

**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): September 13, 2007 (September 11, 2007)

VERINT SYSTEMS INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

0-49790
(Commission File Number)

11-3200514
(IRS Employer
Identification No.)

330 South Service Road, Melville, New York
(Address of Principal Executive Offices)

11747
(Zip Code)

Registrant's telephone number, including area code: (631) 962-9600

None
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box 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.):

- 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The independent directors of the Board of Directors of Verint Systems Inc. (the "Company") and Comverse Technology, Inc. ("Comverse") have reached an understanding with respect to the composition of the Company's Board of Directors that provides for the Board of Directors to consist of five independent directors, five directors selected by Comverse, and one director who shall be a member of the senior management of the Company. In accordance with the understanding, at least one Comverse-selected director will be appointed to each standing committee of the Board, other than the Audit Committee, so long as there remain a majority of independent directors on such committees. In addition, the Company has also amended its Amended and Restated Bylaws ("Bylaws") as set forth below under Item 5.03 as part of the understanding between the independent directors and Comverse. The Board composition as described above will remain in effect until at least the date that Verint resumes filing its annual, quarterly and periodic reports with the Securities and Exchange Commission.

In accordance with the understanding described above, the Board of Directors, in accordance with its authority pursuant to Article II, Section 11 of the Company's Bylaws to fill vacancies of the Board of Directors, elected Lauren Wright and Shefali Shah to serve as members of the Board of Directors on September 11, 2007. Ms. Wright and Ms. Shah were elected to the Board of Directors at the request of Comverse. Ms. Shah is expected to serve as a member of the Board of Director's Governance and Nominating Committee and Ms. Wright is expected to serve as a member of the Governance and Nominating Committee, the Business Process Committee and the Integration Committee.

Other than as described above neither Ms. Wright nor Ms. Shah has not engaged in, and is not otherwise connected to, any transaction that would require disclosure pursuant to Item 404(a) of Regulation S-K.

Pursuant to the understanding referred to above, the Company has also initiated a search to appoint an additional independent director.

Following the appointments contemplated by the understanding described above, two vacancies will remain on the Board.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On September 11, 2007, in accordance with the understanding described above, the Board of Directors of the Company, pursuant to Article XIII of the Company's Bylaws, approved changes to the Company's Bylaws to (i) add a new Article I, Section 11 to require that, until such time as the Company's majority stockholder as of the date of the amendment ceases to hold a majority of the Company's voting securities, a vote of 75% of the entire Board of Directors or the affirmative vote of the holders of the majority of the issued and outstanding shares of the Company's common stock shall be required to approve any issuance of equity securities by the Company (other than pursuant to equity compensation plans), (ii) amend Article II, Section 3 to reflect the addition of the new Article I, Section 11 and (iii) amend Article XIII to provide that until such time as the Company's majority stockholder as of the date of the amendment ceases to hold a majority of the Company's voting securities, new Article 1, Section 11 may only be amended by a vote of 75% of the entire Board of Directors.

The foregoing is a brief description of the amendments to the Bylaws of the Company and is qualified in its entirety by reference to the full text of such amendments to the Company's Amended and Restated Bylaws. This description should be read in conjunction with such amendments to the Company's Amended and Restated Bylaws, a copy of which is filed herewith as Exhibit 3.1 and is incorporated herein by reference.

Item 8.01. Other Events.

On September 11, 2007, the Company's Board of Directors elected Victor A. DeMarines, an independent director of the Company, as the new non-executive chairman of the Company's Board of Directors, pursuant to Article II, Section 2 of the Company's Amended and Restated Bylaws. In addition, Larry Myers has been appointed to serve as the new chairman of the Company's Audit Committee, replacing Victor A. DeMarines.

