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 3, 2017

Verint Systems Inc.
(Exact name of registrant as specified in its charter)

001-34807
(Commission File Number)

Delaware	**11-3200514**
(State or other jurisdiction of incorporation)	**(I.R.S. Employer Identification No.)**
175 Broadhollow Road, Melville, New York	**11747**
(Address of principal executive offices)	**(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 3, 2017, 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*.

Exhibit Number	Description
99.1	Presentation Slides

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 3, 2017

By: /s/ Douglas E. Robinson

Name: Douglas E. Robinson

Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description
99.1	Presentation Slides

Actionable Intelligence®

April 2017

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 known and unknown risks, uncertainties, assumptions, and other important factors, any of which could cause our 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.

Actionable Intelligence

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

Global Market Leader

$1 Billion+ Actionable Intelligence Company

Over **10,000** Customers in More Than 180 Countries

More Than 80% of the Fortune 100

5,100 Verint Professionals Worldwide

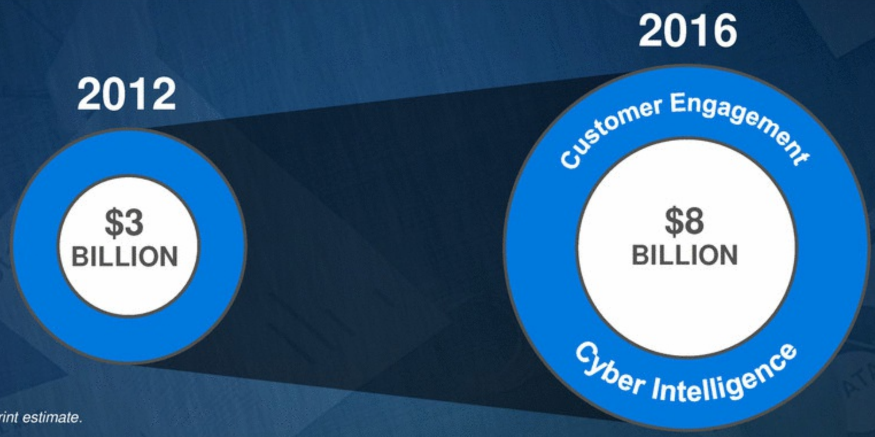
Actionable Intelligence Platform – Strong Innovation

- Over $1 billion R&D investment in last 10 years
- ~1,400 R&D professionals
- 800+ patents & applications

DATA CAPTURE	DATA PROCESSING	ANALYSIS ENGINES	ENGAGE AND ACT
Operational	Data Cleansing	Classification	Dashboard
Transactional	Data Fusion	Correlation	Analysis Workbench
Telecommunications	Data Enrichment	Anomaly Detector	Trending
Social Media	Unstructured to Structured	Identity Analyzer	Case Management
Payload and Files	Data Preparation	Predictive	Workflow Management
Endpoint		Forensics	Collaboration
Network		Pluggable Analyzers	Next Best Action
Web			Real-time Alert & Notification
			Pluggable Visualizations

Advanced Actionable Intelligence Platform

Total Addressable Market – Gradual Expansion



Total Addressable Market based on Verint estimate.

Delivering Actionable Intelligence Solutions for Customer Engagement and Cyber Intelligence

Customer Engagement

- Leading provider of analytical software that can be deployed on-premises or in the cloud
- Helps organizations optimize customer engagement, increase loyalty and maximize revenue, while generating operational efficiencies and mitigating risk
- Deployed by contact centers, branch and back-office operations, customer experience and digital marketing teams

Customer Engagement Solutions

Demand for our solutions is being driven by organizations' need for a holistic, automated, intelligent approach to customer engagement

Customer Engagement Strategy

Verint makes it easy for customer-centric organizations to modernize their customer engagement operations

Cyber Intelligence

- Leading provider of security and intelligence data mining software
- Used for predictive intelligence, complex investigations, security threat analysis, and to prevent crime and terrorism
- Deployed by governments, critical infrastructure providers and enterprise customers

Cyber Intelligence Solutions

Broad portfolio of data mining solutions addresses a wide range of security and intelligence challenges

Cyber Intelligence Strategy

Combine data mining software and domain expertise to create deep customer relationships

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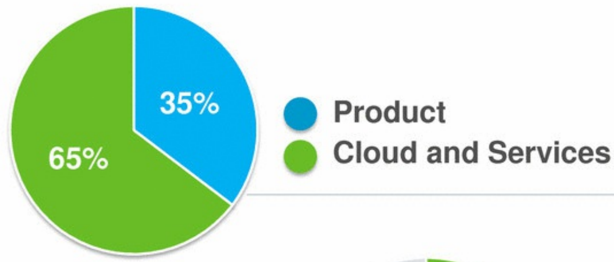
Financial Highlights

