinion is an exhibit.

In connection with the opinion expressed herein, we have examined such documents, records and matters of law as we have deemed relevant or necessary for purposes of such opinion. Based on the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares, when issued pursuant to the terms of the Merger Agreement, as contemplated by the Registration Statement, will be validly issued, fully paid and nonassessable.

The opinion set forth above is subject to the following limitations, qualifications and assumptions:

As to facts material to the opinion and assumptions expressed herein, we have relied upon oral or written statements and representations of officers and other representatives of the Company and others.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware as currently in effect, and we express no opinion as to the effect of the laws of any other jurisdiction.

We hereby consent to the filing of this opinion as Exhibit 5.1 to Current Report on Form 8-K dated the date hereof relating to the Registration Statement, and to the reference to Jones Day under the caption “Legal Matters” in the joint proxy statement/prospectus constituting a part of the Registration Statement. In giving such consent, we do not thereby admit that we are included in the category of persons whose

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consent is required under Section 7 of the Act, or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Jones Day