# 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): February 14, 2013**

# 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.)** |
| **330 South Service 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 2.02 Results of Operations and Financial Condition.**

Verint Systems Inc. ("Verint") is disclosing in this Current Report certain presentation slides being provided to its lenders and certain prospective lenders. These presentation slides include, among other things, a re-affirmation of Verint's previous guidance for the year ended January 31, 2013. The presentation slides are attached as Exhibit 99.1 hereto, are incorporated by reference into this Item 2.02 in their entirety, and 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 7.01 Regulation FD Disclosure.**

The information referred to in "Item 2.02 Results of Operations and Financial Condition" above is hereby incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

| Exhibit No. | 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: February 14, 2013

By: /s/ Douglas E. Robinson
Name: Douglas E. Robinson
Title: Chief Financial Officer

## EXHIBIT INDEX

| Exhibit No. | Description |
|---|---|
| 99.1 | Presentation Slides |

Verint Systems Inc.

*Making Big Data Actionable ™*

VERINT.

# 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 risks and uncertainties which could cause actual results to differ materially from those expressed in or implied by the forward-looking statements. Important risks, uncertainties, and other factors could cause actual results to differ materially from our 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 and uncertainties 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.

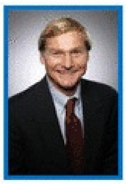
# Non-GAAP Financial Measures

VERINT

This presentation includes financial measures not prepared in accordance with generally accepted accounting principles ("GAAP"). 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 Appendix to this presentation, Verint's press releases, as well as the GAAP to non-GAAP reconciliation found under the Investor Relations tab on Verint's website.

# Management Presenters

**Dan Bodner**
*President and Chief Executive Officer*



**Doug Robinson**
*Chief Financial Officer*

**Alan Roden**
*SVP, Corporate Development*

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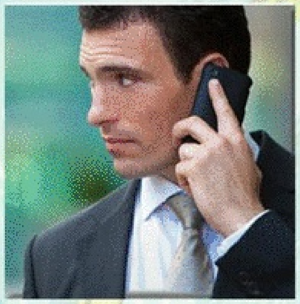
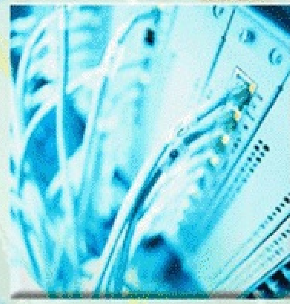
# Company Overview and Industry Trends

VERINT.

# The Big Data Analytics Opportunity

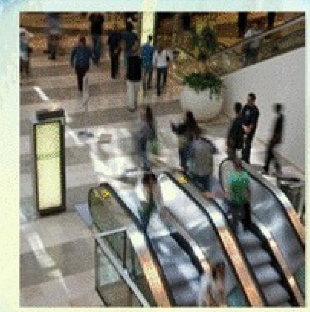
VERINT.



Intelligent organizations are differentiating themselves and driving competitive advantage through big data analytics



# Making Big Data Actionable – Collection and Applications

VERINT

# Helping Customers Collect Big Data - Examples



**Objective: Extract intelligence from customer interactions for customer centric operations**

**Objective: Extract intelligence from communications to fight crime and terrorism**

## Enterprise Case Study

- More than 50 million customer telephony interactions per year
- More than 300 million customer text related interactions per year - emails, surveys and unstructured text

## Security Case Study

- Tens of millions of communications per day - phone, email, chat, SMS, web session, social media, etc.
- Requires multiple Petabytes of storage

# Large and Diversified Customer Base

VERINT

**Large base of more than 10,000 customers provides Verint the opportunity to deliver analytical applications across multiple markets**

## Strong Presence Across Global Fortune 500 Companies








Note: % represents percentage of Global Fortune 500 companies that are Verint customers.

# Enterprise and Security Mix



Note: Percentage based on revenue in FYE January 31, 2012.

# Enterprise Intelligence

**Our solutions enable customer service operations to enhance the customer experience while increasing revenue and improving profitability**


**Understand Customer Sentiment**

**Optimize the Workforce**

**Discover Business Trends**

**We are expanding from our strong position in the contact center into branch, back-office and customer experience functions**

# Enterprise Intelligence – Suite Growth Drivers

VERINT.

