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): January 11, 2021

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

Delaware	**001-34807**	**11-3200514**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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 ☐

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. ☐

Item 7.01 Regulation FD Disclosure.

On January 11, 2021, Verint Systems Inc. ("Verint" or the "Company") disclosed presentation slides that will be used by Cognyte Software Ltd. ("Cognyte"), currently a wholly owned subsidiary of Verint, in certain investor relations presentations beginning on and after that date. Copies of the presentation slides are attached as Exhibit 99.1 hereto and are incorporated by reference in their entirety into this Item 7.01.

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.

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 our 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, including final approval by the Company's board of directors and the effectiveness of 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*.

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: January 11, 2021

By: /s/ Douglas E. Robinson

Name: Douglas E. Robinson

Title: Chief Financial Officer


Cognyte
Formerly a Verint company
Investor Presentation
January 2021

Disclaimers

Forward Looking Statements

This presentation contains "forward-looking statements," including statements regarding expectations, predictions, views, opportunities, p strategies, beliefs, and statements of similar effect relating to Cognyte Software Ltd. These forward-looking statements are not guarantees of performance and they are based on management's expectations that involve a number of known and unknown risks, uncertainties, assumptions other important factors, any of which could cause our actual results to differ materially from those expressed in or implied by the forward-lo statements. The forward-looking statements contained in this presentation are made as of the date of this presentation and, except as requir law, Cognyte assumes no obligation to update or revise them, or to provide reasons why actual results may differ. For a more detailed discuss how these and other risks, uncertainties, and assumptions could cause Cognyte's actual results to differ materially from those indicated in its for looking statements, see Cognyte's filings with the Securities and Exchange Commission.

Projections

This presentation contains projected financial information with respect to Cognyte. Such projected financial information constitutes forward-lo information, and is for illustrative purposes only and should not be relied upon as necessarily being indicative of future results. The assumption estimates underlying such financial forecast information are inherently uncertain and are subject to a wide variety of significant business, econ competitive and other risks and uncertainties. See "Forward-Looking Statements" above. Actual results may differ materially from the r contemplated by the financial forecast information contained in this presentation, and the inclusion of such information in this presentation shou be regarded as a representation by any person that the results reflected in such forecasts will be achieved.

Non-GAAP Financial Measures

This presentation includes financial measures which are not prepared in accordance with generally accepted accounting principles ("GA including certain constant currency measures. For a description of these non-GAAP financial measures, including the reasons management each measure, and reconciliations of these non-GAAP financial measures to the most directly comparable financial measures prepar accordance with GAAP, please see the appendices to this presentation as well as the GAAP to non-GAAP reconciliation found under the Inv Relations tab on Cognyte's website Cognyte.com.

Agenda

- Introduction
- Market Opportunity
- Solutions Overview
- Growth Strategy
- Financial Summary

Introduction

Today's speakers

Elad Sharon
Chief Executive Officer

David Abadi
Chief Financial Officer

Leader in security analytics software

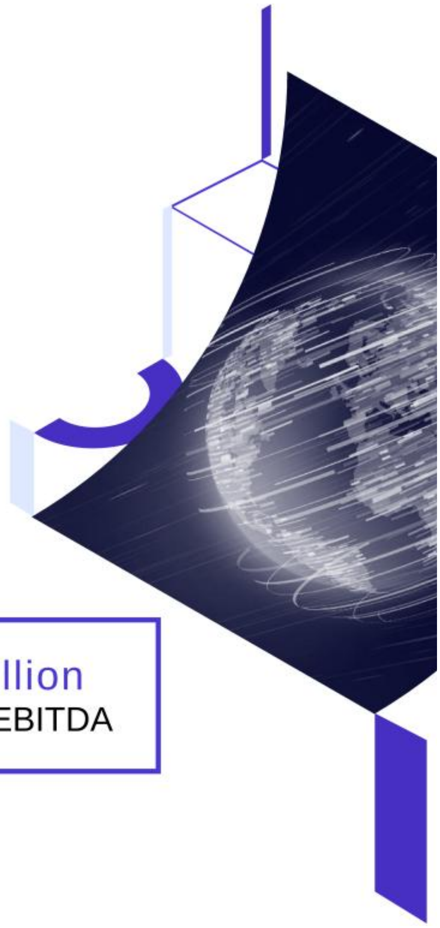
WHO WE ARE
+ A global leader in security analytics software that empowers governments and enterprises with Actionable Intelligence for a safer world

WHAT WE DO
+ Help security organizations accelerate security investigations to identify, neutralize, and prevent national security, business continuity and cyber threats

HOW WE DO IT
+ Fuse and analyze disparate data at scale powered by an open modular software platform and a broad portfolio of security analytics software solutions

WHY WE ARE UNIQUE
+ Track record of solving complex security challenges with cutting edge analytics software
+ Unparalleled domain experience working with 1,000+ security organizations globally

Cognyte by the numbers



1,000+
Customers

Deployed in
100+ Countries

~2,000
Employees
(~1,300 in Israel)

$463 million Revenue	66% Gross Margin	$82 million Adjusted EBITDA
GAAP Revenue: $457 million	GAAP Gross Margin: 64%	

Note: All figures on this page are for the year ended January 31, 2020 (FYE20). Non-GAAP metrics unless otherwise noted.

Key investment highlights

Cognyte

- **Leader** in security analytics software
- **Cutting edge** security analytics and AI technology
- **Strong** relationships across a diverse customer base
- **Large** addressable market with favorable industry trends
- **Multiple vectors** drive strong top-line profitable growth
- **Seasoned** management team with strong track record

