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): December 7, 2022

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 2.02 Results of Operations and Financial Condition.

On December 7, 2022, Verint Systems Inc. ("Verint", the "Company", "we", "us", and "our") issued a press release providing selected financial information for the three and nine months ended October 31, 2022, and its outlook. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated by reference into this Item 2.02 in its entirety.

Item 8.01 Other Events

On December 7, 2022, we announced that our board of directors had authorized a new stock repurchase program for the period from December 12, 2022 until January 31, 2025, whereby we may repurchase shares of common stock not to exceed, in the aggregate, $200.0 million during the repurchase period. We may utilize a number of different methods to effect the repurchases, including open market purchases, which may include, without limitation, round lot or block transactions, including through one or more accelerated stock repurchase plans or pursuant to the terms of one or more repurchase plans in accordance with Rule 10b5-1 or Rule 10b-18 under the Securities Exchange Act of 1934. The specific timing, price, and size of purchases will depend on prevailing stock prices, general market and economic conditions, and other considerations. The program may be extended, suspended, or discontinued at any time without prior notice and does not obligate us to acquire any particular amount of common stock.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits*.

Exhibit Number	Description
99.1	Press Release of Verint Systems Inc., dated December 7, 2022
104	Cover Page Interactive Data File (embedded within XBRL document)

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: December 7, 2022

By: /s/ Douglas E. Robinson

Name: Douglas E. Robinson

Title: Chief Financial Officer

Exhibit 99.1

VERINT

Press Release

Investor Relations Contact
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Verint Announces Third Quarter Results

Strong Momentum Continues Across Key SaaS Metrics

Also Announces New $200 Million Share Buyback Program

MELVILLE, N.Y., December 7, 2022 - **Verint®** (Nasdaq: VRNT), The Customer Engagement Company™, today announced results for the three and nine months ended October 31, 2022 (FYE 2023). Revenue for the three months ended October 31, 2022 was $225 million on a GAAP basis representing 0.2% year-over-year growth and $226 million on a non-GAAP basis, representing (0.6)% year-over-year change and 2.2% year-over-year growth on a constant currency basis. Revenue for the nine months ended October 31, 2022 was $666 million on a GAAP basis, representing 4.0% year-over-year growth, and $668 million on a non-GAAP basis, representing 3.7% year-over-year growth and 6.0% year-over-year growth on a constant currency basis. For the three months ended October 31, 2022, net loss per share was $(0.02) on a GAAP basis and diluted EPS was $0.69 on a non-GAAP basis. For the nine months ended October 31, 2022, net loss per share was $(0.21) on a GAAP basis and diluted EPS was $1.77 on a non-GAAP basis.

Third Quarter Highlights

	GAAP		Non-GAAP		
	Reported	CC	Reported	CC	CC Growth
Revenue	$225 million	$232 million	$226 million	$232 million	2%
SaaS Revenue	$116 million	$119 million	$116 million	$119 million	41%

Note: CC represents constant currency.

- **New SaaS ACV Growth:** Up 51% year-over-year on a constant currency basis
- **Favorable Mix Shift:** 88% of Software Revenue is Recurring (up from 80% last year)
- **Cloud Revenue:** Up 35% year-over-year on a constant currency basis
- **New Customer Additions:** Added 100+ new logos

“I am pleased to report another quarter with continued strong SaaS momentum across key metrics driven by brands looking to close the engagement capacity gap. We had many significant wins from existing and new customers and delivered strong SaaS Revenue growth and New SaaS ACV bookings growth with our bookings mix continuing to shift to SaaS. Revenue came in line with guidance with both gross margins and diluted EPS coming in strong ahead of our prior guidance”, said Dan Bodner, Verint CEO.

Year-to-Date Highlights

	GAAP		Non-GAAP		
	Reported	CC	Reported	CC	CC Growth
Revenue	$666 million	$681 million	$668 million	$683 million	6%
SaaS Revenue	$313 million	$319 million	$315 million	$321 million	42%

Note: CC represents constant currency.

- **New SaaS ACV Growth:** Up 25% year-over-year on a constant currency basis
- **Favorable Mix Shift:** 85% of Software Revenue is Recurring (up from 82% last year)
- **Cloud Revenue:** Up 34% year-over-year on a constant currency basis
- **New Customer Additions:** Added 100+ new logos each quarter

Doug Robinson, Verint CFO, added, “Throughout this year we delivered strong SaaS metrics and are pleased with our cloud transition. We are also pleased with our ability to manage through the FX environment with a natural hedge on the bottom line. In Q3, we saw a change in behavior from our perpetual license customers and expect perpetual revenue to come in lower than our original outlook. Our current outlook reflects continued strong SaaS growth, including an acceleration in New SaaS ACV bookings in the second half of the year, as well as a continued perpetual revenue decline.”

