

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A  
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to § 240.14a-12

**Verint Systems Inc.**

(Name of Registrant as Specified in its Charter)

Neuberger Berman Investment Advisers LLC  
Neuberger Berman Investment Advisers Holdings LLC  
Neuberger Berman Group LLC  
NBSH Acquisition LLC  
Neuberger Berman Breton Hill ULC  
NB Acquisitionco ULC  
Neuberger Berman Canada Holdings LLC  
Mr. Scott Hoina  
Mr. Benjamin Nahum  
Mr. Amit Solomon  
Ms. Beatriz V. Infante  
Dr. Mark N. Greene  
Mr. Oded Weiss

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- |     |  |
|-----|--|
| (1) | Title of each class of securities to which transaction applies:<br>N/A   |
| (2) | Aggregate number of securities to which transaction applies:<br>N/A  |
| (3) | Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):<br>N/A |
| (4) | Proposed maximum aggregate value of transaction:<br>N/A  |
| (5) | Total fee paid:<br>N/A   |
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- |     |  |
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| (1) | Amount Previously Paid:<br>N/A                       |
| (2) | Form, Schedule or Registration Statement No.:<br>N/A |
| (3) | Filing Party:<br>N/A                                 |
| (4) | Date Filed:<br>N/A                                   |

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With offices in 23 countries, Neuberger Berman's team is more than 2,100 professionals. For five consecutive years, the company has been named first or second in Pensions & Investments Best Places to Work in Money Management survey (among those with 1,000 employees or more). Tenured, stable and long-term in focus, the firm has built a diverse team of individuals united in their commitment to delivering compelling investment results for our clients over the long term. That commitment includes active consideration of environmental, social and governance factors.

The firm manages \$323 billion in client assets as of March 31, 2019. For more information, please visit our website at [www.nb.com](http://www.nb.com).

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1212 Avenue of the Americas, 24th Floor  
New York, NY 10036  
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[Email: info@okapipartners.com](mailto:info@okapipartners.com)

**To continue to the website dedicated to Neuberger Berman's campaign for change at Verint Systems, Inc., please read and confirm that you have reviewed the terms below.**

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The materials on this website contain forward-looking statements. All statements contained herein that are not clearly historical in nature or that necessarily depend on future events are forward-looking, and the words "anticipate," "believe," "expect," "potential," "opportunity," "estimate," "plan," and similar expressions are generally intended to identify forward-looking statements. The statements contained herein that are not historical facts are based on current expectations, speak only as of the date of these materials and involve risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such projected results and statements. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and are beyond the control of Neuberger Berman. Although Neuberger Berman believes that the assumptions underlying the forward-looking statements are reasonable as of the date of these materials, any of the assumptions could be inaccurate and therefore, there can be no assurance that the forward-looking statements included herein will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation as to future results or that the objectives and strategic initiatives expressed or implied by such forward-looking statements will be achieved. Except to the extent required by law, Neuberger Berman will not undertake and specifically declines any obligation to disclose the results of any revisions that may be made to any forward-looking statements herein to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

On May 13, 2019, Neuberger Berman Investment Advisers LLC, Neuberger Berman Investment Advisers Holdings LLC, Neuberger Berman Group LLC, NBSH Acquisition LLC, Neuberger Berman Breton Hill ULC, NB Acquisitionco ULC, Neuberger Berman Canada Holdings LLC Benjamin Nahum, Scott Hoina, and Amit Solomon, (collectively, the "Neuberger Berman Participants") and Ms. Beatriz V. Infante, Dr. Mark Greene, and Mr. Oded Weiss (collectively, with the Neuberger Berman Participants, the "Participants") filed a definitive proxy statement on Schedule 14A (the "Neuberger Berman Proxy Statement") with the Securities and Exchange Commission ("SEC"), along with an accompanying GOLD proxy card, to be used in connection with the Participants' solicitation of proxies from the stockholders of Verint Systems Inc. (the "Company") for use at the Company's 2019 Annual Meeting of Stockholders (the "Proxy Solicitation"). All stockholders of the Company are advised to read the Neuberger Berman Proxy Statement and the accompanying GOLD proxy card because they contain important information. The Neuberger Berman Proxy Statement and the accompanying GOLD proxy card will be furnished to some or all of the Company's stockholders and are, along with other relevant soliciting material of the Participants, available at no charge at the SEC's website at [www.sec.gov](http://www.sec.gov), from the Participants' proxy solicitor, Okapi Partners LLC (Call Toll-Free: (855) 305-0857) and at [www.BetterVerint.com](http://www.BetterVerint.com).