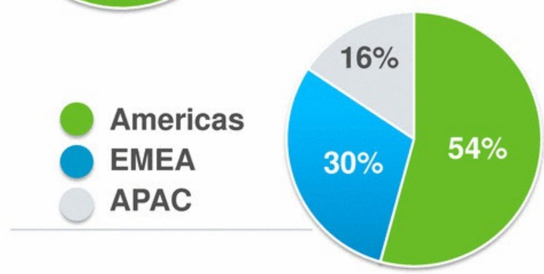
FYE 17 Consolidated Non-GAAP Metrics

$ in millions, except per share data

Revenue	**$1,072.7**
Gross Margin	65.1%
Operating Margin	19.1%
Adjusted EBITDA	$233.5
EPS	$2.51

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





FYE 17 Segment Non-GAAP Metrics

$ in millions	Customer Engagement	Cyber Intelligence
Revenue	$716.2	$356.5
Recurring	Approaching 60% (>$100 million of cloud revenue)	High level of repeat business
Business Model	Mainly software deployed on-premises, cloud and hybrid Gross margins above Verint average	Mainly software deployed as turnkey solutions, including third party components Gross margins below Verint average
Estimated Fully Allocated Operating Margin (1)	Low 20s	~10%

(1) See "Estimated Non-GAAP Fully Allocated Operating Margins" in appendices.

FYE 18 Non-GAAP Guidance

	FYE 18
Customer Engagement Revenue Growth	Mid-single digits
Cyber Intelligence Revenue Growth	High-single digits
Total Revenue	$1.14 billion +/- 2%
Operating Margins	Slight expansion
EPS at Midpoint of Revenue Guidance	$2.70

Notes:
- *See the "Financial Outlook" section in the appendices.*

Efficient Capital Structure

$ in millions	As of 1/31/17
Cash	$374 million
Net Debt (Term B and Convertible, net of Cash)	$435 million
Ratings	Moody's: Ba3; S&P: BB
Average Interest Rate	2.7%
Net Debt/Adjusted EBITDA	2.1x
Stock Buyback Program	$150 million/~$50 million completed

Notes:
- *Cash includes cash, cash equivalents, short-term investments, short-term restricted cash, and long-term restricted cash.*
- *Net Debt includes long-term restricted cash.*
- *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 discounts and other unamortized discounts and issuance costs associated with our debt, which are required under GAAP. See appendices for reconciliation.*

Long-Term Growth Opportunity

- Leader in Actionable Intelligence Solutions
- Customer Engagement Solutions
  - Organizations seeking to optimize customer engagement through actionable intelligence
  - Verint offers the industry's broadest Customer Engagement Optimization portfolio
- Cyber Intelligence Solutions
  - Security challenges growing, driving the need for innovative security intelligence
  - Verint has a global presence and leading edge security portfolio
- Long history of growth driven by innovation and domain expertise

Appendices

About Non-GAAP Financial Measures

The following tables include reconciliations of certain financial measures not prepared in accordance with Generally Accepted Accounting Principles, consisting of non-GAAP revenue, non-GAAP gross profit and gross margin, non-GAAP operating income and operating margin, non-GAAP other income (expense), net, non-GAAP provision (benefit) for income taxes and non-GAAP effective income tax rate, non-GAAP net income attributable to Verint Systems Inc., non-GAAP net income per common share attributable to Verint Systems Inc., adjusted EBITDA, net debt, and constant currency measures to the most directly comparable financial measures prepared in accordance with GAAP.

We believe these non-GAAP financial measures, used in conjunction with the corresponding GAAP measures, provide investors with useful supplemental information about the financial performance of our business by:

- facilitating the comparison of our financial results and business trends between periods, including by excluding certain items that either can vary significantly in amount and frequency, are based upon subjective assumptions, or in certain cases are unplanned for or difficult to forecast,
- facilitating the comparison of our financial results and business trends with other technology companies who publish similar non-GAAP measures, and
- allowing investors to see and understand key supplementary metrics used by our management to run our business, including for budgeting and forecasting, resource allocation, and compensation matters.

We also make these non-GAAP financial measures available because a number of our investors have informed us that they find this supplemental information useful.