Share Buyback Program

Verint today also announced that our Board of Directors has authorized a new share repurchase program whereby we may repurchase up to $200 million of common stock over the period from December 12, 2022 until January 31, 2025. We may utilize a number of different methods to effect the repurchases, including but not limited to, open market purchases and accelerated share repurchases, and some or all of the repurchases may be made through Rule 10b5-1 plans. The specific timing, price, and size of purchases will depend on prevailing stock prices, general market and economic conditions, and other considerations. The program may be extended, suspended, or discontinued at any time without prior notice and does not obligate us to acquire any particular amount of common stock.

Mr. Bodner continued, “Long term, we operate in a favorable market that supports sustainable SaaS growth. Our new $200 million share buyback program reflects the confidence we have in our long term opportunity.”

FYE 2023 Outlook

We are adjusting our non-GAAP annual outlook for the year ending January 31, 2023 reflecting current trends as follows:

- **Revenue**: $900 million +/- 2%, reflecting 5% year-over-year growth on a constant currency basis
- **SaaS Revenue Growth:** More than 35% year-over-year growth with cloud revenue growing more than 30% year-over-year both on a constant currency basis
- **Diluted EPS:** $2.50 at the midpoint of our revenue guidance, reflecting 10% year-over-year growth

FYE 2024 Outlook

We are providing our non-GAAP annual outlook for the year ending January 31, 2024 reflecting the current macroeconomic environment as follows:

- **Revenue**: $945 million +/- 2%, reflecting 6% year-over-year growth on a constant currency basis
- **SaaS Revenue Growth:** Approximately 30% year-over-year growth on a constant currency basis
- **Diluted EPS:** $2.70 at the midpoint of our revenue guidance, reflecting 8% year-over-year growth

Our non-GAAP outlook for the year ending January 31, 2023 excludes the following GAAP measure which we are able to quantify with reasonable certainty:

- Amortization of intangible assets of approximately $39 million.

Our non-GAAP outlook for the year ending January 31, 2023 excludes the following GAAP measures for which we are able to provide a range of probable significance:

- Revenue adjustments are expected to be between approximately $2 million and $3 million.
- Stock-based compensation expenses are expected to be between approximately $79 million and $82 million, assuming market prices for our common stock approximately consistent with current levels.
- Costs associated with modifying our workplace in response to our decision to move to a hybrid work environment, including assumed lease terminations and abandonments, IT facilities and infrastructure costs, and other charges are expected to be between approximately $26 million and $29 million.

Our non-GAAP outlook for the year ending January 31, 2024 excludes the following GAAP measure which we are able to quantify with reasonable certainty:

- Amortization of intangible assets of approximately $30 million.

Our non-GAAP outlook for the year ending January 31, 2024 excludes the following GAAP measures for which we are able to provide a range of probable significance:

- Revenue adjustments are expected to be between approximately $0 million and $1 million.
- Stock-based compensation expenses are expected to be between approximately $69 million and $75 million, assuming market prices for our common stock approximately consistent with current levels.
- Costs associated with modifying our workplace in response to our decision to move to a hybrid work environment, including assumed lease terminations and abandonments, IT facilities and infrastructure costs, and other charges are expected to be between approximately $20 million and $26 million.

Our non-GAAP guidance 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. While historical results may not be indicative of future results, actual amounts for the three and nine months ended October 31, 2022 and 2021 for the GAAP measures excluded from our non-GAAP outlook appear in Tables 2, 3 and 4 of this press release.

Conference Call Information

We will conduct a conference call today at 4:30 p.m. ET to discuss our results for the three and nine months ended October 31, 2022 and outlook. An online, real-time webcast of the conference call and webcast slides will be available on our website at www.verint.com. Participants may register for the call here to receive the dial-in numbers and unique PIN to access the call. Please join the call 5-10 minutes prior to the scheduled start time.

About Non-GAAP Financial Measures

This press release and the accompanying tables include non-GAAP financial measures. For a description of these non-GAAP financial measures, including the reasons management uses each measure, and reconciliations of non-GAAP financial measures presented for completed periods to the most directly comparable financial measures prepared in accordance with GAAP, please see the tables below as well as "Supplemental Information About Non-GAAP Financial Measures and Operating Metrics" at the end of this press release.

About Verint Systems Inc.

Verint® (Nasdaq: VRNT) helps the world's most iconic brands build enduring customer relationships by connecting work, data, and experiences across the enterprise. More than 10,000 organizations in 180 countries – including over 85 of the Fortune 100 companies – are using the Verint Customer Engagement Platform to draw on the latest advancements in AI, analytics, and an open cloud architecture to elevate customer experience.

Verint. The Customer Engagement Company®. Learn more at Verint.com.

