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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 September 7, 2005
(Date of Earliest Event Reported)

VERINT SYSTEMS INC.

(Exact name of registrant as specified in its charter)

Commission File No. 0-15502

Delaware

11-3200514

(State of Incorporation)

(I.R.S. Employer
Identification No.)

330 South Service Road, Melville, New York

11747

(Address of principal
executive offices)

Zip Code

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

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

On September 7, 2005, Verint Systems Inc. issued an earnings release
announcing its financial results for the quarter ended July 31, 2005. A copy of
the earnings release is attached hereto as Exhibit 99.1 and is incorporated by
reference herein.

The information in this Current Report on Form 8-K, including the
exhibits attached hereto, is furnished pursuant to Item 2.02 and shall not be
deemed to be "filed" for the purposes of Section 18 of the Securities Exchange
Act of 1934, or otherwise subject to the liabilities of that section.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

Table with 2 columns: Exhibit No., Description. Row 1: 99.1, Press Release of Verint Systems Inc., dated September 7, 2005.

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.

By: /s/Igal Nissim

Name: Igal Nissim

Title: Chief Financial Officer

Dated: September 7, 2005

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated September 7, 2005

[LOGO]

Press Release

Contact
 Alan Roden
 VP, Corporate Development and Investor Relations
 (631) 962-9304
 alan.roden@verint.com

Verint Systems Reports Record Fiscal 2005 Second Quarter Sales

Sales Grow to \$74.7 Million; Increase 24% y-o-y and 4% Sequentially
 GAAP Earnings Per Diluted Share of \$0.22
 Pro Forma Earnings Per Diluted Share of \$0.25

MELVILLE, N.Y., Septmeber 7, 2005 - Verint Systems Inc. (NASDAQ: VRNT), announced record sales of \$74,709,000 for the second quarter of fiscal 2005, ended July 31, 2005, a 24% increase compared with \$60,167,000 for the second quarter of fiscal 2004. Verint's sales increased approximately 4% sequentially, compared with \$72,039,000 for the first quarter of fiscal 2005.

Net income on a generally accepted accounting principles ("GAAP") basis was a record \$7,137,000 for the second quarter of fiscal 2005, (\$0.22 per diluted share), compared with net income of \$6,533,000 (\$0.20 per diluted share) for the first quarter of fiscal 2005, and net income of \$5,671,000 (\$0.17 per diluted share) for the second quarter of fiscal 2004.

Net income on a pro forma basis was a record \$8,359,000 for the second quarter of fiscal 2005, (\$0.25 per diluted share), compared with a pro forma net income of \$7,707,000 (\$0.23 per diluted share) for the first quarter of fiscal 2005, and pro forma net income of \$6,438,000 (\$0.20 per diluted share) for the second quarter of fiscal 2004. A reconciliation between results on a GAAP and pro forma basis is provided in a table immediately following the Pro Forma Consolidated Statement of Operations.

Dan Bodner, President and CEO of Verint, stated, "Our record second quarter sales were due to demand for our actionable intelligence solutions in the security and business intelligence markets. Pro forma income from operations of \$9.1 million, which was also a record, grew 46.5% year-over-year."

The Company ended the quarter with record cash, cash equivalents, bank time deposits and short-term investments of \$264,944,000, working capital of \$214,933,000, total assets of \$428,555,000, and stockholders' equity of \$302,244,000.

Conference Call Information

The Company will be conducting a conference call to review its fiscal 2005 second quarter results today at 4:30 PM EDT. An on-line, real-time Web cast of the conference call will be available on our website at www.verint.com. The conference call can also be accessed live via telephone at 706-634-7052. Please dial in 5-10 minutes prior to the scheduled start time. A replay of the conference call will be available on our website at www.verint.com until October 31, 2005.

Verint Systems Reports Record Fiscal 2005 Second Quarter Results
 September 7, 2005
 Page 2

Financial highlights at and for the six and three month periods ended July 31, 2005 and prior year comparisons are as follows:

 Consolidated Statements of Income (GAAP Basis)
 (In thousands, except per share data)
 (Unaudited)

	Six Months Ended July 31,		Three Months Ended July 31,	
	2004	2005	2004	2005
Sales	\$116,805	\$146,748	\$60,167	\$74,709
Cost of sales	52,863	65,500	27,106	33,231
Gross Profit	63,942	81,248	33,061	41,478