Non-GAAP financial measures should not be considered in isolation as substitutes for, or superior to, comparable GAAP financial measures. The non-GAAP financial measures we present 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 or in addition to the adjustments made in these non-GAAP financial measures. Other companies may calculate similar non-GAAP financial measures differently than we do, limiting their usefulness as comparative measures.

About Non-GAAP Financial Measures

Our non-GAAP financial measures are calculated by making the following adjustments to our 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 stand-alone basis. We believe that it is useful for investors to understand the total amount of revenue that we and the acquired company would have recognized on a stand-alone basis under GAAP, absent the accounting adjustment associated with the business acquisition. Our non-GAAP revenue also reflects certain adjustments from aligning an acquired company's revenue recognition policies to our policies. We believe that our non-GAAP revenue measure helps management and investors understand our revenue trends and serves as a useful measure of ongoing business performance.
- *Amortization of acquired technology and other acquired intangible assets.* 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 because they are inconsistent in amount and frequency and are significantly impacted by the timing and size of acquisitions. We also exclude these amounts to provide easier comparability of pre- and post-acquisition operating results.
- *Stock-based compensation expenses.* We exclude stock-based compensation expenses related to restricted stock awards, stock bonus programs, bonus share programs, and other stock-based awards from our non-GAAP financial measures. We evaluate our performance both with and without these measures because stock-based compensation is typically a non-cash expense and can vary significantly over time based on the timing, size and nature of awards granted, and is influenced in part by certain factors which are generally beyond our control, such as the volatility of the price of our common stock. In addition, measurement of stock-based compensation is subject to varying valuation methodologies and subjective assumptions, and therefore we believe that excluding stock-based compensation from our non-GAAP financial measures allows for meaningful comparisons of our current operating results to our historical operating results and to other companies in our industry.
- *Unrealized gains and losses on certain derivatives, net.* We exclude from our non-GAAP financial measures unrealized gains and losses on certain foreign currency derivatives which are not designated as hedges under accounting guidance. We exclude unrealized gains and losses on foreign currency derivatives that serve as economic hedges against variability in the cash flows of recognized assets or liabilities, or of forecasted transactions. These contracts, if designated as hedges under accounting guidance, would be considered "cash flow" hedges. These unrealized 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. Upon settlement of these foreign currency derivatives, any realized gain or loss is included in our non-GAAP financial measures.

About Non-GAAP Financial Measures

- *Amortization of convertible note discount.* Our non-GAAP financial measures exclude the amortization of the imputed discount on our convertible notes. 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 assumed non-convertible debt borrowing rate. For GAAP purposes, we are required to recognize imputed interest expense on the difference between our assumed non-convertible debt borrowing rate and the coupon rate on our $400.0 million of 1.50% convertible notes. This difference is excluded from our non-GAAP financial measures because we believe that this expense is based upon subjective assumptions and does not reflect the cash cost of our convertible debt.
- *Acquisition Expenses, net.* In connection with acquisition activity (including with respect to acquisitions that are not consummated), we incur expenses, including legal, accounting, and other professional fees, integration costs, changes in the fair value of contingent consideration obligations, and other costs. Integration costs may consist of information technology expenses as systems are integrated across the combined entity, consulting expenses, marketing expenses, and professional fees, as well as non-cash charges to write-off or impair the value of redundant assets. We exclude these expenses from our non-GAAP financial measures because they are unpredictable, can vary based on the size and complexity of each transaction, and are unrelated to our continuing operations or to the continuing operations of the acquired businesses.
- *Restructuring Expenses.* We exclude restructuring expenses from our non-GAAP financial measures, which include employee termination costs, facility exit costs, certain professional fees, asset impairment charges, and other costs directly associated with resource realignments incurred in reaction to changing strategies or business conditions. All of these costs can vary significantly in amount and frequency based on the nature of the actions as well as the changing needs of our business and we believe that excluding them provides easier comparability of pre- and post-restructuring operating results.
- *Impairment Charges and Other Adjustments.* We exclude from our non-GAAP financial measures asset impairment charges other than those associated with restructuring or acquisition activity, rent expense for redundant facilities, and gains or losses on sales of property, all of which are unusual in nature and can vary significantly in amount and frequency.