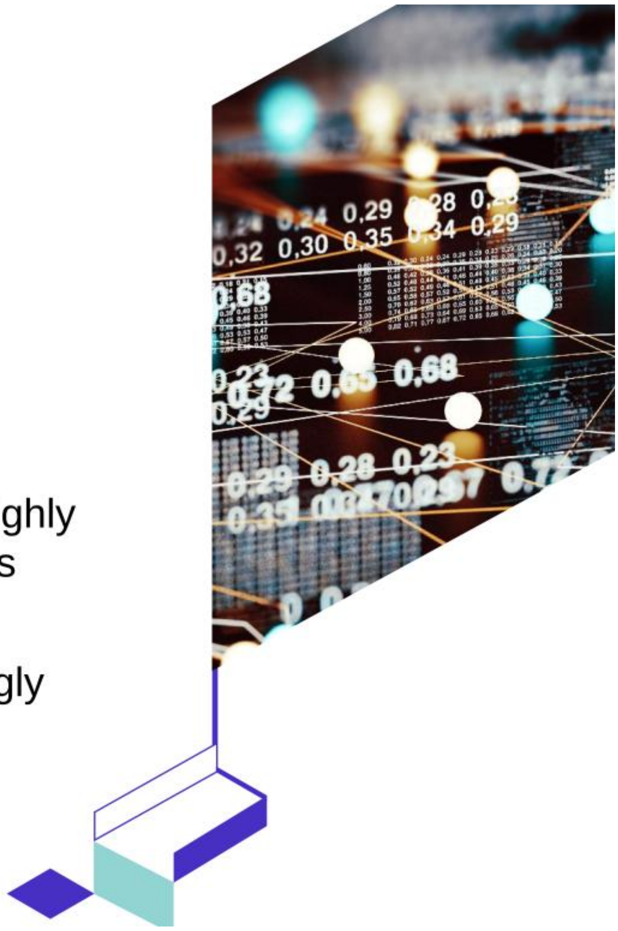
Market Opportunity

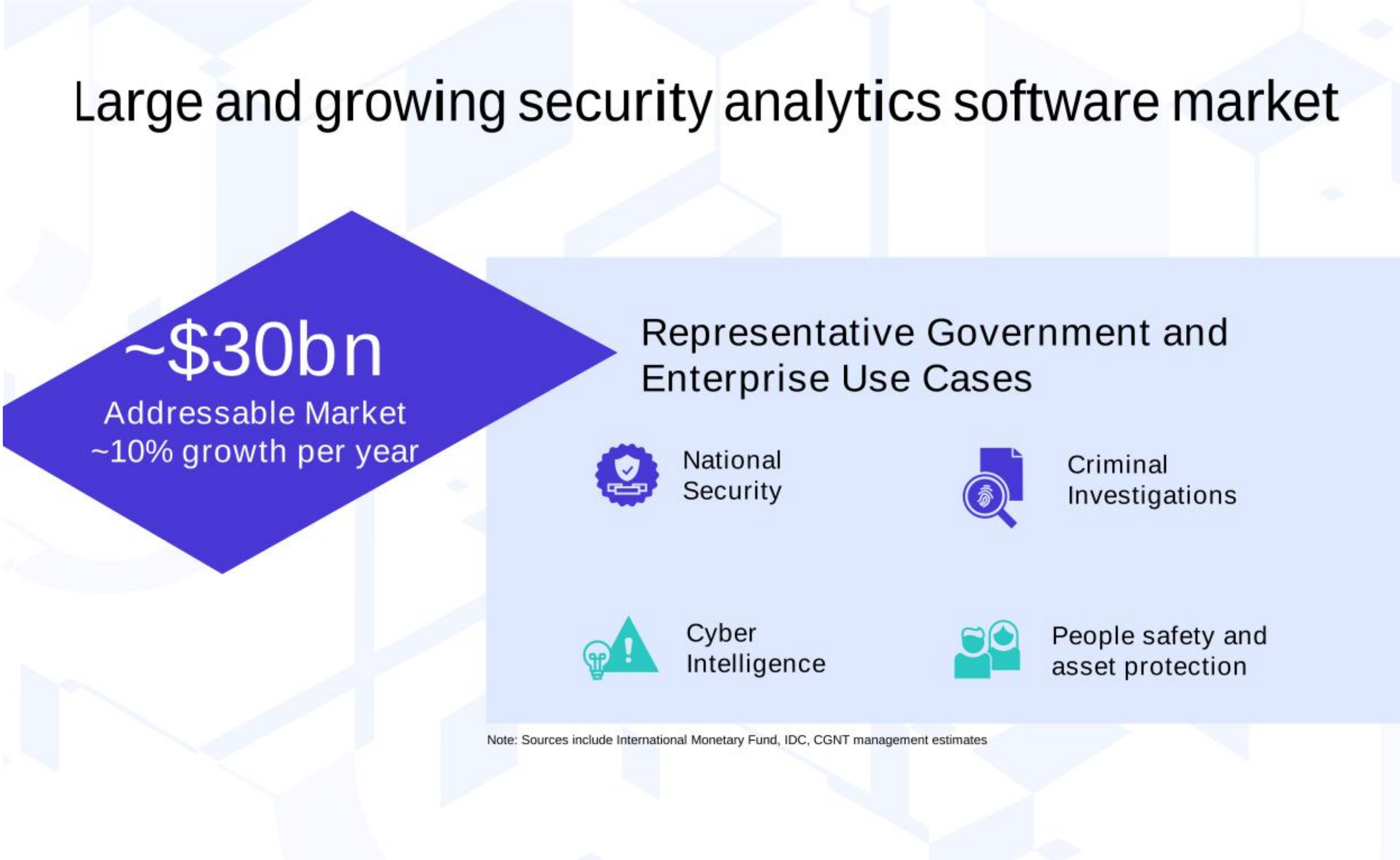
Market trends driving demand for security analytics

Security challenges are becoming more complex

Data is growing rapidly and is highly fragmented across organizations

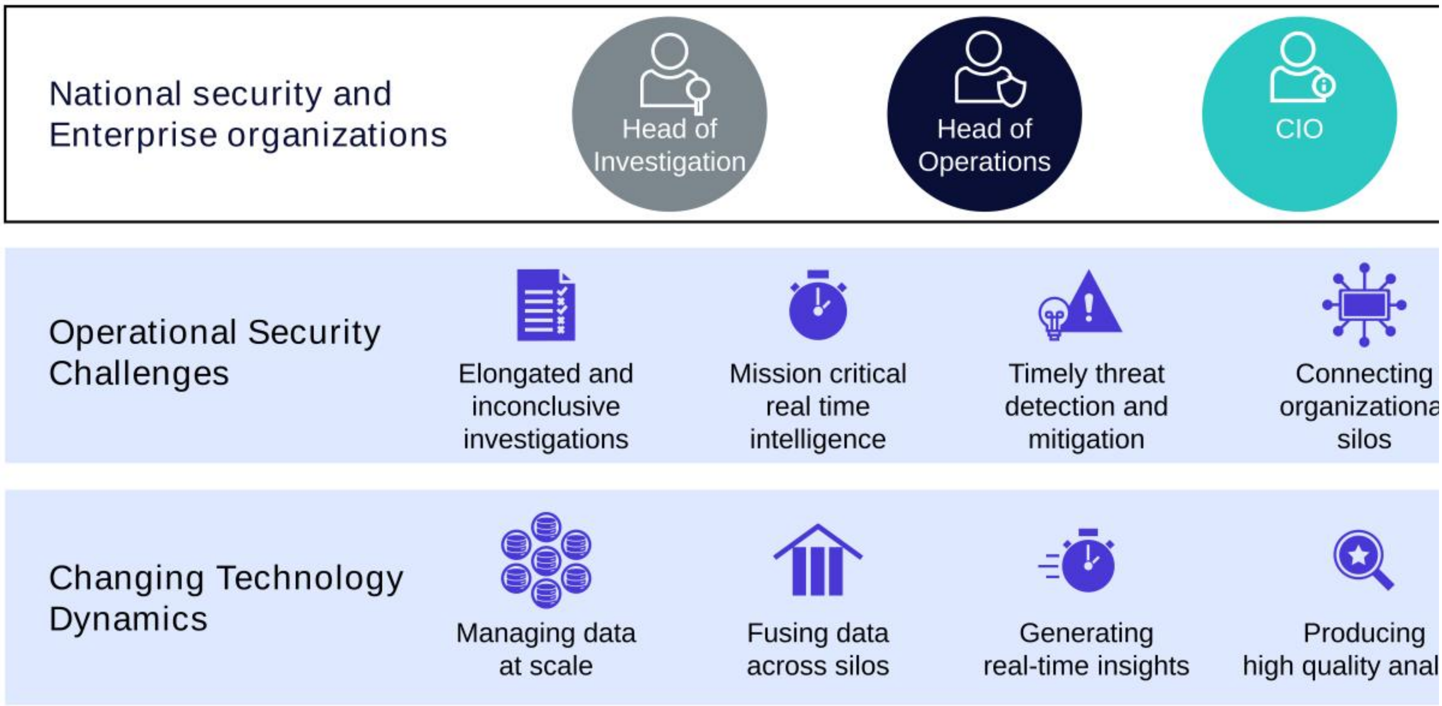
Security organizations increasingly adopt open analytics software





