

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* <u>BODNER DAN</u> (Last) (First) (Middle) <u>175 BROADHOLLOW ROAD</u> (Street) <u>MELVILLE NY 11747</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VERINT SYSTEMS INC [VRNT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">Chairman & CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/06/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/06/2021		A		99,227 ⁽¹⁾	A	\$0	976,820 ⁽²⁾	D	
Common Stock	04/07/2021		S		62,071 ⁽³⁾	D	\$46.36 ⁽⁴⁾⁽⁵⁾	914,749	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					

Explanation of Responses:

- Represents the earned portion of a previously-granted PSU award for which the performance conditions for vesting were satisfied on April 6, 2021 based on the Company's level of achievement of specified performance goals for the period from February 1, 2019 through January 31, 2021 and the filing of the Company's Annual Report on Form 10-K for FYE 2021. Because this award was granted prior to the spin-off of Cognyte Software Ltd. by the Issuer on February 1, 2021, the number of shares underlying the award has been adjusted per the terms of the Employee Matters Agreement entered into in connection with the Company's separation transaction.
- The number of shares underlying unvested RSUs that were previously reported on Form 4 has been adjusted in connection with the closing of the spin-off of Cognyte Software Ltd. by the Issuer on February 1, 2021 and included in the total in Column 5.
- Amount sold to satisfy applicable tax withholding resulting from the vesting of previously disclosed restricted stock units vested on April 6, 2021, including those on line 1 of this Form 4.
- Represents the weighted average price for sales of the shares. The shares were sold at prices ranging from \$45.89 to \$47.23 per share.
- The reporting person will provide to the Securities and Exchange Commission staff, the issuer, or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.

Remarks:

/s/ Peter D. Fante, as
Attorney-in-Fact for Dan 04/08/2021
Bodner

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.