

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>SAFIR HOWARD</u>  (Last) (First) (Middle) <u>131 CHARLES STREET</u>  (Street) <u>ANNAPOLIS MD 21401</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VERINT SYSTEMS INC [ VRNT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/04/2014</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	04/04/2014		S		2,619	D	\$46.72 <sup>(1)(2)</sup>	8,440	D	
Common Stock	04/04/2014		M		6,000	A	\$31.78	14,440	D	
Common Stock	04/04/2014		S		6,000	D	\$46.23 <sup>(2)(3)</sup>	8,440	D	
Common Stock	04/04/2014		M		6,000	A	\$37.99	14,440	D	
Common Stock	04/04/2014		S		6,000	D	\$46.23 <sup>(2)(3)</sup>	8,440	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
Employee stock option (right to buy)	\$31.78	04/04/2014		M			6,000	(4)	07/07/2014	Common Stock	6,000	\$0	0	D	
Employee stock option (right to buy)	\$37.99	04/04/2014		M			6,000	(5)	09/22/2015	Common Stock	6,000	\$0	0	D	

**Explanation of Responses:**

1. Represents the weighted average price for sales of the shares. The shares were sold at prices ranging from \$46.68 per share to \$46.75.
2. 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.
3. Represents the weighted average price for sales of the shares. The shares were sold at prices ranging from \$46.00 per share to \$46.50.
4. The grant of which these options are a part fully vested on May 7, 2005.
5. The grant of which these options are a part fully vested on May 7, 2006.

/s/ Peter D. Fante as Attorney in Fact for Howard Safir 04/07/2014

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.