Large and growing security analytics software market
~$30bn
Addressable Market
~10% growth per year
Representative Government and Enterprise Use Cases
National Security
Criminal Investigations
Cyber Intelligence
People safety and asset protection
Note: Sources include International Monetary Fund, IDC, CGNT management estimates

Buyers of security analytics and their growing challenge



Solutions Overview

Our open analytics software

Broad portfolio designed to address complex security challenges

Investigations	Operational Intelligence	Threat Intelligence
Speed and Resolution	Real Time Insights	Detect and Mitigate

ANALYTICS PLATFORM

Powered by an open analytics platform

- Advanced data fusion technologies
- Data analytics engines
- Artificial intelligence and machine learning models
- Intuitive and efficient workflows and visualization
- Full governa and secu protecti

Generating Actionable Intelligence through data science

Example: Predictive Analytics

CLASSIFICATION	FORECASTING	OUTLIERS	TIME SERIES	RELATIONSHIP
associate data in categories based on learning from historical data	predicting values based on past learning	detecting anomaly within datasets	predicting behavior based on prior data	relations betwe connected entities

Provides answers to critical security questions

What
is the suspect's next move?

How
can I identify threats before they unfold?

Where
can I find evidence to accelerate the investigation?

?

Cognyte in action – Government use case

Head of Investigation

The Investigation Challenge

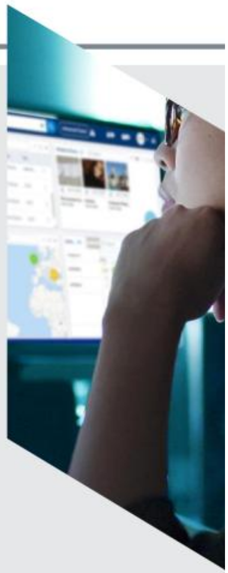
A national security organization received a lead to a suspect, previously unknown to them, potentially connected to an extremist group

The Cognyte Solution

Applying Cognyte predictive analytics, the investigation was able to connect the suspect to a terror funding network

Tangible Customer Value

Cognyte's platform connected the dots and the investigations were concluded faster than ever before resulting in tangible evidence and multiple arrests



Cognyte in action – Enterprise use case

Head of Operations

CIO

The Security Threat

A world leading semiconductor company spent significant time and resources to safeguard their intellectual property and critical assets

The Cognyte Solution

Deploying Cognyte analytics in their SOC, their security analysts saw a dramatic increase in their ability to detect anomalies and investigate potential insider threats

Tangible Customer Value

Leveraging real time insights from Cognyte analytics the company was able to drive mitigating action and avoid significant losses related to IP theft and reputational damage

Strong differentiation in the security analytics market

	Cognyte	Big Data Analytics Vendors	Point Solution Vendors	Home Gro Developme
		Palantir IBM Watson *	FIREEYE *	
Government and Enterprise Focus	●	●	●	◑
Scalability	●	●	●	○
Security Domain Expertise and Focus	●	◑	●	○
Breadth of Security Challenges Addressed	●	◑	○	◑
Real-Time Analytics	◕	◔	○	○
Predictive Analytics	●	◑	○	○
Anomaly Detection Analytics	●	◕	◑	◔
Easy to Update/ Maintain	◕	◔	●	○

* Representative competitors

Cognyte's differentiation - why we win

Cognyte

Technology Strength

+ Strong analytics software, open and highly interoperable
+ Real time actionable insights
+ Broad portfolio addresses a wide range of security challenges

Market Leadership

+ 1,000+ customers in 100+ countries
+ Successful track record working with governments and enterprises
+ Deep domain expertise built through collaboration with customers


Growth Strategy

Leading security organizations partner with Cognyte

400+ Government Customers
~80% of Revenue

600+ Enterprise Customers
~20% of Revenue

intel
Morgan Stanley
U.S. Cellular
CenturyLink
The Home Depot
T-Mobil
Walmart
Santander

What we hear from our customers

"We need better analytics - it's getting harder to find the needles in the haystacks

"We need open solutions - software that can keep pace with the growing complexi

Note: Percent of revenue is based on FYE20 results

Our growth strategy

Offering strategy

+ Lead with our open platform
+ Sustain our analytics leadership
+ Stay ahead of the demand curve

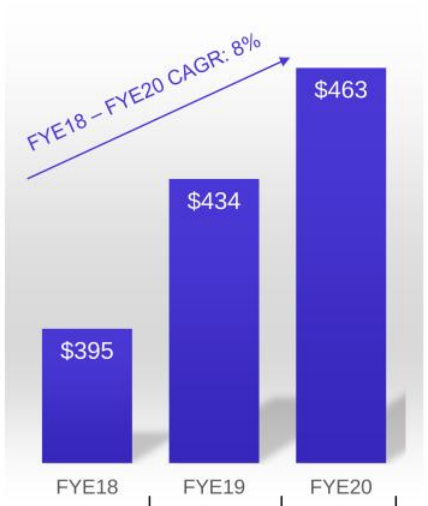
GTM strategy

+ Go deeper and wider with existing customers
+ Land and expand with new customers
+ Develop partners to expand presence in enterprise


Financial Summary

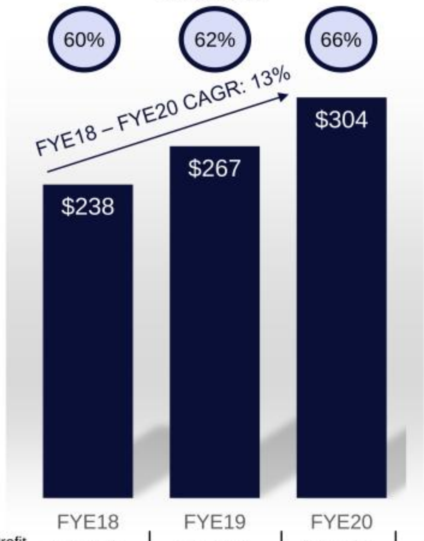
Strong historical adjusted EBITDA growth

Revenue



Gross profit

Gross Margin



Adjusted EBITDA

Adjusted EBITDA Margin

GAAP Revenue	$395	$433	$457
GAAP Gross Profit and Gross Margin	$219; 55%	$257; 59%	$293; 64%
GAAP Operating (Loss) Income and Margin	($5); -1%	$19; 4%	$27

Open Analytics Adoption

Software/Services Mix Shift

Operating Leverage with Sca

Note: In millions of USD. Non-GAAP metrics unless otherwise noted. Cognyte's fiscal year ends on January 31st. FYE18 gross profit, adjusted EBITDA and operating loss represent Verint's accounting allocation methodology.