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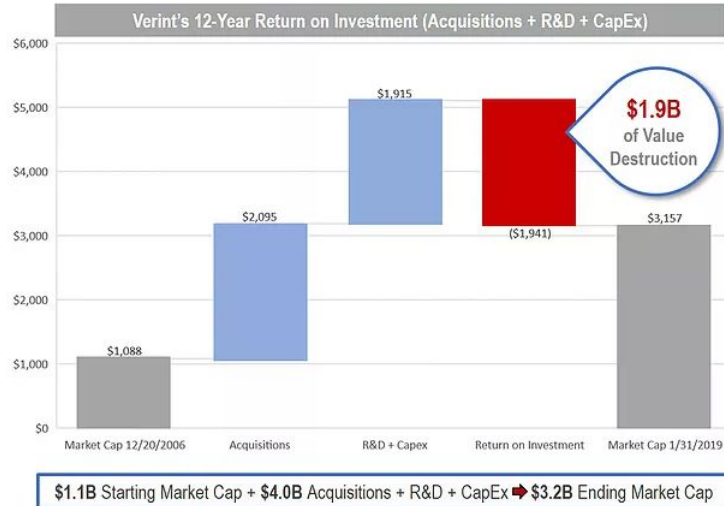
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## Neuberger Berman Lays Out Case for Change At Verint Systems

### [Download Neuberger Berman's Investor Presentation](#)

Neuberger Berman is seeking your support to elect three new directors with critical software industry experience to the Board of Verint, **Ms. Beatriz Infante**, **Dr. Mark Greene** and **Mr. Oded Weiss**.

If elected, these nominees are committed to working with the other Directors to establish new financial measurements and a capital allocation framework while holding management accountable for performance.



### WHY WE ARE ASKING FOR YOUR VOTE

**Neuberger Berman was founded in 1939** to do one thing: deliver compelling investment results for our clients over the long term. That remains our singular purpose today, driven by a culture rooted in deep fundamental research and facilitated by the free exchange of ideas with the companies that we invest in.

Our Intrinsic Value Strategy has been invested in Verint since 2006 and owns 1,743,123 shares as of May 13, 2019, or approximately 2.7%, of Verint's outstanding stock.

We firmly believe that Verint has the opportunity to create substantial value for its owners. However, for long-term investors like us, it has been particularly frustrating to watch Verint lag behind its peers, year after year, on many levels, including organic sales growth, operating margin and, most importantly, total shareholder return.

#### **We believe Verint needs to do three things to maximize value for its shareholders:**

- **Commit to transitioning to a modern cloud business model**, with identified medium- and long-range financial and performance targets that give shareholders visibility into its growth and revenue quality, and the ability to hold management accountable;
- **Clearly articulate the Company's capital allocation priorities and present a compelling case for its current business configuration**, so shareholders know how their capital will be used to create value and why the Board believes the current conglomerate structure is optimal; and
- **Upgrade the Board**, by adding professionals with substantial software, analytics, cloud and corporate governance expertise to give shareholders confidence that the Board is properly overseeing the Company's strategy and will hold management accountable for performance

We encourage you to read the materials on this website carefully, to reach out to us with any questions you might have, and to check in for updates.

[Read our May 13, 2019 letter to Verint Shareholders](#)

Thank you for your support!

**Neuberger Berman**



**Your Vote is Important!****Tell the Verint Board what you think by voting the **GOLD** proxy card**

**Vote by Phone** - Please call the telephone number specified on your **GOLD** proxy card from a touchtone phone and follow the simple instructions.

**Vote by Internet** - Follow the instructions on your **GOLD** proxy card to vote online.

**Vote by Mail** - Simply complete, sign, date and return the **GOLD** proxy card in the postage-paid envelope provided.

If you have not received your proxy card, you can call your broker and request that they give you the control number to the **GOLD** proxy card. You can then take that number and go to [www.proxyvote.com](http://www.proxyvote.com) and place your vote.