Cautions About Forward-Looking Statements

This press release 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 known and unknown risks, uncertainties, assumptions, and other important factors, any of which could cause our 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 our actual results or conditions to differ materially from current expectations include, among others: uncertainties regarding the impact of changes in macroeconomic and/or global conditions, including as a result of slowdowns, recessions, inflation, economic instability, political unrest, armed conflicts (such as the Russian invasion of Ukraine), natural disasters, climate change or other environmental issues, or outbreaks of disease, such as the COVID-19 pandemic, as well as the resulting impact on spending by customers or partners, on our business; risks that our customers or partners delay, cancel, or refrain from placing orders, refrain from renewing subscriptions or service contracts, or are unable to honor contractual commitments or payment obligations due to liquidity issues or other challenges in their budgets and business; risks that restrictions resulting from the COVID-19 pandemic or actions taken in response to the pandemic adversely impact our operations or our ability to fulfill orders, complete implementations, or recognize revenue; risks associated with our ability to keep pace with technological advances and challenges and evolving industry standards; to adapt to changing market potential from area to area within our markets; and to successfully develop, launch, and drive demand for new, innovative, high-quality products that meet or exceed customer challenges and needs, while simultaneously preserving our legacy businesses and migrating away from areas of commoditization; risks due to aggressive competition in all of our markets and our ability to keep pace with competitors, some of whom may be able to grow faster than us or have greater resources than us, including in areas such as sales and marketing, branding, technological innovation and development, and recruiting and retention; risks associated with our ability to properly execute on our cloud transition, including increased importance of subscription renewal rates, and risk of increased variability in our period-to-period results based on the mix, terms, and timing of our transactions; risks relating to our ability to properly execute on growth or strategic initiatives, manage investments in our business and operations, and enhance our existing operations and infrastructure, including the proper prioritization and allocation of limited financial and other resources; risks associated with our ability to or costs to retain, recruit , and train qualified personnel in regions in which we operate either physically or remotely, including in new markets and growth areas we may enter, due to competition for talent, increasing labor costs, applicable regulatory requirements such as vaccination mandates, or otherwise; challenges associated with selling sophisticated solutions and cloud-based solutions, including with respect to longer sales cycles, more complex sales processes, more complex contractual and information security requirements, and assisting customers in understanding and realizing the benefits of our solutions, as well as with developing, offering, implementing, and maintaining a broad solution portfolio; risks that we may be unable to maintain, expand, and enable our relationships with partners as part of our growth strategy; risks associated with our reliance on cloud hosting providers and other third-party suppliers, partners, or original equipment manufacturers (“OEMs”) for certain services, products, or components, including companies that may compete with us or work with our competitors; risks associated with our significant international operations, exposure to regions subject to political or economic instability, fluctuations in foreign exchange rates, and challenges associated with a significant portion of our cash being held overseas; risks associated with a significant part of our business coming from government contracts and associated procurement processes and regulatory requirements; risks associated with our ability to identify suitable targets for acquisition or investment or successfully compete for, consummate, and implement mergers and acquisitions, including risks associated with valuations, legacy liabilities, reputational considerations, capital constraints, costs and expenses, maintaining profitability levels, expansion into new areas, management distraction, post-acquisition integration activities, and potential asset impairments; risks associated with complex and changing domestic and foreign regulatory environments, including, among others, with respect to data privacy, information security, government contracts, anti-corruption, trade compliance, climate change or other environmental, social and governance matters, tax, and labor matters, relating to our own operations, the products and services we offer, and/or the use of our solutions by our customers; risks associated with the mishandling or perceived mishandling of sensitive or confidential information and data, including personally identifiable information or other information that may belong to our customers or other third parties, including in connection with our software as a service ("SaaS") or other hosted or managed services offerings or when we are asked to perform service or support; risks that our solutions or services, or those of third-party suppliers, partners, or OEMs which we use in or with our offerings or otherwise rely on, including third-party hosting platforms, may contain defects, develop operational problems, or be vulnerable to cyber-attacks; risk of security vulnerabilities or lapses, including cyber-attacks, information technology system breaches, failures, or disruptions; risks that our intellectual property rights may not be adequate to protect our business or assets or that others may make claims on our intellectual property, claim infringement on their intellectual property rights, or claim a violation of their license rights, including relative to free or open source components we may use; risks associated with significant leverage resulting from our current debt position or our ability to incur additional debt, including with respect to liquidity considerations, covenant limitations and compliance, fluctuations in interest rates, dilution considerations (with respect to our convertible notes), and our ability to maintain our credit ratings; risks that we may experience liquidity or working capital issues and related risks that financing sources may be unavailable to us on reasonable terms or at all; risks arising as a result of contingent or other obligations or liabilities assumed in our acquisition of our former parent company, Comverse Technology, Inc. (“CTI”), or associated with formerly being consolidated with, and part of a consolidated tax group with, CTI, or as a result of the successor to CTI's business operations, Mavenir Inc., being unwilling or unable to provide us with certain indemnities to which we are entitled; risks associated with changing accounting principles or standards, tax laws and regulations, tax rates, and the continuing availability of expected tax benefits; risks relating to the adequacy of our existing infrastructure, systems, processes, policies, procedures, internal controls, and personnel, and our ability to successfully implement and maintain enhancements to the foregoing, for our current and future operations and reporting needs, including related risks of financial statement omissions, misstatements, restatements, or filing delays; risks associated with market volatility in the prices of our common stock and convertible notes based on our performance, third-party publications or speculation, or other factors and risks associated with actions of activist stockholders; risks associated with Apax Partners' significant ownership position and potential that its interests will not be aligned with those of our common stockholders; and risks associated with the 2021 spin-off of our former Cyber Intelligence Solutions business, including the possibility that the spin-off transaction does not achieve the benefits anticipated, does not qualify as a tax-free transaction, or exposes us to unexpected claims or liabilities. We assume 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 our Annual Report on Form 10-K for the fiscal year ended January 31, 2022, our Quarterly Report on Form 10-Q for the quarter ended April 30, 2022, our Quarterly Report on Form 10-Q for the quarter ended July 31, 2022, our Quarterly Report on Form 10-Q for the quarter ended October 31, 2022, when filed, and other filings we make with the SEC.

