

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 15, 2021**

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**Verint Systems Inc**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34807**  
(Commission File Number)

**11-3200514**  
(I.R.S. Employer  
Identification No.)

**175 Broadhollow Road  
Melville, New York 11747**  
(Address of principal executive offices, and 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))

**Securities registered pursuant to Section 12(b) of the Act:**

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$.001 par value per share	VRNT	The NASDAQ Stock Market, LLC (NASDAQ Global Select Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 8.01 Other Events.**

On January 15, 2021, Verint Systems Inc. ("Verint" or the "Company") issued a press release announcing the record and distribution dates for the spin-off of its wholly owned subsidiary, Cognyte Software Ltd. ("Cognyte"). A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated by reference in its entirety into this Item 8.01.

**Cautions About Forward-Looking Statements**

This report contains forward-looking statements, including statements regarding the expected spin-off. These forward-looking statements are not guarantees of future performance and they are based on management's expectations that involve a number of known and unknown risks, uncertainties, assumptions, and other important factors, any of which could cause the Company's actual results or conditions to differ materially from those expressed in or implied by the forward-looking statements. Some of the factors that could cause actual results or conditions to differ materially from current expectations include, among others, the Company's ability to successfully complete the planned spin-off of its Cyber Intelligence Solutions business, including the possibility that the spin-off transaction may not be completed in the expected timeframe or at all, that it will not achieve the benefits anticipated, or that it may negatively impact the Company's operations or stock price, including as a result of management distraction from the Company's business. The Company assumes no obligation to revise or update any forward-looking statement, except as otherwise required by law. For a detailed discussion of these risk factors, see the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 2020, its Quarterly Report on Form 10-Q for the quarter ended April 30, 2020, its Quarterly Report on Form 10-Q for the quarter ended July 31, 2020, its Quarterly Report on Form 10-Q for the quarter ended October 31, 2020 and other filings the Company makes with the SEC.

**Additional Information**

For additional information with respect to Cognyte and the proposed spin-off, please refer to the Registration Statement on Form 20-F filed by Cognyte. The spin-off is subject to customary conditions, which are described in the Registration Statement on Form 20-F filed by Cognyte. This communication shall not constitute an offer of any securities for sale nor shall there be any offer, sale or distribution of securities in any jurisdiction in which such offer, sale or distribution would be unlawful prior to appropriate registration or qualification under the securities laws of such jurisdiction.

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

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release of Verint Systems Inc., dated January 15, 2021</a>

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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:** January 15, 2021

**By:** /s/ Peter Fante

**Name:** Peter Fante

**Title:** Chief Administrative Officer

## **Press Release**

### **Verint Announces Record Date and Distribution Date for Spin-Off of Cognyte Software Ltd., Verint's Cyber Intelligence Solutions Business**

*Spin-Off Expected to Close on February 1, 2021*

Melville, N.Y. – January 15, 2021 – (BUSINESS WIRE) — [Verint® Systems Inc.](#) (Nasdaq: VRNT), announced today the record and distribution dates for the spin-off of its Cognyte business, which is expected to be effected through the distribution of 100 percent of the shares of Cognyte Software Ltd., currently a wholly owned subsidiary of Verint, to holders of Verint shares. After the close of business on February 1, 2021, the distribution date for the spin-off, Verint will distribute to holders of Verint shares, as a pro rata dividend, one Cognyte share for every Verint share held on the close of business on January 25, 2021, the record date for the spin-off. Cognyte shares are expected to commence trading on a standalone basis on NASDAQ under the symbol "CGNT" on February 2, 2021.

Verint shareholders do not need to take any action to receive Cognyte shares to which they are entitled and do not need to pay any consideration or surrender or exchange Verint shares. The distribution generally should not be taxable to Verint shareholders for U.S. federal and Israeli income tax purposes.

The completion of the distribution remains subject to customary closing conditions. Cognyte's Registration Statement on Form 20-F filed with the Securities and Exchange Commission (SEC) contains detailed information about Cognyte's operations, including its business strategy, financial condition, risk factors and conditions to the completion of the spin-off. The registration statement is available on the SEC's website at [www.sec.gov](http://www.sec.gov).

#### **About Cognyte Software Ltd.**

Following the spin-off, Cognyte will be a global leader in security analytics software that empowers governments and enterprises with Actionable Intelligence® for a safer world. Over 1,000 government and enterprise customers in more than 100 countries rely on Cognyte's solutions to accelerate security investigations and connect the dots to successfully identify, neutralize, and prevent national security, personal safety, business continuity and cyber threats.

#### **About Verint Systems Inc.**

Verint® is a global leader in Actionable Intelligence® solutions with a focus on customer engagement optimization and cyber intelligence. Today, over 10,000 organizations in more than 180 countries—including over 85 percent of the Fortune 100—count on intelligence from Verint solutions to make more informed, effective and timely decisions. Learn more about how we're creating A Smarter World with Actionable Intelligence® at [www.verint.com](http://www.verint.com).

#### **Cautions About Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, but not limited to, statements regarding the anticipated spin-off of Cognyte, including timing and certainty, the planned record and distribution dates, and anticipated tax treatment; Verint and Cognyte's anticipated competitive positioning and positioning for future success following the spin-off. These forward-looking statements are based on our current assumptions, expectations and beliefs and involve substantial risks and uncertainties that may cause results, performance or achievement to materially differ from those expressed or implied by these forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to uncertainties regarding the impact of changes in macroeconomic and/or global conditions; our ability to successfully complete the spin-off of our Cognyte business on a tax-free basis, within the expected time

frame or at all, and achieve the intended benefits of the spin-off; general economic and industry conditions; risks relating to our and Cognyte's customers' orders and contracts; risks associated with restrictions resulting from the COVID-19 pandemic; our ability to access capital; and risks associated with the mishandling or perceived mishandling of sensitive or confidential information. A detailed discussion of these factors and other risks that affect our business and the Cognyte business are included in filings we and Cognyte make with the Securities and Exchange Commission (SEC) from time to time, including Cognyte's Registration Statement on Form 20-F, as amended, and in our most recent reports on Form 10-K and Form 10-Q, particularly under the heading "Risk Factors." Copies of these filings are available online from the SEC or on the SEC Filings section of our Investor Relations website at <https://www.verint.com/investor-relations>. Copies of Cognyte's filings are available online from the SEC or on the SEC Filings section of Cognyte's Investor Relations website at <https://www.cognyte.com/investors>. All forward-looking statements in this press release are based on information currently available to us, and we assume no obligation to update these forward-looking statements in light of new information or future events.

VERINT, ACTIONABLE INTELLIGENCE, THE CUSTOMER ENGAGEMENT COMPANY and CUSTOMER ENGAGEMENT SOLUTIONS are trademarks of Verint Systems Inc. or its subsidiaries. Verint and other parties may also have trademark rights in other terms used herein.

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