FYE21 first three quarters

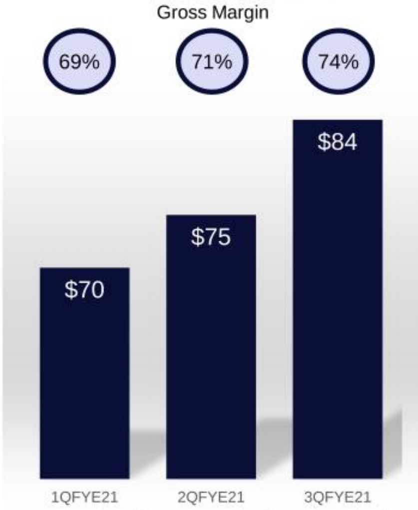
Revenue

Sequential growth throughout year after initial COVID impact

GAAP Revenue	$101	$105	$113

Gross profit

YTD: 7% y-o-y gross profit growth



GAAP Gross Profit and Gross Margin	$69; 68%	$73; 70%	$82; 73%

Adjusted EBITDA

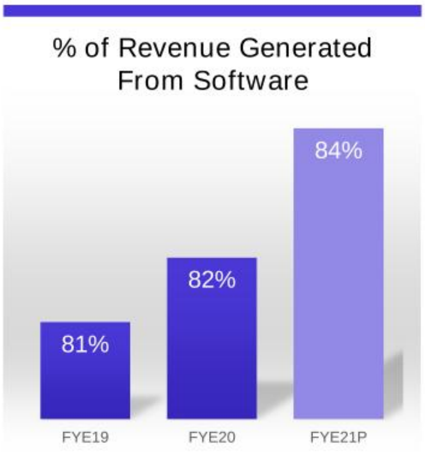
YTD: 27% y-o-y adjusted EBITDA

GAAP Operating (Loss) Income and Margin	($3); -3%	$11; 11%	$10;

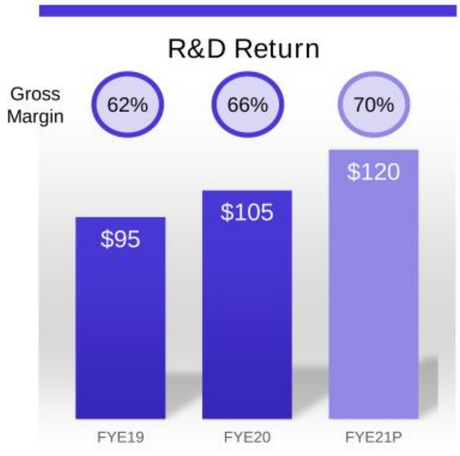
Note: Non-GAAP metrics unless otherwise noted. Millions of USD.

FYE21 annual guidance – software model

FYE21 guidance: $445 million of revenue and $90 million of Adjusted EBITDA at midpoir



Favorable Software/Services Mix Sift



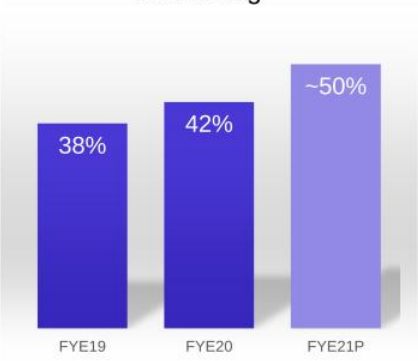
Substantially Completed R&D Investment for Margin Expansion

Note: Non-GAAP metrics unless otherwise noted. Millions of USD. FY21P is a projection for the year ending January 31, 2021
Percentage of revenue generated from software is the same on a GAAP and non-GAAP basis.
GAAP gross margin for FYE19 and FYE20 was 59% and 64%, respectively. GAAP research and development expense, net for FYE19 and FYE20 was $100 million and $111 million, respectively.

FYE21 annual guidance – strong visibility

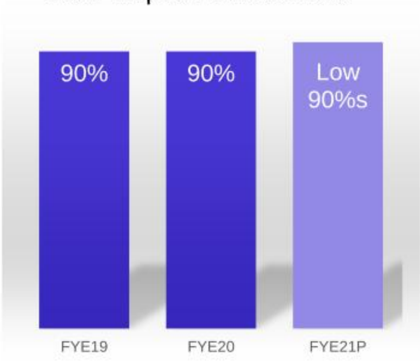
FYE21 guidance: $445 million of revenue and $90 million of Adjusted EBITDA at midpoir

% of Revenue that is Recurring(1)



Increasing Recurring Revenue

% of Revenue that is from Repeat Customers(2)



Strong Repeat Business

RPO

Significant Backlog

Note: Millions of USD. FY21P is a projection for the year ending January 31, 2021.

(1) Recurring Revenue primarily consists of initial and renewal support, subscription software licenses and SaaS in certain circumstances.

(2) Revenue that is from Repeat Customers is defined as those customers that generate revenue in the current year and in one or more of the past three years.

FYE22 outlook: 14% normalized adjusted EBITDA growth

FYE22 Diluted EPS Outlook: $0.80

Note: Non-GAAP metrics unless otherwise noted. Millions of USD. FYE22 gross profit and adjusted EBITDA forecasts are at the mid-point of the respective revenue guidance ranges. The “P” indicates the value is a projection.
(1) FYE18 through FYE21 adjusted EBITDA values in black font are proforma for $15 million of public company costs. The adjusted EBITDA values in white font exclude any adjustment for the spin dis-synergies.
GAAP operating (loss) income for FYE18, FYE19 and FYE20 were ($5) million, $19 million and $27 million, respectively. FYE18 gross profit, operating (loss) income and adjusted EBITDA represent Verint's accounting allocation method

3-year targets: Revenue and Adjusted EBITDA growth

Open Analytics Software

Double Digit Revenue Growth and Improving

+ Improvement driven by faster adoption of open analytics software
+ Revenue growth: low-to-mid teens growth rate in FYE24

Expanding Margins from Continued Revenue Mix Improvem

+ Adjusted EBITDA Growth Acceleration
  + FYE23: Mid-teens growth
  + FYE24: 20% growth

Spin update

- **Timing:** Expect to complete spin shortly after year-end (1/31/21)
- **Corporate Status:** 20-F Filer
- **Exchange:** NASDAQ, ticker CGNT
- **Expected Balance Sheet:** Working capital + $100 million revolver
- **Shares Outstanding:** 69.5 million

Key investment highlights

Cognyte

- Leader in security analytics software
- Cutting edge security analytics and AI technology
- Strong relationships across a diverse customer base
- Large addressable market with favorable industry trends
- Multiple vectors to drive strong top-line profitable growth
- Seasoned management team with strong track record