## Benefits of the Suite

### Benefit to Customers

Ability to share data across applications

Lower total cost of ownership

Common database and GUI

Simplified system administration

### Benefit to Verint

Incremental revenue opportunity


IMPACT360®

Customer-Centric Workforce Optimization

**"By year-end 2015, 30% of large organizations will adopt an integrated approach to WFO, and will achieve the associated increases in operational efficiency and customer satisfaction." — *Gartner, Technology Overview for Contact Center Workforce Optimization, May 25, 2012*.**

# Enterprise Intelligence – Silos Growth Drivers

## Benefits of Breaking Down the Silos

**Benefit to Customers**

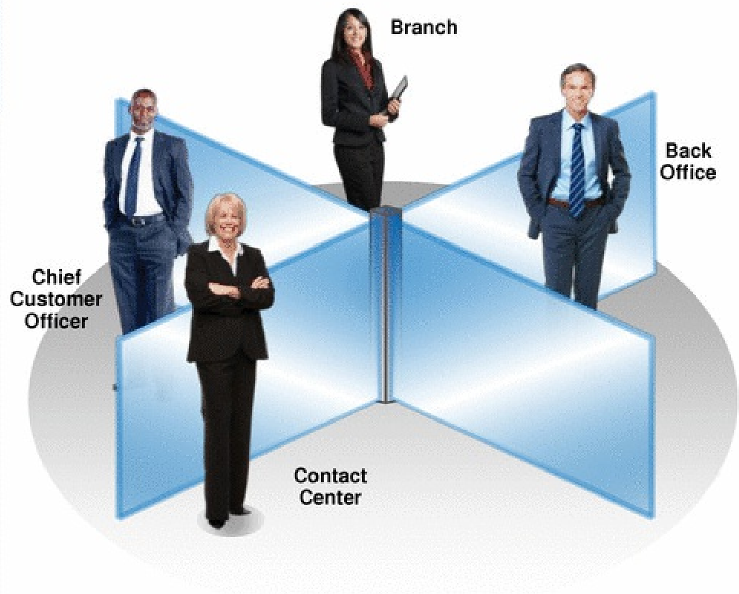
Common tools and methodologies across customer operations

Holistic view of customer experience

Ability to share workload across enterprise

**Benefit to Verint**

Increases Verint's addressable market




***"As enterprises seek to make more sense of complex customer interactions they come to recognize the limits of their siloed legacy data capture systems…" — Ovum, Contact Center Analytics Look a Lot Like Big Data, February 9, 2012***

# Security Intelligence

**Our solutions enable security organizations to leverage big data from a wide range of communications, video and data sources to enhance security and prevent crime and terrorism**

Generate Intelligence and Collect Evidence

Improve Physical Security Cost Effectively

Optimize Public Safety Call Centers

**Migration to IP networks create new challenges and new opportunities for law enforcement and security organizations**

# Security Intelligence Growth Drivers

VERINT

**Ongoing crime and terrorism is primarily being addressed by legacy technology**

**The market is seeking innovative solutions for collection, fusion and analysis**

## Growth Trends

**Communications Intelligence**

Transition to IP networks

Web and cyber security

**Physical Security**

Continue transition from analog to IP video

Effective management of disparate systems

**Public Safety**

Improved emergency response

# Go-to-Market strategy

## Growing sales force and channel partners

- Verticalized direct sales force with subject matter expertise
  - ~700 professionals in sales and marketing
- Partner strategy broadens market coverage
  - 50% of business through channel partners: OEMs, SIs and regional resellers

## Flexible business models

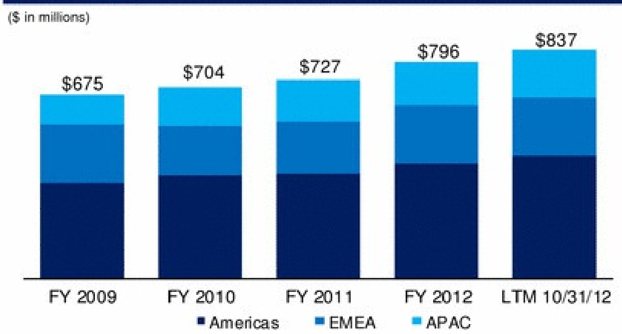
- Perpetual, software-as-a-service, managed services
- Business models reflect customer preferences
  - Enterprise, typical software model
  - Security, prefer turnkey solutions