Operating Expenses				
Research and development, net	14,680	18,996	7,889	9,622
Selling, general and administrative	38,414	47,945	19,820	24,190
In-process research and development	3,154	-	-	-
Write-down of capitalized software	1,481	-	-	-
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Income from operations	6,213	14,307	5,352	7,666
Interest and other income, net	1,447	3,379	865	1,689
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Income before income tax provision	7,660	17,686	6,217	9,355
Income tax provision	475	4,016	546	2,218
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Net income	\$ 7,185	\$13,670	\$ 5,671	\$ 7,137
	=====	=====	=====	=====
Earnings per share:				
Basic	\$ 0.24	\$ 0.43	\$ 0.18	\$ 0.23
	=====	=====	=====	=====
Diluted	\$ 0.22	\$ 0.41	\$ 0.17	\$ 0.22
	=====	=====	=====	=====
Weighted average shares:				
Basic	30,567	31,558	30,732	31,611
Diluted	32,331	33,044	32,457	33,029
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Verint Systems provides pro forma net income and pro forma earnings per share data as additional information of its operating results. These measures are not in accordance with, or an alternative for, GAAP and may be different from pro forma measures used by other companies. The company believes that this presentation of pro forma data provides useful information to management and investors regarding certain additional financial and business trends relating to its financial condition and result of operations. In addition, the Company's management uses these measures for reviewing the financial results of the Company and for budget purposes:

Consolidated Statements of Income (Pro Forma Basis)
(In thousands, except per share data)
(Unaudited)

	Six Months Ended July 31,		Three Months Ended July 31,	
	2004	2005	2004	2005
Sales	\$ 116,805	\$ 146,748	\$60,167	\$74,709
Cost of sales	52,222	63,785	26,620	32,374
Gross Profit	64,583	82,963	33,547	42,335
Operating Expenses				
Research and development, net	14,680	18,996	7,889	9,622
Selling, general and administrative	37,806	46,897	19,474	23,656
Income from operations	12,097	17,070	6,184	9,057
Interest and other income, net	1,447	3,411	865	1,721
Income before income tax provision	13,544	20,481	7,049	10,778
Income tax provision	1,187	4,416	611	2,419
Net income	\$ 12,357	\$ 16,065	\$ 6,438	\$ 8,359
Earnings per share:				
Basic	\$ 0.40	\$ 0.51	\$ 0.21	\$ 0.26
Diluted	\$ 0.38	\$ 0.49	\$ 0.20	\$ 0.25
Weighted average shares:				
Basic	30,567	31,558	30,732	31,611
Diluted	32,331	33,044	32,457	33,029

Reconciliation of GAAP net income to pro forma net income

GAAP net income	7,185	13,670	5,671	7,137
Amortization of purchased intangibles assets:				
Included in gross profit	641	1,715	486	857
Included in operating expenses	400	558	241	285
Included in interest and other income	-	32	-	32
Amortization of stock based compensation	208	490	105	249
Acquisition-related charges:				
In-process research and development	3,154	-	-	-
Write-down of capitalized software	1,481	-	-	-
Income tax effect	(712)	(400)	(65)	(201)
Pro forma net income	12,357	16,065	6,438	8,359

About Verint Systems Inc.

Verint Systems Inc., headquartered in Melville, New York, is a leading provider of analytic software-based solutions for communications interception, digital video security and surveillance, and enterprise business intelligence. Verint software, which is used by over 1,000 organizations in over 50 countries worldwide, generates actionable intelligence through the collection, retention and analysis of voice, fax, video, email, Internet and data transmissions from multiple communications networks. Verint is a subsidiary of Comverse Technology Inc. (NASDAQ: CMVT). Visit us at our website www.verint.com.

Note: Certain statements concerning Verint's future revenues, earnings per share, results or prospects are "forward-looking statements" under the Private Securities Litigation Reform Act of 1995. There can be no assurances that forward-looking statements will be achieved, and actual results could differ materially from forecasts and estimates. Important risks, uncertainties and other important factors that could cause actual results to differ materially include, among others: risk associated with integrating the business and employees of MultiVision and Opus; risks associated with integrating the assets and business acquired from Ectel Ltd. and RP Sicherheissysteme GMBH; risks associated with Verint's ability to retain existing personnel and recruit and retain qualified personnel in all geographies in which Verint operates; introducing quality products on a timely basis that satisfy customer requirements and achieve market acceptance; decline in information technology spending; changes in the demand for Verint's products; challenges in increasing gross margins; lengthy and variable sales cycles create difficulty in forecasting the timing of revenue; aggressive competition in all of Verint's markets, which creates pricing pressure; risks associated with changes in the competitive or regulatory environment in which Verint operates; dependence on government contracts; expected increase in Verint's effective tax rate; risks that Verint's intellectual property rights may not be adequate to protect its business or that others may claim that Verint infringes upon their intellectual property rights; perception that Verint improperly handles sensitive or confidential information; inability to maintain relationships with value added resellers and systems integrators; difficulty of improving Verint's infrastructure in order to be able to continue to grow; risks associated with significant foreign operations, including fluctuations in foreign currency exchange rates; risks associated with Comverse Technology, Inc. controlling Verint's business and affairs; and other risks described in filings with the Securities and Exchange Commission. All documents are available through the SEC's Electronic Data Gathering Analysis and Retrieval system (EDGAR) at www.sec.gov or from Verint's website at www.verint.com. Verint makes no commitment to revise or update any forward-looking statements.

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