Cognyte

Thank you

cognyte.com

Appendix

Summary Metrics

	($ in millions)	Year Ended 1/31/2019		Three Months Ended 4/30/2019		7/31/2019		10/31/2019		1/31/2020		Year Ended 1/31/2020		Three Months Ended 4/30/2020		7/31/2020	
		GAAP	Non-GAAP	GAAP	Non-GAAP	GAAP	Non-GAAP	GAAP	Non-GAAP	GAAP	Non-GAAP	GAAP	Non-GAAP	GAAP	Non-GAAP	GAAP	Non-GAAP
Revenue Metrics	Software and Software Service Revenue	$349.2	$349.5	$86.8	$86.9	$89.2	$89.2	$92.2	$92.2	$105.1	$110.5	$373.3	$378.8	$86.1	$87.2	$92.2	$93.5
	Professional Service and Other Revenue	$84.3	$84.3	$21.4	$21.4	$23.7	$23.7	$14.7	$14.7	$24.0	$24.2	$83.8	$84.0	$15.3	$15.3	$12.8	$12.8
	Total Revenue	$433.5	$433.8	$108.2	$108.3	$112.9	$112.9	$106.9	$106.9	$129.1	$134.7	$457.1	$462.8	$101.4	$102.5	$105.0	$106.3
Revenue Mix	Software and Software Service Revenue as a % of total revenue	80.6%	80.6%	80.2%	80.3%	79.0%	79.0%	86.2%	86.2%	81.4%	82.0%	81.7%	81.9%	84.9%	85.1%	87.8%	87.9%
	Professional Service and Other Revenue as a % of total revenue	19.4%	19.4%	19.8%	19.7%	21.0%	21.0%	13.8%	13.8%	18.6%	18.0%	18.3%	18.1%	15.1%	14.9%	12.2%	12.1%
Growth Metrics	Reported Revenue Growth YoY	9.7%	9.7%	5.3%	5.3%	7.0%	7.0%	0.4%	0.4%	8.8%	13.3%	5.5%	6.7%	-6.2%	-5.3%	-6.9%	-5.9%
	Gross Profit Growth YoY	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	14.2%	14.2%	0.6%	0.6%	1.1%	2.1%
	Adjusted EBITDA Growth YoY		N/A		N/A		N/A		N/A		N/A		24.8%		-10.0%		32.5%
Operating Expense Metrics	Research and Development, net	$100.0	$95.2	$26.7	$25.5	$28.0	$26.2	$28.4	$26.7	$28.3	$26.0	$111.3	$104.5	$31.2	$29.9	$29.1	$27.3
	% of Revenue	23.1%	21.9%	24.7%	23.6%	24.8%	23.2%	26.5%	25.0%	21.9%	19.3%	24.3%	22.6%	30.8%	29.2%	27.7%	25.7%
	Selling, General and Administrative	$137.3	$118.4	$39.7	$33.7	$36.0	$31.6	$33.4	$29.7	$44.8	$36.5	$153.9	$131.5	$40.3	$31.8	$32.7	$26.5
	% of Revenue	31.7%	27.3%	36.7%	31.1%	31.9%	28.0%	31.2%	27.8%	34.7%	27.1%	33.7%	28.4%	39.7%	31.1%	31.2%	24.9%
Profitability Metrics	Gross Profit	$256.7	$266.6	$68.2	$70.0	$72.6	$73.9	$69.3	$70.5	$83.0	$90.1	$293.1	$304.4	$68.6	$70.4	$73.3	$75.4
	Gross Margin %	59.2%	61.5%	63.0%	64.6%	64.3%	65.4%	64.9%	65.9%	64.3%	66.9%	64.1%	65.8%	67.6%	68.6%	69.8%	71.0%
	Operating Income	$18.7	$53.1	$1.6	$10.8	$8.5	$16.0	$7.5	$14.0	$9.8	$27.5	$27.3	$68.3	($3.2)	$8.6	$11.2	$21.6
	Operating Margin %	4.3%	12.3%	1.5%	9.9%	7.5%	14.2%	7.0%	13.1%	7.6%	20.4%	6.0%	14.8%	-3.2%	8.4%	10.7%	20.4%
	Adjusted EBITDA		$66.1		$14.2		$19.5		$17.8		$31.1		$82.5		$12.7		$25.8
	Adjusted EBITDA Margin %		15.2%		13.1%		17.2%		16.7%		23.1%		17.8%		12.4%		24.3%

Revenue Metrics

($ in millions)	Year Ended 1/31/2019	Three Months Ended 4/30/2019	7/31/2019	10/31/2019	1/31/2020	Year Ended 1/31/2020	Three Months Ended 4/30/2020	7/31/2020
Software and software service revenue - GAAP	349.2	86.8	89.2	92.2	105.1	373.3	86.1	92.2
Professional service and other revenue - GAAP	84.3	21.4	23.7	14.7	24.0	83.8	15.3	12.8
Total revenue - GAAP	433.5	108.2	112.9	106.9	129.1	457.1	101.4	105.0
Estimated software and software service revenue adjustments	0.3	0.1	0.0	-	5.4	5.5	1.1	1.2
Estimated professional service and other revenue adjustments	0.0	-	-	-	0.2	0.2	-	-
Total estimated revenue adjustments	0.3	0.1	0.0	-	5.6	5.7	1.1	1.2
Software and software service revenue - non-GAAP	349.5	86.9	89.2	92.2	110.5	378.8	87.2	93.5
Professional service and other revenue - non-GAAP	84.3	21.4	23.7	14.7	24.2	84.0	15.3	12.8
Total revenue - non-GAAP	433.8	108.3	112.9	106.9	134.7	462.8	102.5	106.3