# Financial Update

# Historical Financial Highlights

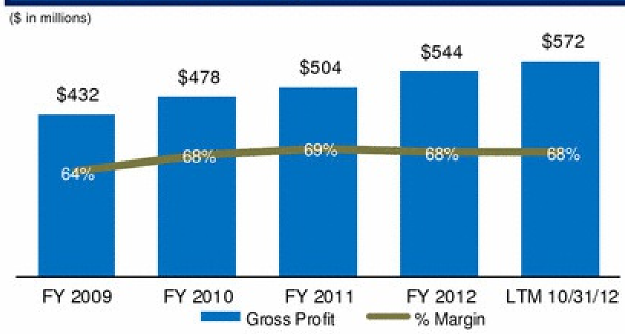
VERINT

## Revenue




## Operating Income and % Margin


## Gross Profit and % Margin



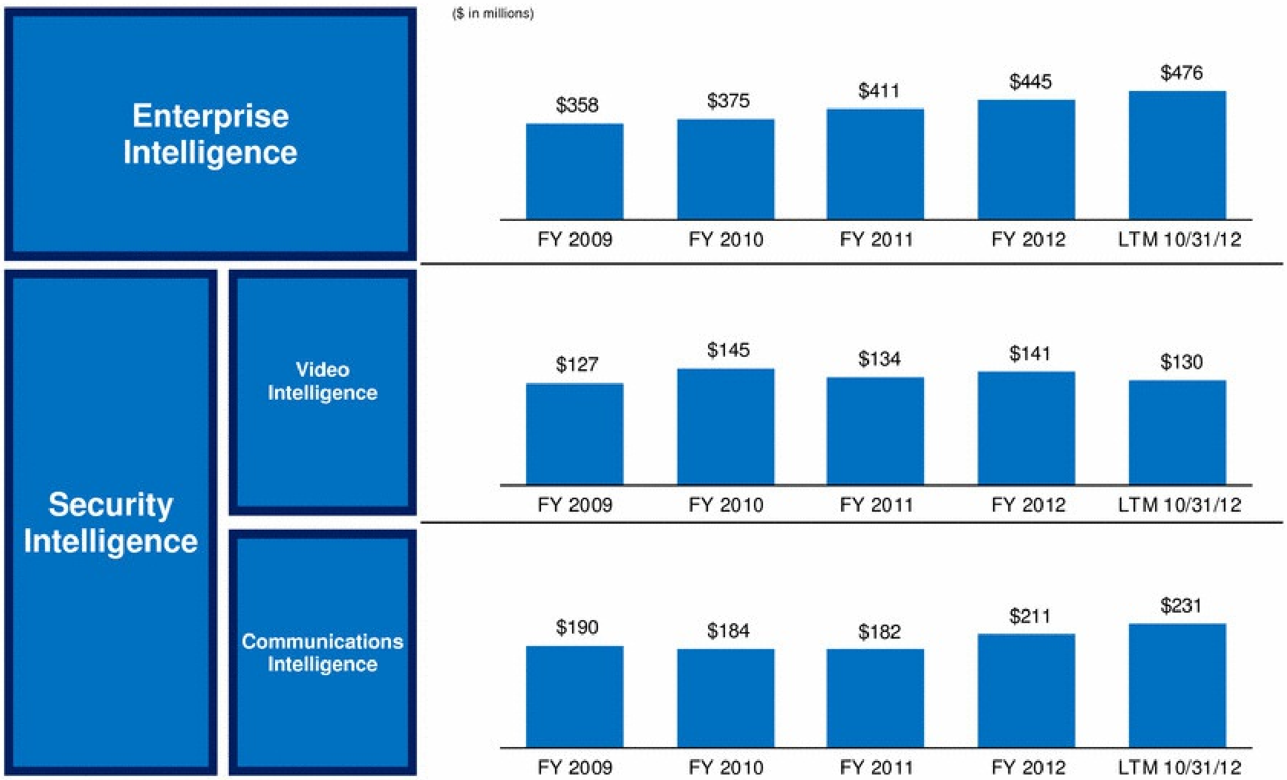

## Financial Highlights

- Experienced significant revenue growth
  - Revenue increased from $675 million in FY 2009 to $837 million for the LTM period ending 10/31/12
- Delivered industry leading margins with high value solutions
  - Gross margins over 65%
  - Operating margins over 20%
- Grew organically and through tuck-in acquisitions

Note: Non-GAAP financial information.

# Exposure to Two Actionable Intelligence Markets

*Revenue by Segment*




Note: Non-GAAP financial information.

# Track Record of De-levering and Ability to Maintain Efficient Leverage Levels

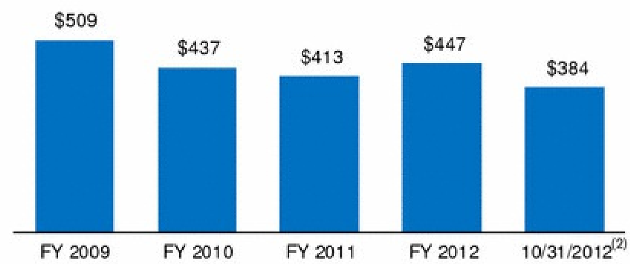
VERINT

## Key Highlights

- Verint generates significant cash flow and has demonstrated an ability to de-lever
- The Company has a number of attractive cash flow characteristics
  - Operating margins greater than 20%
  - Capex of less than 2%–3% of revenue
  - Minimal working capital needs
  - Tax shield from NOLs