The Board of Directors also formed a Governance and Nominating Committee on September 11, 2007 and appointed Kenneth Minihan, Howard Safir and Victor A DeMarines to serve on such committee, with Victor A. DeMarines to serve as its chairman. Andre Dahan and Avi T. Aronovitz were also named as members of the Compensation Committee. On September 11, 2007, the Board of Directors also established two non-standing committees: a Business Process Committee and an Integration Committee. Victor A. DeMarines and Larry Myers, with Larry Myers serving as the chair, were appointed to serve on the Business Process Committee and Dan Bodner, Andre Dahan and Victor A. DeMarines were appointed to serve on the Integration Committee. Victor A. DeMarines will be paid \$3,500 per month and Larry Myers will be paid \$7,500 per month for their services on the Business Process Committee. The Business Process Committee will only exist until December 4, 2007, unless extended by the Board of Directors.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are furnished herewith:

<u>Exhibit No.</u>	<u>Exhibit Description</u>
3.1	Amendments to the Amended and Restated Bylaws of Verint Systems Inc.
99.1	Press Release of Verint Systems Inc., dated September 12, 2007

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.

Date: September 13, 2007

Verint Systems Inc.

By: /s/ Peter Fante

Name: Peter Fante

Title: Chief Legal Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit Description</u>
3.1	Amendments to the Amended and Restated Bylaws of Verint Systems Inc.
99.1	Press Release of Verint Systems Inc., dated September 12, 2007

Amendments to the Amended and Restated Bylaws of Verint Systems Inc., effective September 11, 2007:

ARTICLE I, SECTION 11. Issuance of Equity Securities. Notwithstanding anything to the contrary contained in these By-laws, until such time as the Corporation's majority stockholder as of the date of this amendment ceases to hold a majority of the Corporation's voting securities, the affirmative vote of 75% of the members of the entire Board of Directors or the affirmative vote of the holders of the majority of the issued and outstanding shares of the Corporation's common stock shall be required to authorize the issuance of any "equity security" of the Corporation, except for issuances pursuant to share incentive or similar employee compensation plans approved by the Board prior to the effective date of this Section 11. For purposes of this Section 11, an "equity security" shall mean any shares of capital stock or other equity interest or any subscription, warrant, option or other right to acquire capital stock or other equity interest, or any security convertible into or exchangeable for capital stock or other equity interest.

ARTICLE II, Section 3: "Except as otherwise provided by law, a majority of the entire Board shall constitute a quorum. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting from time to time to another time and place without notice. Except as otherwise required by the Certificate of Incorporation of the Corporation or by Article 1, Section 11 of these By-laws, the vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

At the end of ARTICLE XIII the following language is added: "and, provided further, that until such time as the Corporation's majority stockholder as of the date of this amendment ceases to hold a majority of the Corporation's voting securities, ARTICLE I, SECTION 11, may be amended or repealed only by the affirmative vote of 75% of the members of the entire Board of Directors or the affirmative vote of the holders of the majority of the issued and outstanding shares of the Corporation's common stock.

**Press Release****Contacts*****Industry Information***

Jayson Schkloven
Merritt Group
(703) 390-1529
schkloven@merrittgrp.com

Investor Relations

Alan Roden
Verint Systems Inc.
(631) 962-9304
alan.roden@verint.com

Verint Announces New Independent Chairman

Board Forms New Governance and Nominating Committee and Expands to 11 Members

MELVILLE, N.Y., September 12, 2007—**Verint Systems Inc. (VRNT.PK)**, a leading provider of analytic software-based solutions for workforce-enterprise optimization and security, today announced that Victor A. DeMarines has been elected as the new non-executive Chairman of Verint’s Board of Directors. Mr. DeMarines has served as an independent director and chairman of Verint’s Audit Committee since 2002. Mr. DeMarines will also serve as chairman of Verint’s newly created Governance and Nominating Committee.

Upon his election, Vic A. DeMarines said “As an independent director, I am happy to take on this new role. It has been a pleasure watching the company grow over the last five years and I believe these changes to the board will help the company focus on its long-term strategy.”

Verint also announced the following:

- Larry Myers has been elected as the new chairman of Verint’s Audit Committee, replacing Mr. DeMarines. Mr. Myers has served an independent director of Verint since 2002.
- Howard Safir will continue to serve as the chairman of Verint’s Compensation and Stock Option Committees. Mr. Safir has served as an independent director of Verint since 2002.
- Lauren Wright and Shefali Shah from Comverse have joined Verint’s Board of Directors, increasing the Board to 11 members, 5 of whom are Comverse-affiliated Verint directors.

About Verint Systems Inc.