Investors with questions about how to vote can contact Neuberger Berman's proxy solicitor

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## Letter to Verint Shareholders

Neuberger Berman Investment Advisors LLC  
The Avenue of the Americas  
New York, NY 10013  
Tel: 212.261.6000

May 13, 2019

To Our Verint Shareholders:

We are writing to you on behalf of Neuberger Berman Investment Advisors LLC and certain of its affiliates ("Neuberger Berman") with respect to your investment in Verint Systems, Inc. ("Verint" or the "Company"), one of our significant long-term investments in Verint and we are adding you to electronic news, high-qualified software executives to the Company's e-governance board and the upcoming annual meeting of shareholders.

**About Neuberger Berman and why we are asking for your vote**

Neuberger Berman was founded in 1939 to do one thing: deliver compelling investment results for our clients over the long term. That means our singular purpose today, driven by a culture rooted in deep fundamental research and facilitated by the free exchange of ideas with the companies that we invest in.

Our intrinsic value strategy has been invested in Verint since 2008 and currently owns 1,743,112 shares, or approximately 1.7% of Verint's outstanding stock.

We firmly believe that Verint has the opportunity to create substantial value for its owners. However, for long-term investors like us, it has been particularly frustrating to watch Verint lag behind its peers, year after year, on many levels, including organic sales growth, operating margin and, most importantly, total shareholder return.

For the past 1, 3, 5 and 10 years, Verint has substantially underperformed its peers and the broader market. Indeed, over the 10-year period, we generated a return for its investors that is approximately 8 times Verint's return over the last 10 years. Smaller companies that lack Verint's impressive technology base and extensive customer relationships have also created more value for their shareholders, while growing faster.

**Total Shareholder Returns Through Fiscal Year End**  
January 31, 2019

	1 Year	3 Year	5 Year	10 Year
Verint	15.0%	21.5%	6.5%	89.8%
Verint IEXL	20.5%	48.0%	148.5%	245.2%
S&P 500	-2.1%	44.2%	68.2%	225.7%

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Despite Verint's claim that it has outperformed for shareholders, its own performance graph demonstrates that Verint's stock has underly significantly lagged relevant benchmarks. For example, \$100 invested on January 31, 2014 in Verint stock would have been worth \$106.45 on January 31, 2019. By contrast, \$100 invested in the NASDAQ Computer & Data Processing index over that same period would have been worth \$227.05.

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**COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\***  
Verint Systems, Inc. vs. Verint IEXL and the NASDAQ Computer & Data Processing Index

Source: Verint Systems, Inc. for Verint stock and January 31, 2014. \*100 invested on 1/31/14 in each vehicle including reinvestment of dividends.

Over the past 20 years, the intrinsic value strategy has made more than 400 investments in out-of-fair companies, one quarter of them in the technology sector. At Neuberger Berman, we believe that patience can reward the long-term investor of companies with excellent technology and great customers. But not always. When patience alone isn't working, we try to share with management our observations and our management's observations of strengths and best practices that have succeeded elsewhere.

For the last few years, Neuberger Berman has attempted to do this with Verint. Unfortunately, we found a reluctant board of directors and an unclear management team, while we are pleased that some of our recommendations – such as cloud revenue disclosure – have recently been adopted, these changes (which we believe are substantial) only occurred after persistent pressure from us (and other shareholders) and after we submitted to Verint our nomination notice for the election of three new directors to the Board at the 2018 annual meeting. We're gratified that the stock market has reacted positively to our suggestions and management's

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## Press Releases

Neuberger Berman Group LLC  
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FOR IMMEDIATE RELEASE

**NEUBERGER BERMAN FILES PROXY STATEMENT SEEKING TO REPLACE THREE VERINT DIRECTORS**

Plan Creation to Replace Verint Former Executives with Inside Director, Independent Director, Targeted Director and Governance Improvement

Open Shareholder to Vote on \$660M Tender Offer to Buy 10% of Verint's Outstanding Common Stock

New York, NY – May 13, 2019 – Neuberger Berman Investment Advisors LLC and certain of its affiliates ("Neuberger Berman") have today announced that it has announced that it is submitting a proxy statement to replace three Verint directors, including two former executives of Verint, with a new director, an independent director, and a targeted director. Neuberger Berman also announced that it is submitting a proxy statement to open a tender offer to buy 10% of Verint's outstanding common stock.