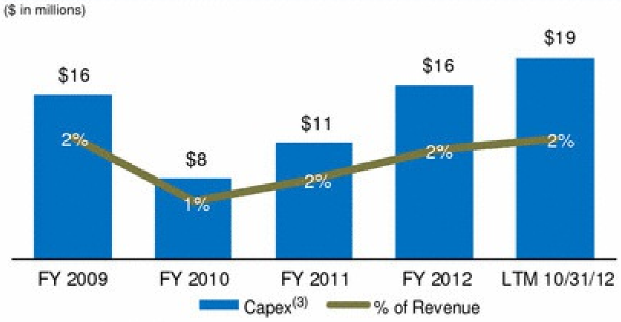
## Net Debt[1]

($ in millions)

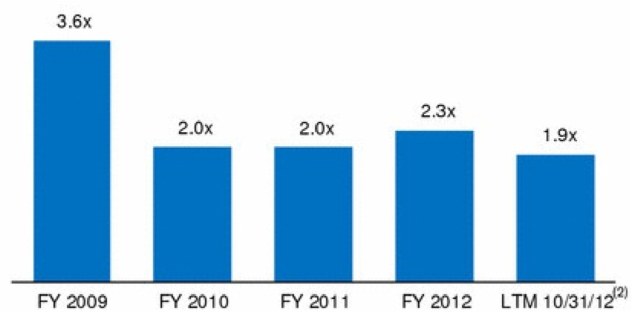



## Low Capex Needs

($ in millions)




## Net Debt[1] / EBITDA




Note: Non-GAAP EBITDA.
(1) Excludes restricted cash.
(2) Cash balance as of 10/31/12. Debt balance as of 1/31/13; includes debt prepayment of $15m made prior to year end.
(3) Capital expenditures includes cash paid for capitalized software development costs.

# Q3 Summary and Full Year Outlook

VERINT

($ in millions, except per share data)

| | Actual | | | | Guidance |
|---|---|---|---|---|---|
| | Q1 | Q2 | Q3 | YTD | Year |
| Revenue | $200.2 | $215.1 | $202.6 | $618.0 | $845 ± 1% |
| Gross Profit | $136.4 | $143.3 | $142.3 | $422.0 | *Fluctuates Based on Mix* |
| *Gross Margin* | *68.1%* | *66.6%* | *70.3%* | *68.3%* | |
| EBITDA | $43.6 | $47.4 | $50.1 | $141.1 | $195 - 200 |
| Operating Profit | $39.4 | $43.0 | $45.7 | $128.2 | *Low 20%s* |
| *Operating Margin* | *19.7%* | *20.0%* | *22.6%* | *20.7%* | |
| EPS | $0.53 | $0.58 | $0.63 | $1.74 | $2.50 ± $0.05 |

Note: Financial data is non-GAAP.

# Key Investment Highlights

# Verint Provides a Unique Investment Opportunity

VERINT

- **Large and Growing Industry Opportunity**
- **Highly Diversified Business**
- **Leadership Driven by R&D Investment and Innovation**
- **Experienced Management Team**

# Opportunity to Transform Unstructured Information into "Actionable Intelligence"

# Verint Operates in a Number of Attractive End-Markets

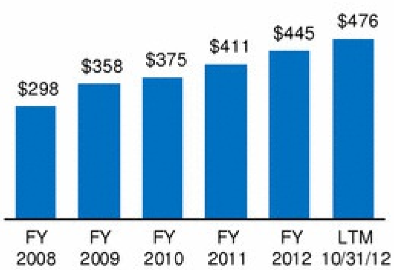
VERINT.

## Enterprise Intelligence

($ in millions)

**Enterprise Intelligence Revenue**

FY'08 – FY'12 CAGR: 6%[(1)]




**Growth Drivers**

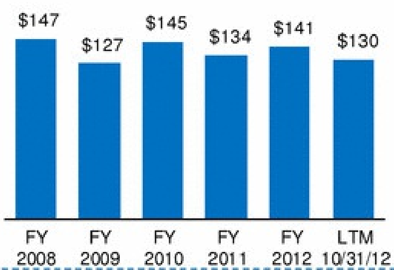
- Integration of WFO applications
- Greater insight through customer interaction analytics to improve the performance of customer service operations
- Adoption of WFO across the enterprise
- Migration to VoIP technologies

## Security – Video Intelligence

($ in millions)

**Video Intelligence Revenue**

FY'08 – FY'12 CAGR: (1%)




**Growth Drivers**

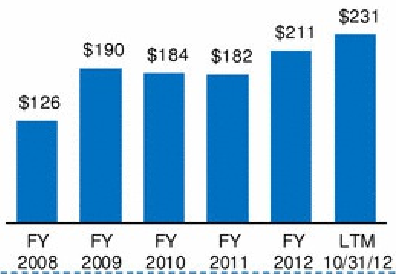
- Terrorism, crime and other security threats around the world are generating demand for advanced video security solutions
- Transition from relatively passive analog CCTV video systems to more sophisticated, proactive, network-based IP video systems
- Effective management of disparate systems