Verint Systems Inc. (VRNT.PK), headquartered in Melville, New York, is a leading provider of analytic software-based solutions for workforce-enterprise optimization and security. Verint software, which is used by over 5,000 organizations in over 50 countries worldwide, generates actionable intelligence through the collection, retention and analysis of voice, fax, video, email, Internet and data transmissions from multiple communications networks. Visit us at our website www.verint.com.

Cautionary Note Regarding Forward-looking Statements: Certain statements and information in this release that involve expectations, plans, intentions or strategies regarding the future are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. They are often identified by words such as “will”, “anticipates”, “expects”, “intends”, “plans”, “believes”, “estimates” and similar expressions and statements about present trends and conditions that may extend into the future. These statements are not facts and are based upon information available to the Company as of the date of this release. The Company assumes no obligation to revise or update any such forward-looking statement except as otherwise required by law. Forward-looking statements believed true when made may ultimately prove to be incorrect. These statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond our control and may cause actual results to differ materially from our current expectations. Some of the factors that could cause actual future results or conditions to differ materially from current expectations include the impact on Verint’s financial results of the Comverse Special Committee’s review of matters relating to grants of Comverse stock options and other non-options related accounting matters; the impact on Verint’s financial results, if any, arising from Verint’s internal review of certain accounting matters; the impact of governmental inquiries arising out of or related to option grants and practices and/or other accounting areas under investigation by Comverse and Verint and the risk of regulatory action or private litigation relating to the same; the effect of Verint’s failure to timely file all required reports under the Securities Exchange Act of 1934; Verint’s ability to have its common stock listed on The NASDAQ Global Market; risk that Verint’s recent merger with Witness Systems disrupts current plans and operations and the potential difficulties in employee retention as a result of the merger; the ability to recognize the expected benefits of the merger; the impact of the substantial indebtedness incurred to finance the consummation of the merger; risks relating to current and potential future litigation or regulatory inquiries or actions inherited in connection with the merger, including with respect to Witness option grants and alleged patent infringement; introducing quality products on a timely basis that satisfy customer requirements and achieve market acceptance; lengthy and variable revenue cycles create difficulty in forecasting the timing of revenue; integrating the business and personnel of Verint’s other acquisitions, including implementation of adequate internal controls; risks associated with significant foreign operations, including fluctuations in foreign currency exchange rates; aggressive competition in all of Verint’s markets, which creates pricing pressure; managing our expansion in the Asia Pacific region; risks that Verint’s intellectual property rights may not be adequate to protect its business or that others may claim that Verint or its subsidiaries infringe upon their intellectual property rights; risks associated with Verint’s ability to retain existing personnel and recruit and retain qualified personnel in all geographies in which Verint operates; decline in information technology spending; changes in the demand for Verint’s products; challenges in increasing gross margins; risks associated with changes in the competitive or regulatory environment in which Verint operates; dependence on government contracts; expected increase in Verint’s effective tax rate; risk that Verint improperly handles sensitive or confidential information or risk of misperception of such mishandling; inability to maintain relationships with value added resellers and systems integrators; difficulty of improving Verint’s infrastructure to support growth; risks associated with Comverse Technology, Inc. controlling Verint’s business and affairs; and other risks described in filings with the Securities and Exchange Commission, including our Current Report on Form 8-K filed September 10, 2007. All documents are available through the SEC’s Electronic Data Gathering Analysis and Retrieval system (EDGAR) at www.sec.gov or from Verint’s website at www.verint.com.

VERINT, the VERINT logo, ACTIONABLE INTELLIGENCE, POWERING ACTIONABLE INTELLIGENCE, STAR-GATE, RELIANT, VANTAGE, X-TRACT, NEXTIVA, ULTRA, AUDIOLOG, WITNESS, the WITNESS logo, IMPACT 360, the IMPACT 360 logo, IMPROVE EVERYTHING, EQUALITY, CONTACTSTORE, EYRETEL, BLUE PUMPKIN SOFTWARE, BLUE PUMPKIN, the BLUE PUMPKIN logo, EXAMETRIC and the EXAMETRIC logo, CLICK2STAFF, STAFFSMART, AMAE SOFTWARE and the AMAE logo are trademarks and registered trademarks of Verint Systems Inc. Other trademarks mentioned are the property of their respective owners.