Gross Profit

($ in millions)	Year Ended 1/31/2019	Three Months Ended 4/30/2019	7/31/2019	10/31/2019	1/31/2020	Year Ended 1/31/2020	Three Months Ended 4/30/2020	7/31/2020
Total GAAP revenue	$ 433.5	$ 108.2	$ 112.9	$ 106.9	$ 129.1	$ 457.1	$ 101.4	$ 105.0
Software, Software service, Professional service and other costs	161.8	36.4	37.3	34.8	43.2	151.7	30.7	30.1
Amortization of acquired technology	7.4	1.3	0.4	0.4	0.4	2.4	0.3	0.2
Stock-based compensation expenses (1)	2.2	0.4	0.8	0.7	1.1	2.9	0.4	0.6
Shared support expenses allocation (2)	5.3	2.0	1.8	1.7	1.5	7.0	1.4	0.7
Total GAAP cost of revenue	$ 176.8	$ 40.0	$ 40.3	$ 37.6	$ 46.1	$ 164.0	$ 32.9	$ 31.7
Total GAAP gross profit	$ 256.7	$ 68.2	$ 72.6	$ 69.3	$ 83.0	$ 293.1	$ 68.6	$ 73.3
Total GAAP gross margin	59.2%	63.0%	64.3%	64.9%	64.3%	64.1%	67.6%	69.8%
Revenue adjustments	0.3	0.1	0.0	-	5.6	5.7	1.1	1.2
Amortization of acquired technology	7.4	1.3	0.4	0.4	0.4	2.4	0.3	0.2
Stock-based compensation expenses (1)	2.2	0.4	0.8	0.7	1.1	2.9	0.4	0.6
Acquisition expenses, net (3)	(0.0)	-	-	0.0	0.0	0.0	-	-
Restructuring expenses (3)	-	-	0.1	0.1	0.0	0.2	(0.0)	-
Separation expenses (6)	-	-	-	-	-	-	-	-
Total non-GAAP gross profit	$ 266.6	$ 70.0	$ 73.9	$ 70.5	$ 90.1	$ 304.4	$ 70.4	$ 75.4
Total non-GAAP gross margin	61.5%	64.6%	65.4%	65.9%	66.9%	66%	68.6%	71.0%
Software and Software Service								
Gross profit - GAAP	$ 263.8	$ 67.7	$ 69.8	$ 72.9	$ 81.9	$ 292.3	$ 67.5	$ 72.9
Gross margin - GAAP	75.6%	78.0%	78.2%	79.0%	77.9%	78.3%	78.4%	79.0%
Gross profit adjustments	1.3	0.3	0.5	0.4	5.8	6.9	1.3	1.6
Gross profit - non-GAAP	$ 265.1	$ 68.0	$ 70.2	$ 73.2	$ 87.7	$ 299.2	$ 68.8	$ 74.5
Gross margin - non-GAAP	75.9%	78.2%	78.7%	79.4%	79.4%	79.0%	78.9%	79.7%
Professional Service and Other								
Gross profit - GAAP	$ 0.3	$ 1.7	$ 3.2	$ (3.2)	$ 1.5	$ 3.2	$ 1.3	$ 0.7
Gross margin - GAAP	0.3%	8.2%	13.4%	-21.4%	6.2%	3.9%	8.5%	5.4%
Gross profit adjustments	1.2	0.2	0.5	0.4	0.9	2.0	0.2	0.3
Gross profit - non-GAAP	$ 1.5	$ 2.0	$ 3.6	$ (2.7)	$ 2.4	$ 5.2	$ 1.5	$ 1.0
Gross margin - non-GAAP	1.8%	9.2%	15.4%	-18.6%	9.7%	6.2%	10.1%	7.6%

Operating Expenses

($ in millions)	Year Ended 1/31/2019	Three Months Ended 4/30/2019	7/31/2019	10/31/2019	1/31/2020	Year Ended 1/31/2020	Three Months Ended 4/30/2020	7/31/2020
Research and Development, net	$ 80.7	$ 21.8	$ 22.3	$ 22.8	$ 23.5	$ 90.4	$ 25.3	$ 23.4
Stock-based compensation expenses (4)	4.9	1.0	1.7	1.5	2.1	6.3	1.2	1.5
Shared support service allocation (5)	14.5	3.9	3.9	4.1	2.7	14.6	4.7	4.2
GAAP research and development, net	$ 100.0	$ 26.7	$ 28.0	$ 28.4	$ 28.3	$ 111.3	$ 31.2	$ 29.1
as a % of GAAP revenue	23.1%	24.7%	24.8%	26.5%	21.9%	24.3%	30.8%	27.7%
Stock-based compensation expenses (4)	(4.9)	(1.0)	(1.7)	(1.5)	(2.1)	(6.3)	(1.2)	(1.5)
Acquisition expenses, net (6)	(0.0)	(0.0)	(0.0)	(0.1)	(0.1)	(0.3)	(0.1)	(0.1)
Restructuring expenses (6)	0.0	(0.1)	-	(0.1)	(0.0)	(0.2)	0.0	(0.1)
Other Adjustments (6)	-	-	-	-	-	-	-	(0.1)
Non-GAAP research and development, net	$ 95.2	$ 25.5	$ 26.2	$ 26.7	$ 26.0	$ 104.5	$ 29.9	$ 27.3
as a % of non-GAAP revenue	21.9%	23.6%	23.2%	25.0%	19.3%	22.6%	29.2%	25.7%
Selling, General and Administrative expenses	$ 79.2	$ 24.2	$ 19.1	$ 18.1	$ 27.9	$ 89.2	$ 22.7	$ 17.1
Stock-based compensation expenses (4)	18.4	4.3	5.5	5.0	7.0	21.8	4.7	4.7
Shared support service allocation (5)	39.7	11.2	11.5	10.3	9.9	42.9	12.9	10.9
GAAP selling, general and administrative expenses	$ 137.3	$ 39.7	$ 36.0	$ 33.4	$ 44.8	$ 153.9	$ 40.3	$ 32.7
as a % of GAAP revenue	31.7%	36.7%	31.9%	31.2%	34.7%	33.7%	39.7%	31.2%
Stock-based compensation expenses (4)	(18.4)	(4.3)	(5.5)	(5.0)	(7.0)	(21.8)	(4.7)	(4.7)
Acquisition expenses, net (6)	(0.7)	(0.9)	3.3	2.0	0.4	4.8	0.1	0.7
Restructuring expenses (6)	(0.4)	(0.1)	(0.2)	(0.0)	(0.1)	(0.4)	(0.9)	(0.2)
Separation expenses (6)	(0.1)	0.0	(0.1)	(0.5)	(1.6)	(2.2)	(2.9)	(2.5)
Other adjustments (6)	0.7	(0.7)	(1.9)	(0.1)	0.0	(2.7)	0.0	0.4
Non-GAAP selling, general and administrative expenses	$ 118.4	$ 33.7	$ 31.6	$ 29.7	$ 36.5	$ 131.5	$ 31.8	$ 26.5
as a % of non-GAAP revenue	27.3%	31.1%	28.0%	27.8%	27.1%	28.4%	31.1%	24.9%

Operating and Adjusted EBITDA Margins

($ in millions)	Year Ended 1/31/2019	Three Months Ended 4/30/2019	Three Months Ended 7/31/2019	Three Months Ended 10/31/2019	Three Months Ended 1/31/2020	Year Ended 1/31/2020	Three Months Ended 4/30/2020	Three Months Ended 7/31/2020
GAAP operating income (loss)	$ 18.7	$ 1.6	$ 8.5	$ 7.5	$ 9.8	$ 27.3	$ (3.2)	$ 11.2
GAAP operating margin	4.3%	1.5%	7.5%	7.0%	7.6%	6.0%	-3.2%	10.7%
Revenue adjustments	0.3	0.1	0.0	-	5.6	5.7	1.1	1.2
Amortization of acquired technology	7.4	1.3	0.4	0.4	0.4	2.4	0.3	0.2
Amortization of other acquired intangible assets	0.7	0.1	0.1	0.1	0.2	0.6	0.3	0.3
Stock-based compensation expenses	25.5	5.7	8.0	7.2	10.2	31.0	6.3	6.8
Acquisitions expenses, net	0.6	1.0	(3.3)	(1.9)	(0.2)	(4.5)	0.0	(0.6)
Restructuring expenses	0.4	0.2	0.3	0.2	0.1	0.8	0.9	0.3
Separation expenses	0.1	(0.0)	0.1	0.5	1.6	2.2	2.9	2.5
Impairment charges	-	-	-	-	-	-	-	-
Other adjustments	(0.7)	0.7	1.9	0.1	(0.0)	2.7	(0.0)	(0.3)
Non-GAAP operating income	$ 53.1	$ 10.8	$ 16.0	$ 14.0	$ 27.5	$ 68.3	$ 8.6	$ 21.6
Depreciation and amortization (7)	12.9	3.4	3.5	3.8	3.6	14.2	4.2	4.1
Adjusted EBITDA	$ 66.1	$ 14.2	$ 19.5	$ 17.8	$ 31.1	$ 82.5	$ 12.7	$ 25.8
Non-GAAP operating margin	12.3%	9.9%	14.2%	13.1%	20.4%	14.8%	8.4%	20.4%
Adjusted EBITDA margin	15.2%	13.1%	17.2%	16.7%	23.1%	17.8%	12.4%	24.3%