## Security – Communications Intelligence

($ in millions)

**Communications Intelligence Revenue**

FY'08 – FY'12A CAGR: 14%




**Total Video and Communications Intelligence FY'08 – FY'12A CAGR: 7%**

**Growth Drivers**

- Increasingly complex communications networks and growing network traffic
- Transition to IP networks and web and cyber security
- Growing demand for advanced intelligence and investigative solutions
- Legal and regulatory compliance requirements

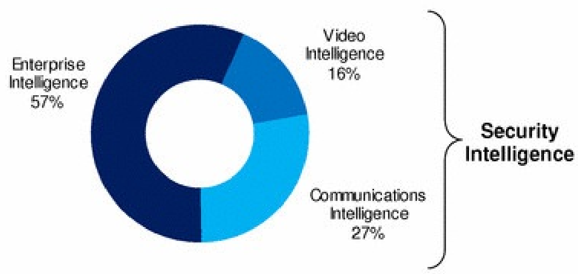
Note: Non-GAAP financial information.

(1) CAGR calculated using FY 2008 revenue of $358 million (pro forma for Witness acquisition).

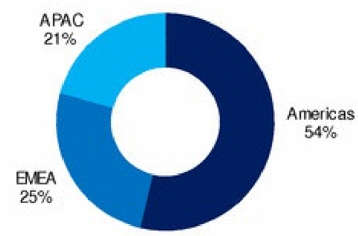
# Highly Diversified Business

VERINT

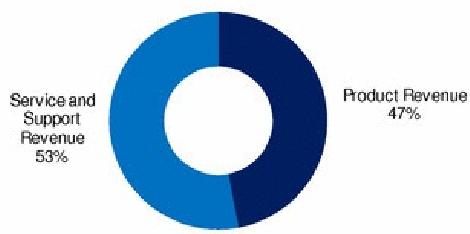
**Revenue by Segment – LTM 10/31/12**




**Revenue by Region – LTM 10/31/12**




**Revenue by Type – LTM 10/31/12**




**More than 10,000 Customers in Over 150 Countries**

- Finance and Insurance
- Communications
- Government
- Enterprise
- Retail
- Health Care
- Utilities
- Transportation

Note: Non-GAAP financial information.

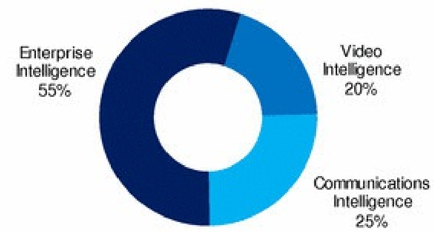
# Leadership Driven by R&D Investment and Innovation

VERINT

**Key R&D Strengths**

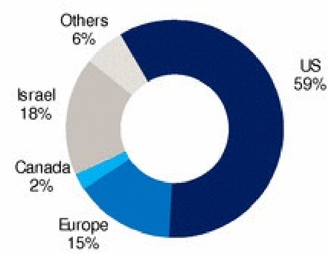
- $116[1] million or ~14% of LTM 10/31/12 revenue spent on R&D
- ~1,000 employees and contractors in R&D (~1/3rd of total) – 3,200 total
- More than 570 patents and patent applications globally
- Global R&D centers, including the United States, the United Kingdom, Israel and Canada