About Non-GAAP Financial Measures

- *Non-GAAP income tax adjustments.* We exclude our GAAP provision (benefit) for income taxes from our non-GAAP measures of net income attributable to Verint Systems Inc., and instead include a non-GAAP provision for income taxes, determined by applying a non-GAAP effective income tax rate to our income before provision for income taxes, as adjusted for the non-GAAP items described above. The non-GAAP effective income tax rate is generally based upon the income taxes we expect to pay in the reporting year. We adjust our non-GAAP effective income tax rate to exclude current-year tax payments or refunds associated with prior-year income tax returns and related amendments which were significantly delayed as a result of our previous extended filing delay. Our GAAP effective income tax rate can vary significantly from year to year as a result of tax law changes, settlements with tax authorities, changes in the geographic mix of earnings including acquisition activity, changes in the projected realizability of deferred tax assets, and other unusual or period-specific events, all of which can vary in size and frequency. We believe that our non-GAAP effective income tax rate removes much of this variability and facilitates meaningful comparisons of operating results across periods. Our non-GAAP effective income tax rate for the year ended January 31, 2017 is 8.8%, and was 8.1% for the year ended January 31, 2016. We evaluate our non-GAAP effective income tax rate on an ongoing basis and it can change from time to time. Our non-GAAP income tax rate can differ materially from our GAAP effective income tax rate.

Adjusted EBITDA

Adjusted EBITDA is a non-GAAP measure defined as net income (loss) before interest expense, interest income, income taxes, depreciation expense, amortization expense, revenue adjustments related to acquisitions, restructuring expenses, acquisition expenses, and other expenses excluded from our non-GAAP financial measures as described above. We believe that adjusted EBITDA is also commonly used by investors to evaluate operating performance between competitors because it helps reduce variability caused by differences in capital structures, income taxes, stock-based compensation accounting policies, and depreciation and amortization policies. Adjusted EBITDA is also used by credit rating agencies, lenders, and other parties to evaluate our creditworthiness.

Net Debt

Net Debt is a non-GAAP measure defined as the sum of long-term and short-term debt on our consolidated balance sheet, excluding unamortized discounts and issuance costs, less the sum of cash and cash equivalents, restricted cash and bank time deposits, and short-term investments. We use this non-GAAP financial measure to help evaluate our capital structure, financial leverage, and our ability to reduce debt and to fund investing and financing activities, and believe that it provides useful information to investors.

Financial Outlook

Our non-GAAP outlook for the year ending January 31, 2018 excludes the following GAAP measures which we are able to quantify with reasonable certainty:

- Amortization of intangible assets of approximately $68 million.
- Amortization of discount on convertible notes of approximately $11 million.

Our non-GAAP outlook for the year ending January 31, 2018 excludes the following GAAP measures for which we are able to provide a range of probable significance:

- Revenue adjustments related to completed acquisitions are expected to be between approximately $9 million and $12 million for the year ending January 31, 2018.
- Stock-based compensation is expected to be between approximately $60 million and $70 million for the year ending January 31, 2018, assuming market prices for our common stock approximately consistent with current levels.

Our non-GAAP outlook does not include the potential impact of any in-process business acquisitions that may close after the date hereof, and, unless otherwise specified, reflects foreign currency exchange rates approximately consistent with current rates.

We are unable to assess the probable significance of other GAAP measures which are excluded from our non-GAAP outlook, including the impact of future business acquisitions or acquisition expenses, future restructuring expenses, and non-GAAP tax adjustments due to the level of unpredictability and uncertainty associated with these items. Actual amounts for these measures for the year ended January 31, 2017 appear elsewhere in the appendices.

GAAP to Non-GAAP Reconciliations

($ in millions)

FYE January 31,		2017
Revenue Reconciliation		
GAAP revenue	**$**	**1,062.1**
Revenue adjustments related to acquisitions		10.6
Non-GAAP revenue	**$**	**1,072.7**
Gross Profit Reconciliation		
GAAP gross profit	**$**	**639.5**
GAAP gross margin		**60.2%**
Revenue adjustments related to acquisitions		10.6
Amortization of acquired technology		37.3
Stock-based compensation expenses		8.6
Restructuring expenses		2.3
Non-GAAP gross profit	**$**	**698.3**
Non-GAAP gross margin		**65.1%**

GAAP to Non-GAAP Reconciliations

($ in millions)

FYE January 31,		2017
Operating Income Reconciliation		
GAAP operating income	**$**	**17.4**
As a percentage of GAAP revenue		**1.6%**
Revenue adjustments related to acquisitions		10.6
Amortization of acquired technology		37.3
Amortization of other acquired intangible assets		44.1
Stock-based compensation expenses		65.6
Acquisition expenses, net		12.9
Restructuring expenses		15.7
Other adjustments		1.0
Non-GAAP operating income	**$**	**204.6**
As a percentage of non-GAAP revenue		**19.1%**
Other Expense Reconciliation		
GAAP other expense, net	**$**	**(40.8)**
Unrealized (gains) losses on derivatives, net		0.5
Amortization of convertible note discount		10.7
Acquisition expenses, net		(0.1)
Restructuring expenses		0.2
Impairment charges		2.4
Non-GAAP other expense, net	**$**	**(27.1)**