Other Income, Taxes and Net Income

($ in millions)	Year Ended 1/31/2019	Three Months Ended 4/30/2019	7/31/2019	10/31/2019	1/31/2020	Year Ended 1/31/2020	Three Months Ended 4/30/2020	7/31/2020
Other Income (Expense) Reconciliation								
GAAP other income, net	$ 1.3	$ 0.9	$ 1.4	$ 1.1	$ (0.8)	$ 2.6	$ 0.1	$ 0.9
Change in fair value of equity investment	-	-	-	-	-	-	-	-
Other adjustments	0.1	-	-	-	-	-	-	-
Non-GAAP other income (expenses), net	$ 1.4	$ 0.9	$ 1.4	$ 1.1	$ (0.8)	$ 2.6	$ 0.1	$ 0.9
Tax Provision (Benefit) Reconciliation								
GAAP provision (benefit) for income taxes	$ 7.6	$ 2.8	$ (4.6)	$ 1.4	$ 3.0	$ 2.6	$ (1.0)	$ 4.4
GAAP effective income tax rate	38.2%	111.9%	-46.4%	15.9%	33.2%	8.6%	30.8%	36.0%
Non-GAAP tax adjustments	(0.0)	(1.2)	6.9	0.7	0.7	7.1	1.6	(2.6)
Non-GAAP provision for income taxes	$ 7.6	$ 1.6	$ 2.4	$ 2.1	$ 3.6	$ 9.6	$ 0.7	$ 1.8
Non-GAAP effective income tax rate	13.9%	13.6%	13.6%	13.6%	13.6%	13.6%	7.8%	7.8%
Net Income (Loss) Reconciliation								
GAAP net income (loss)	$ 12.3	$ (0.3)	$ 14.4	$ 7.3	$ 6.0	$ 27.4	$ (2.2)	$ 7.8
Total GAAP net income (loss) adjustments	34.4	10.4	0.6	5.9	17.1	33.9	10.2	13.0
Non-GAAP net income	$ 46.8	$ 10.1	$ 15.0	$ 13.1	$ 23.1	$ 61.3	$ 8.0	$ 20.8
Net income attributable to noncontrolling interest	$ 3.6	$ 2.1	$ 1.7	$ 1.8	$ 1.7	$ 7.2	$ 1.8	$ 1.8
Net Income (Loss) Attributable to Verint Systems Inc. Common Shares Reconciliation								
GAAP net income (loss) attributable to Cognyte Software Ltd. common shares	$ 8.7	$ (2.4)	$ 12.8	$ 5.5	$ 4.3	$ 20.2	$ (4.0)	$ 6.0
Total GAAP net income (loss) adjustments	34.4	10.4	0.6	5.9	17.1	33.9	10.2	13.0
Non-GAAP net income attributable to Cognyte Software Ltd common shares	$ 43.2	$ 8.0	$ 13.4	$ 11.4	$ 21.4	$ 54.1	$ 6.2	$ 19.0

FYE18 Non-GAAP Reconciliation As Reported By Verint for the Cyb Intelligence Solutions Segment

Revenue Metrics

($ in millions)		Year Ended 1/31/2018
Recurring revenue - GAAP	$	130.6
Nonrecurring revenue - GAAP		264.5
Total revenue - GAAP		395.1
Estimated recurring revenue adjustments		0.2
Estimated nonrecurring revenue adjustments		0.2
Total estimated revenue adjustments		0.4
Recurring revenue - non-GAAP		130.8
Nonrecurring revenue - non-GAAP		264.7
Total revenue - non-GAAP	$	395.5

Gross Profit

($ in millions)		Year Ended 1/31/2018
Total GAAP revenue	$	395.1
Segment product costs		92.3
Segment service expenses		62.3
Amortization of acquired technology		16.0
Stock-based compensation expenses (8)		1.6
Shared support expenses allocation (8)		4.0
Total GAAP cost of revenue	$	176.2
GAAP gross profit	$	218.9
GAAP gross margin		55.4%
Revenue adjustments		0.4
Amortization of acquired technology		16.0
Stock-based compensation expenses (8)		1.6
Acquisition expenses, net (8)		-
Restructuring expenses (8)		0.7
Separation expenses (8)		-
Impairment charges (8)		-
Estimated fully allocated non-GAAP gross profit	$	237.6
Estimated fully allocated non-GAAP gross margin		60.1%

Operating Expenses

($ in millions)		Year Ended 1/31/2018
Research and Development, net		
Segment expenses	$	74.5
Stock-based compensation expenses (8)		4.5
Shared support service allocation (8)		6.4
GAAP research and development, net	$	85.4
as a % of GAAP revenue		21.6%
Stock-based compensation expenses (8)		(4.5)
Acquisition expenses, net (8)		-
Restructuring expenses (8)		(0.4)
Separation expenses (8)		-
Other Adjustments (8)		-
Estimated fully allocated non-GAAP research and development, net	$	80.5
as a % of non-GAAP revenue		20.4%
Selling, General and Administrative expenses		
Segment expenses	$	74.1
Stock-based compensation expenses (8)		16.4
Shared support service allocation (8)		47.5
GAAP selling, general and administrative expenses	$	138.0
as a % of GAAP revenue		34.9%
Stock-based compensation expenses (8)		(16.4)
Acquisition expenses, net (8)		(0.5)
Restructuring expenses (8)		(3.6)
Separation expenses (8)		(0.4)
Impairment charges (8)		(1.1)
Other adjustments (8)		(0.3)
Estimated fully allocated non-GAAP selling, general and administrative expenses	$	115.7
as a % of non-GAAP revenue		29.2%

FYE18 Non-GAAP Reconciliation As Reported By Verint for the Cyb Intelligence Solutions Segment

Operating and EBITDA Margins

($ in millions)		Year Ended 1/31/2018
GAAP operating income	$	(5.4)
GAAP operating margin		-1.4%
Revenue adjustments		0.4
Amortization of acquired technology		16.0
Amortization of other acquired intangible assets		0.9
Stock-based compensation expenses		22.5
Acquisitions expenses, net		0.5
Restructuring expenses		4.5
Separation expenses		0.4
Impairment charges		1.1
Other adjustments		0.4
Estimated fully non-GAAP allocated operating income	$	41.3
Depreciation and amortization (8)		10.5
Estimated adjusted EBITDA	$	51.8
Estimated fully allocated non-GAAP operating margin		10.5%
Estimated fully allocated adjusted EBITDA margin		13.1%

Footnotes

Note: Amounts may not foot throughout the workbook due to rounding.