**Total Patent Portfolio Distribution**




**Recent Product and Services Accolades**


**Worldwide Patent Applications Pending**



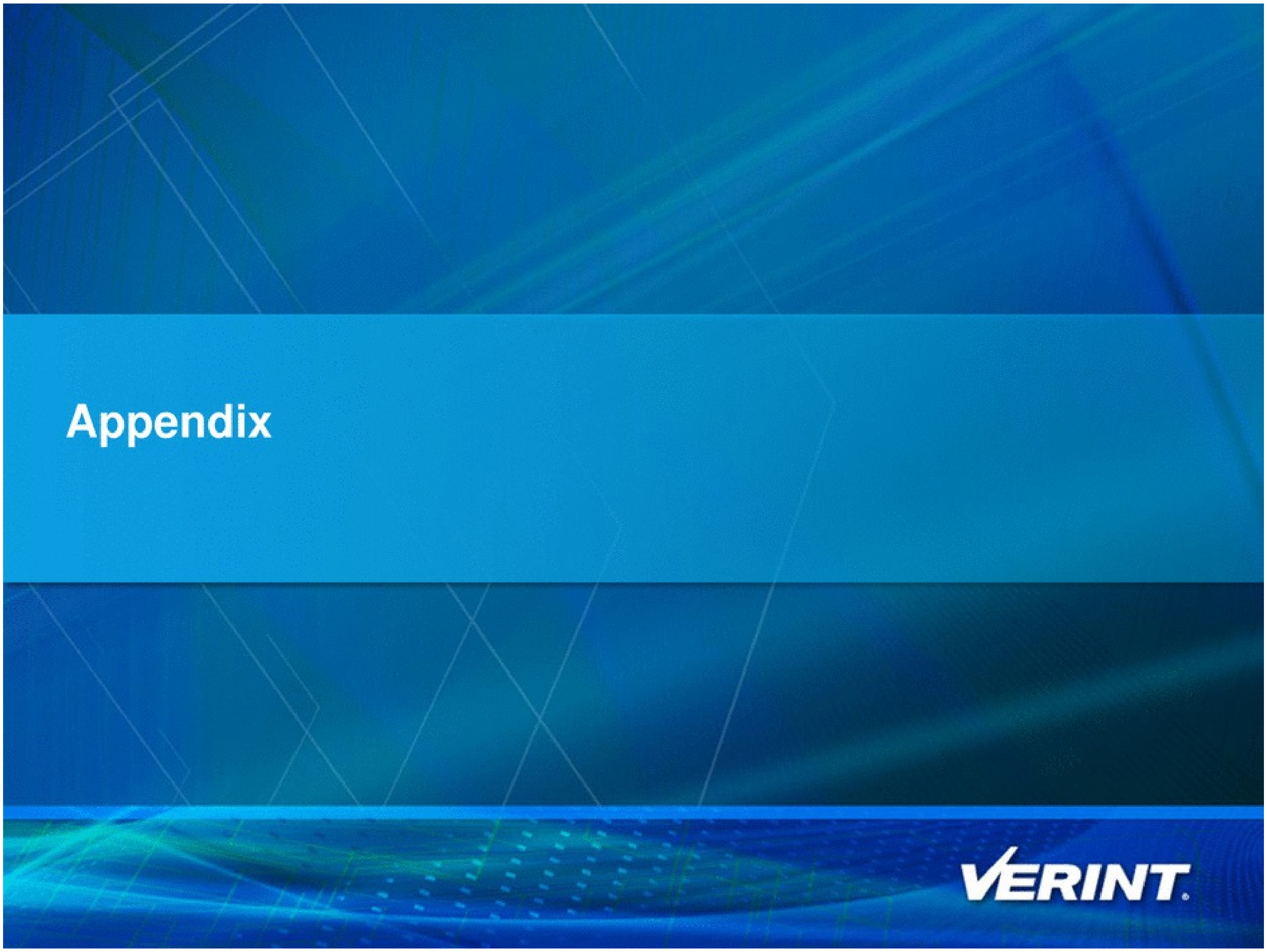

(1) GAAP R&D expense and includes stock-based compensation expense.

# Experienced Management Team

VERINT

| | Years at Verint | Professional Experience |
|---|---|---|
| **Dan Bodner**<br>Chief Executive Officer and President | 18 | 32 |
| **Doug Robinson**<br>Chief Financial Officer | 6 | 29 |
| **Elan Moriah**<br>President of Verint Enterprise Intelligence Solutions and Verint Video Intelligence Solutions | 12 | 23 |
| **David Parcell**<br>Managing Director of EMEA | 11 | 29 |
| **Meir Sperling**<br>Chief Strategic Officer | 12 | 37 |
| **Peter Fante**<br>Chief Legal Officer and Chief Compliance Officer | 10 | 19 |
| **Alan Roden**<br>SVP, Corporate Development | 10 | 19 |
| **Jane O'Donnell**<br>SVP, Global Human Resources | 11 | 32 |

- *Multi-disciplinary expertise*
- *Long tenure*
- *Significant industry background*
- *Significant M&A execution and integration track record*
- *Strong public company experience*


Appendix
VERINT

# About Non-GAAP Financial Measures

The following tables include a reconciliation of certain financial measures prepared in accordance with Generally Accepted Accounting Principles ("GAAP") to the most directly comparable financial measures not prepared in accordance with GAAP ("non-GAAP"). Non-GAAP financial measures should not be considered in isolation or as a substitute for comparable GAAP financial measures. The non-GAAP financial measures we present in the following tables 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 the adjustments made in these non-GAAP financial measures.

We believe that the non-GAAP financial measures we present in the following tables provide meaningful supplemental information regarding our operating results primarily because they exclude certain non-cash charges or items that we do not believe are reflective of our ongoing operating results when budgeting, planning and forecasting, determining compensation and when assessing the performance of our business with our individual operating segments or our senior management. We believe that these non-GAAP financial measures also facilitate the comparison by management and investors of results between periods and among our peer companies. However, those companies may calculate similar non-GAAP financial measures differently than we do, limiting their usefulness as comparative measures.

Our non-GAAP financial measures reflect adjustments to the corresponding GAAP financial measure based on the items set forth below. The purpose of these adjustments is to give an indication of our performance exclusive of certain non-cash charges and other items that are considered by our senior management to be outside of our ongoing operating results.

