SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person[*] FANTE PETER (Last)　　　(First)　　　(Middle) 330 SOUTH SERVICE ROAD (Street) MELVILLE　　NY　　11747 (City)　　　(State)　　　(Zip)	2. Issuer Name **and** Ticker or Trading Symbol VERINT SYSTEMS INC [VRNT] 3. Date of Earliest Transaction (Month/Day/Year) 06/11/2014 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director　　　　　　10% Owner X　Officer (give title below)　　Other (specify below) Chief Legal Officer & CCO 6. Individual or Joint/Group Filing (Check Applicable Line) X　Form filed by One Reporting Person 　Form filed by More than One Reporting Person

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	06/11/2014		A		3,594[(1)]	A	$0	44,260	D	
Common Stock	06/11/2014		F		1,854[(2)]	D	$48.9	42,406	D	
Common Stock	06/11/2014		A		539[(3)]	A	$0	42,945	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	Amount or Number of Shares				

Explanation of Responses:

1. Shares of common stock delivered pursuant to the Company's previously disclosed Stock Bonus Program whereby the reporting person elected to receive such number of shares of the Company's common stock at fair market value in lieu of his cash bonus payment.

2. The Company withheld these shares in satisfaction of the reporting person's obligation to fund applicable tax withholding resulting from the delivery of 3594 shares of common stock to the reporting person on June 11, 2014 pursuant to the Company's previously disclosed Stock Bonus Program and reported on row 1 of Table I of this Form 4.

3. Grant of restricted stock units attributable to "Incentive Shares" made pursuant to the Company's previously disclosed Stock Bonus Program that vest 100% on June 11, 2015.

Remarks:

/s/ Peter D. Fante　　　　　06/13/2014

** 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.