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GAAP to Non-GAAP Reconciliations

($ in millions, except share and per share data; shares in thousands)

FYE January 31,		2017
<u>Tax Provision Reconciliation</u>		
GAAP provision for income taxes	**$**	**2.8**
GAAP effective income tax rate		**-11.8%**
Non-GAAP tax adjustments		12.9
Non-GAAP provision for income taxes	**$**	**15.7**
Non-GAAP effective income tax rate		**8.8%**
<u>Net Loss Attributable to Verint Systems Inc. Reconciliation</u>		
GAAP net loss attributable to Verint Systems Inc.	**$**	**(29.4)**
Total GAAP net loss adjustments		188.1
Non-GAAP net income attributable to Verint Systems Inc.	**$**	**158.7**
<u>Net (Loss) Income Attributable to Verint Systems Inc. Common Shares</u>		
GAAP net (loss) income attributable to Verint Systems Inc. common shares	**$**	**(29.4)**
Total GAAP net loss adjustments		188.1
Non-GAAP net income attributable to Verint Systems Inc. common shares	**$**	**158.7**
GAAP diluted net loss per common share attributable to Verint Systems Inc.	$	(0.47)
Non-GAAP diluted net income per common share attributable to Verint Systems Inc.	$	2.51
GAAP diluted weighted-average shares used in computing net loss per common share		**62,593**
Additional weighted-average anti-dilutive shares applicable to non-GAAP net income per common share attributable to Verint Systems Inc		538
Non-GAAP diluted weighted-average shares used in computing net income per common share		**63,131**

GAAP to Non-GAAP Reconciliations

($ in millions)

FYE January 31,		2017
Adjusted EBITDA Reconciliation		
GAAP net loss attributable to Verint Systems Inc.	**$**	**(29.4)**
Net income attributable to noncontrolling interest		3.1
Provision for income taxes		2.8
Other expense, net		40.8
GAAP depreciation & amortization **(1)**		111.1
Revenue adjustments related to acquisitions		10.6
Stock-based compensation expenses		65.6
Acquisition expenses, net		12.9
Restructuring expenses		15.0
Other adjustments		1.0
Adjusted EBITDA	**$**	**233.5**

(1) Adjusted for patent and financing fee amortization.

Revenue by Segment

($ in millions)

FYE January 31,		2017
GAAP Revenue by Segment:		
Customer Engagement	$	705.9
Cyber Intelligence		356.2
GAAP Total Revenue	**$**	**1,062.1**
Revenue Adjustments Related to Acquisitions:		
Customer Engagement	$	10.3
Cyber Intelligence		0.3
Total Revenue Adjustments Related to Acquisitions	**$**	**10.6**
Non-GAAP Revenue by Segment:		
Customer Engagement	$	716.2
Cyber Intelligence		356.5
Non-GAAP Total Revenue	**$**	**1,072.7**

Table of Reconciliation from Gross Debt to Net Debt

($ in millions)

As of January 31,		2017
Current maturities of long-term debt	$	4.6
Long-term debt		744.3
Unamortized debt discounts and issuance costs		60.6
Gross debt		**809.5**
Less:		
Cash and cash equivalents		307.4
Restricted cash and bank time deposits		9.2
Short-term investments		3.2
Net debt	**$**	**489.7**

Estimated Non-GAAP Fully Allocated Operating Margins

($ in millions)

FYE January 31, 2017	Customer Engagement	Cyber Intelligence	Consolidated
Non-GAAP segment revenue	$ 716.2	$ 356.5	$ 1,072.7
Segment contribution (1)	269.0	85.8	354.8
Estimated allocation of unallocated expenses (2)	100.3	49.9	150.2
Estimated non-GAAP operating income	168.7	35.9	204.6
Estimated non-GAAP fully allocated operating margin	23.6%	10.1%	19.1%

(1) See footnote 16 to our Form 10-K for the year ended January 31, 2017.

(2) Represents our unallocated expenses (as disclosed in footnote 16 to our Form 10-K for the year ended January 31, 2017), less non-GAAP adjustments shown in the Reconciliation of GAAP to Non-GAAP Operating Income appearing elsewhere in these appendices, allocated proportionally to our revenue, which we believe provides a reasonable approximation for purposes of understanding the relative non-GAAP operating margins of our two businesses.

Thank You

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