# About Non-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 standalone basis. We exclude these adjustments from our non-GAAP financial measures because these are not reflective of our ongoing operations. Non-recurring cash expenses have ceased, allowing for greater cash flow generation and continued investment to pursue strategic objectives

- *Amortization of acquired intangible assets, including acquired technology.* 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. These expenses are excluded from our non-GAAP financial measures because they are non-cash charges. In addition, these amounts are inconsistent in amount and frequency and are significantly impacted by the timing and size of acquisitions. Thus, we also exclude these amounts to provide better comparability of pre- and post-acquisition operating results.

- *Stock-based compensation expenses.* We exclude stock-based compensation expenses related to stock options, restricted stock awards and units, stock bonus plans and phantom stock from our non-GAAP financial measures. These expenses are excluded from our non-GAAP financial measures because they are primarily non-cash charges. In prior periods, we also incurred (and excluded from our non-GAAP financial measures) significant cash-settled stock compensation expense due to our previous extended filing delay and restrictions on our ability to issue new shares of common stock to our employees.

# About Non-GAAP Financial Measures

VERINT

- *M&A and other adjustments*. We exclude from our non-GAAP financial measures legal, other professional fees and certain other expenses associated with acquisitions, whether or not consummated, and certain extraordinary transactions, including reorganizations, restructurings and expenses associated with our merger with CTI. Also excluded are changes in the fair value of contingent consideration liabilities associated with business combinations, and expenses related to our restatement of previously filed financial statements and our previous extended filing delay. These expenses are excluded from our non-GAAP financial measures because we believe that they are not reflective of our ongoing operations.
- *Integration costs.* We exclude from our non-GAAP financial measures expenses directly related to the integration of Witness. These expenses are excluded from our non-GAAP financial measures because they are not reflective of our ongoing operations.
- *In-process research and development.* We exclude from our non-GAAP financial measures the fair value of incomplete in-process research and development projects that had not yet reached technological feasibility and have no known alternative future use as of the date of the acquisition. These expenses are excluded from our non-GAAP financial measures because they are non-cash charges that we do not believe are reflective of our ongoing operations.
- *Impairments of goodwill and other acquired intangible assets.* Goodwill represents the excess of the purchase price in a business combination over the fair value of net tangible and identifiable intangible assets acquired. We exclude from our non-GAAP financial measures charges relating to impairment of goodwill and acquired identifiable intangible assets. These expenses are excluded from our non-GAAP financial measures because they are non-cash charges.

# About Non-GAAP Financial Measures

- *Other legal expenses (recoveries).* We exclude from our non-GAAP financial measures other legal fees and settlements associated with certain intellectual property litigations assumed in connection with the Witness acquisition. We excluded these items from our non-GAAP financial measures because they are not reflective of our ongoing operations.

- *Expenses related to our previous extended filing delay.* We exclude from our non-GAAP financial measures expenses related to our restatement of previously filed financial statements and our extended filing delay. These expenses included professional fees and related expenses as well as expenses associated with a special cash retention program. These expenses are excluded from our non-GAAP financial measures because they are not reflective of our ongoing operations.

- *Restructuring costs.* We exclude from our non-GAAP financial measures expense associated with the restructuring of our operations due to internal or external market factors. These expenses are excluded from our non-GAAP financial measures because we believe they are not reflective of our ongoing operations.

# GAAP to Non-GAAP Reconciliation

VERINT.

($ in millions)

| | Fiscal year ended January 31, | | | | | Three Months Ended | | | LTM |
|---|---|---|---|---|---|---|---|---|---|
| | 2008 | 2009 | 2010 | 2011 | 2012 | Apr 30, 2012 | Jul 31, 2012 | Oct 31, 2012 | Oct 31, 2012 |
| **Revenue Reconciliation** | | | | | | | | | |
| GAAP Revenue | $534.5 | $669.5 | $703.6 | $726.8 | $782.6 | $196.6 | $212.4 | $201.5 | $822.6 |
| Revenue Adjustments Related to Acquisitions | 37.3 | 5.9 | - | - | 13.6 | 3.6 | 2.6 | 1.1 | 14.8 |
| **Non-GAAP Revenue** | **$571.8** | **$675.4** | **$703.6** | **$726.8** | **$796.2** | **$200.2** | **$215.1** | **$202.6** | **$837.4** |
| | | | | | | | | | |
| **Gross Profit Reconciliation** | | | | | | | | | |
| GAAP Gross Profit | $304.5 | $411.3 | $463.7 | $488.5 | $514.3 | $128.3 | $136.4 | $136.2 | $539.2 |
| Revenue Adjustments Related to Acquisitions | 37.3 | 5.9 | - | - | 13.6 | 3.6 | 2.6 | 1.1 | 14.8 |
| Amortization and Impairment of Acquired Technology and Backlog | 8.0 | 9.0 | 8.0 | 9.1 | 12.4 | 3.8 | 3.6 | 3.7 | 14.8 |
| Settlement with OCS | - | - | - | - | - | - | - | - | - |
| Stock-Based Compensation Expenses | 4.5 | 5.4 | 5.9 | 6.2 | 3.3 | 0.7 | 0.6 | 0.8 | 3.1 |
| M&A and Other Adjustments | - | - | - | - | 0.4 | 0.0 | (0.0) | 0.4 | 0.4 |
| Expenses Related to Restatement and Extended Filing Delay | 2.4 | - | - | - | - | - | - | - | - |
| **Non-GAAP Gross Profit** | **$356.7** | **$431.6** | **$477.6** | **$503.8** | **$544.0** | **$136.4** | **$143.3** | **$142.2** | **$572.2** |