"We continue to be disappointed with the Company's progress to date and our engagement with them," said Michael V. Moran, Neuberger Berman's Managing Director, Strategic Business, US. "While we understand the need to improve the Board's effectiveness, we believe that the Board's current composition is not in the best interests of our clients. We are submitting this proxy statement to replace three Verint directors with a new director, an independent director, and a targeted director. We are also submitting a proxy statement to open a tender offer to buy 10% of Verint's outstanding common stock. We believe that these changes are necessary to improve the Board's effectiveness and to ensure that the Board is acting in the best interests of our clients."

Neuberger Berman details the steps to maintain value for Verint's shareholders:

- Commit to transitioning to a modern client business model, with identified services and long-range financial and performance targets that give shareholders visibility into its growth and revenue quality, and the ability to fund investment opportunities.
- Clearly articulate the Company's capital allocation priorities and present a compelling case for its return business model. Shareholders will have the right to vote on the proposal to replace the Board before the annual meeting.
- Upgrade the Board by adding professionals with technical software, hardware, cloud and enterprise performance expertise to give shareholders confidence that the Board is properly reviewing the Company's strategy and to hold management accountable for performance.

The full text of the Neuberger Berman letter to Verint follows:

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MAY 13, 2019

**Ms. Beatriz Infante**

Beatriz V. Infante is a software industry veteran and a four-time CEO with a track record of successfully leading multiple international technology businesses to extremely high levels of growth, profitability and shareholder return. As a Senior Vice President responsible for Oracle's Open Systems Group and later Oracle's Next-Generation Products Group, Ms. Infante reported directly to Larry Ellison, and has led both early stage and Fortune 100 organizations through \$2B in revenues across a variety of technology sectors, including SaaS/Cloud, cybersecurity, enterprise software, big data & analytics, digital transformation, communications, mobile, and hardware.

In 2013, Ms. Infante was named to the Financial Times Agenda "Top 50 Digital Directors' List." In addition to her technology expertise and senior management experience, Ms. Infante is a seasoned public company board member; her strong understanding of corporate governance best practices will make her an invaluable addition to Verint's Board.

**Dr. Mark Greene**

Dr. Mark Greene is a senior financial software and analytics executive with 35+ years of global executive experience leading and growing complex global businesses. Over the course of his career, Dr. Greene managed several large enterprise software businesses, including as CEO of OpenLink, a high-growth, private equity-backed global software and services business, CEO of Fair Isaac Corporation (FICO), a pioneer in credit risk scoring and analytics for the financial services industry, and as a General Manager at IBM, where he was ultimately responsible for IBM's security business.

Dr. Greene has served on numerous public and private company boards. His experience as a CEO simplifying complex corporate structures and managing effective capital allocation practices at multi-billion dollar publicly-traded software companies make him an invaluable addition to Verint's Board.

**Mr. Oded Weiss**

Oded Weiss has 25+ years of experience in building value and creating high-performing leadership teams in fast growing global businesses. Mr. Weiss is the former President of and currently a strategic advisor to Temenos, AG, a \$12 billion market cap developer of a cloud-native front office, core banking, payments, fund management and wealth management software products for banks worldwide. Mr. Weiss also served as CEO and a Managing Director and a member of the Board of Directors of IGEFI Group s.a r.l. (doing business as Multifonds), an award-winning investment software company providing fund accounting, portfolio accounting and investor servicing and transfer agency on a single platform. Previous to this, Mr. Weiss was a Partner at McKinsey & Co. and led their technology practice in New York.

Mr. Weiss is a seasoned international software CEO. His experience building cloud businesses, implementing metrics that drive business performance and incentivize customers and employees to adopt higher-margin, faster growing products make him an invaluable addition to Verint's Board.

**For additional nominee information please review Neuberger Berman's [proxy statement](#)**



## OUR NOMINEES

Three Highly Qualified, Independent Nominees

[Click On Each Director Candidate For Biographical Information](#)



**Beatriz V. Infante**



**Dr. Mark N. Greene**



**Mr. Oded Weiss**

## OUR PROXY STATEMENT



[Neuberger Berman Definitive Proxy Statement](#)

**FOR ADDITIONAL INFORMATION OR ASSISTANCE CONTACT NEUBERGER BERMAN'S PROXY SOLICITOR**

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New York, NY 10036

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## SHAREHOLDER PRESENTATION