(1) Represents the Verint stock-based compensation expenses applicable to cost of revenue, allocated to Cognyte based on specific identification where possible, with the remainder being allocated on the basis of revenue as a relevant measure, which we believe provides a reasonable approximation for purposes of understanding the relative GAAP and non-GAAP gross margins of our business.

(2) Represents the portion of Verint shared support expenses (as disclosed in Footnote 3 in Form 20-F) applicable to cost of revenue, allocated to Cognyte on the basis of revenue as a relevant measure, which we believe provides a reasonable approximation for purposes of understanding the relative GAAP and non-GAAP gross margins of our businesses.

(3) Represents the portion of Verint acquisition expenses, net and restructuring expenses applicable to cost of revenue, allocated to Cognyte based on specific identification where possible, with the remainder being allocated on the basis of revenue as a relevant measure, which we believe provides a reasonable approximation for purposes of understanding the relative GAAP and non-GAAP gross margins of our business.

(4) Represents the Verint stock-based compensation expenses applicable to research and development, net and selling, general and administrative, allocated to Cognyte based on specific identification where possible, with the remainder being allocated on the basis of revenue as a relevant measure, which we believe provides a reasonable approximation for purposes of understanding the relative non-GAAP operating margins of our business.

(5) Represents Verint shared support expenses (as disclosed in Footnote 3 in Form 20-F), including general and administrative shared services acquisition expenses, net and restructuring expenses, separation expenses and other adjustments, allocated to Cognyte based on specific identification where possible, with the remainder being allocated on the basis of revenue as a relevant measure, which we believe provides a reasonable approximation for purposes of understanding the relative non-GAAP operating margin of our business.

(6) Represents the portion of our acquisition expenses, net, restructuring expenses, separation expenses and other adjustments, allocated to Cognyte based on specific identification where possible, with the remainder being allocated on the basis of revenue as a relevant measure, which we believe provides a reasonable approximation for purposes of understanding the relative GAAP and non-GAAP gross margin of our business.

(7) Represents certain depreciation and amortization expenses, which are otherwise included in our non-GAAP operating income, allocated to Cognyte based on specific identification where possible, with the remainder being allocated on the basis of revenue as a relevant measure, which we believe provides a reasonable approximation for purposes of understanding the relative adjusted EBITDA of our business.

(8) Financial results for the year ended January 31st 2018 are as originally reported by Verint for the Cyber Intelligence business. Stock based compensation expenses, shared support service allocation, acquisition expenses, net, restructuring expenses, separation expenses, impairment charges, other adjustments, and depreciations and amortization of Verint and Cognyte for this period were allocated based on Verint estimated allocations (stock based compensation expenses applicable to cost of revenue allocated proportionally based on Verint prior full year ended, annual segment operations and service expense wages, and all other items allocated proportionally based upon Verint prior full year ended, annual non-GAAP segment revenue) which differ from the allocation methodology mentioned above. Allocations for financial periods beyond January 31st, 2018 are consistent with our Form 20-F reporting for the applicable periods.

Supplemental Information about Non-GAAP Measures

The following tables include reconciliations of certain financial measures not prepared in accordance with Generally Accepted Accounting Principles ("GAAP"), consisting of non-GAAP revenue, non-GAAP software and software services revenue, non-GAAP professional services and other revenue, GAAP and non-GAAP gross profit and gross margins, GAAP and non-GAAP research and development, net, GAAP and non-GAAP selling, general and administrative expenses, GAAP and non-GAAP operating income and operating margins, 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 Cognyte Software LTD common shares, adjusted EBITDA and adjusted EBITDA margins, and constant currency measures. The tables above include a reconciliation of each non-GAAP financial measure for completed periods presented in this press release to the most directly comparable GAAP financial measure.

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, 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 software 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 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.

Our non-GAAP financial measures are calculated by making the following adjustments to our GAAP financial measures:

- ***Revenue adjustments.*** We exclude from our non-GAAP revenue the impact of fair value adjustments required under GAAP relating to software and software services revenue and professional services and other revenue acquired in a business acquisition, 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.
- ***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.

Supplemental Information about Non-GAAP Measures

- ***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
- ***Separation expenses.*** On December 4, 2019, Verint announced its intention to separate into two independent publicly traded companies: Cognyte Software Ltd., which will consist of Verint's Cyber Intelligence Solutions business, and Verint Systems Inc., which will consist of its Customer Engagement Business. We are incurring significant expenses to prepare for this separation, including third-party advisory, accounting, legal, consulting, and other similar services related to the separation as well as costs associated with the operational separation from Verint, including those related to human resources, brand management, real estate, and information technology to the extent not capitalized. These costs are incremental to our normal operating expenses and are being incurred solely as a result of the separation transaction. Accordingly, we are excluding these separation expenses from our non-GAAP financial measures in order to evaluate our performance on a comparable basis .
- ***Other adjustments***. We exclude from our non-GAAP financial measures rent expense for redundant facilities, gains on change in fair value of equity investment, gains or losses on sales of property, gains or losses on settlements of certain legal matters, and certain professional fees unrelated to our ongoing operations

- ***Non-GAAP income tax adjustments***. We exclude our GAAP provision (benefit) for income taxes from our non-GAAP measures of net income attributable to Cognyte Software Ltd., 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. 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 rates for the year ending January 31, 2021 is currently approximately 8%, and was 14% for the year ended January 31, 2020, and was 14% for the year ended January 31, 2019. 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, 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 companies 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.

FYE21 Outlook Disclosure

Our non-GAAP outlook for the year ending January 31, 2021 excludes the following GAAP measures which we are able to quantify with reasonable certainty:

• Amortization of intangible assets of approximately $2 million
• Costs to separate Verint into two independent public companies of approximately $17 million

Our non-GAAP outlook for the year ending January 31, 2021 excludes the following GAAP measures for which we are able to provide a range of probable significance:

• Revenue adjustments are expected to be between $3 million and $4 million
• Stock-based compensation is expected to be between $22 million and $26 million

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, without unreasonable efforts, to provide a reconciliation for 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 income tax adjustments due to the level of unpredictability and uncertainty associated with these items. For these same reasons, we are unable to assess the probable significance of these excluded items.

FYE22 Outlook Disclosure

Our non-GAAP outlook for the year ending January 31, 2022 excludes the following GAAP measures which we are able to quantify with reasonable certainty:

• Amortization of intangible assets of approximately $2 million

Our non-GAAP outlook for the year ending January 31, 2022 excludes the following GAAP measures for which we are able to provide a range of probable significance:

• Revenue adjustments are expected to be between $1 million and $2 million
• Stock-based compensation is expected to be between $31 million and $35 million

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, without unreasonable efforts, to provide a reconciliation for other GAAP measures which are excluded from our non-GAAP outlook, including the impact of future business acquisitions or acquisition expenses, future restructuring expenses, remaining costs to separate Verint into two independent public companies and non-GAAP income tax adjustments due to the level of unpredictability and uncertainty associated with these items. For these same reasons, we are unable to assess the probable significance of these excluded items.