Source: Company filings

# GAAP to Non-GAAP Reconciliation

VERINT.

($ in millions)

| | Fiscal year ended January 31, | | | | | Three Months Ended | | | LTM |
|---|---|---|---|---|---|---|---|---|---|
| | 2008 | 2009 | 2010 | 2011 | 2012 | Apr 30, 2012 | Jul 31, 2012 | Oct 31, 2012 | Oct 31, 2012 |
| **Operating Income (Loss) Reconciliation** | | | | | | | | | |
| GAAP Operating Income (Loss) | ($114.6) | ($15.0) | $65.7 | $73.1 | $86.5 | $21.0 | $26.3 | $16.8 | $92.0 |
| Revenue Adjustments Related to Acquisitions | 37.3 | 5.9 | - | - | 13.6 | 3.6 | 2.6 | 1.1 | 14.8 |
| Amortization and Impairment of Acquired Technology and Backlog | 8.0 | 9.0 | 8.0 | 9.1 | 12.4 | 3.8 | 3.6 | 3.7 | 14.8 |
| Amortization of Other Acquired Intangible Assets | 19.7 | 25.2 | 22.3 | 21.5 | 22.9 | 6.2 | 6.0 | 6.1 | 24.3 |
| Settlement with OCS | - | - | - | - | - | - | - | - | - |
| Impairments of Goodwill and Other Acquired Intangible Assets | 22.9 | 26.0 | - | - | - | - | - | - | - |
| In-process Research and Development | 6.7 | - | - | - | - | - | - | - | - |
| Integration Costs | 11.0 | 3.3 | - | - | - | - | - | - | - |
| Restructuring Costs | 3.3 | 5.7 | 0.1 | - | - | - | - | - | - |
| Other Legal Expenses (Recoveries) | 8.7 | (4.3) | - | - | - | - | - | - | - |
| Stock-Based Compensation Expenses | 31.1 | 36.0 | 44.2 | 46.8 | 27.9 | 5.7 | 5.9 | 6.7 | 25.4 |
| Expenses Related to Restatement and Extended Filing Delay | 41.4 | 28.7 | 54.5 | 28.9 | 1.0 | - | - | - | - |
| Gain on Sale of Land | - | - | - | - | - | - | - | - | - |
| M&A and Other Adjustments | - | - | 0.8 | 5.2 | 12.3 | (0.8) | (1.5) | 11.3 | 9.6 |
| **Non-GAAP Operating Income** | **$75.5** | **$120.5** | **$195.6** | **$184.6** | **$176.6** | **$39.4** | **$43.0** | **$45.7** | **$180.8** |
| **EBITDA Reconciliation** | | | | | | | | | |
| Non-GAAP Operating Income | $75.5 | $120.5 | $195.6 | $184.6 | $176.6 | $39.4 | $43.0 | $45.7 | $180.8 |
| GAAP Depreciation & Amortization | 46.8 | 55.1 | 49.3 | 49.0 | 53.0 | 14.1 | 14.2 | 14.2 | 56.4 |
| Amortization and Impairment of Acquired Technology and Backlog | (8.0) | (9.0) | (8.0) | (9.1) | (12.4) | (3.8) | (3.6) | (3.7) | (14.8) |
| Amortization of Other Acquired Intangible Assets | (19.7) | (25.2) | (22.3) | (21.5) | (22.9) | (6.2) | (6.0) | (6.1) | (24.3) |
| M&A and Other Adjustments | - | - | - | (0.8) | (0.2) | - | (0.1) | - | (0.1) |
| **Non-GAAP Depreciation & Amortization** | **19.1** | **20.9** | **19.0** | **17.6** | **17.5** | **4.1** | **4.4** | **4.4** | **17.2** |
| **Non-GAAP EBITDA** | **$94.6** | **$141.4** | **$214.6** | **$202.1** | **$194.0** | **$43.6** | **$47.4** | **$50.1** | **$198.0** |

Source: Company filings