Table 1
VERINT SYSTEMS INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Operations
(Unaudited)

	Three Months Ended October 31,		Nine Months Ended October 31,	
(in thousands, except per share data)	**2022**	**2021**	**2022**	**2021**
Revenue:				
Recurring	$ 174,222	$ 158,811	$ 500,029	$ 459,442
Nonrecurring	50,971	66,009	165,969	180,899
Total revenue	**225,193**	**224,820**	**665,998**	**640,341**
Cost of revenue:				
Recurring	38,834	36,811	120,714	112,523
Nonrecurring	28,013	30,524	90,781	90,909
Amortization of acquired technology	3,550	4,749	10,742	13,559
Total cost of revenue	**70,397**	**72,084**	**222,237**	**216,991**
Gross profit	**154,796**	**152,736**	**443,761**	**423,350**
Operating expenses:				
Research and development, net	32,941	31,029	97,844	91,969
Selling, general and administrative	93,757	89,778	302,344	268,800
Amortization of other acquired intangible assets	6,420	7,261	19,887	21,934
Total operating expenses	**133,118**	**128,068**	**420,075**	**382,703**
Operating income	**21,678**	**24,668**	**23,686**	**40,647**
Other income (expense), net:				
Interest income	1,045	101	1,742	147
Interest expense	(2,147)	(1,502)	(5,511)	(8,720)
Losses on early retirements of debt	—	—	—	(2,474)
Other income (expense), net	1,045	(417)	3,186	3,789
Total other expense, net	**(57)**	**(1,818)**	**(583)**	**(7,258)**
Income before provision for income taxes	**21,621**	**22,850**	**23,103**	**33,389**
Provision for income taxes	17,395	9,349	20,539	13,478
Net income	**4,226**	**13,501**	**2,564**	**19,911**
Net income attributable to noncontrolling interests	150	264	614	875
Net income attributable to Verint Systems Inc.	**4,076**	**13,237**	**1,950**	**19,036**
Dividends on preferred stock	(5,200)	(5,200)	(15,600)	(13,722)
Net (loss) income attributable to Verint Systems Inc. common shares	**$ (1,124)**	**$ 8,037**	**$ (13,650)**	**$ 5,314**
Net (loss) income per common share attributable to Verint Systems Inc.:				
Basic	**$ (0.02)**	**$ 0.12**	**$ (0.21)**	**$ 0.08**
Diluted	**$ (0.02)**	**$ 0.12**	**$ (0.21)**	**$ 0.08**
Weighted-average common shares outstanding:				
Basic	**65,583**	**65,570**	**65,161**	**65,474**
Diluted	**65,583**	**66,328**	**65,161**	**67,268**

Table 2
VERINT SYSTEMS INC. AND SUBSIDIARIES
GAAP to Non-GAAP Cloud Metrics
(Unaudited)

Cloud Revenue

(in thousands)	Three Months Ended October 31, 2022	Three Months Ended October 31, 2021	Nine Months Ended October 31, 2022	Nine Months Ended October 31, 2021
SaaS revenue - GAAP(1)(7)	**$ 115,787**	**$ 82,103**	**$ 313,071**	**$ 222,079**
Bundled SaaS revenue - GAAP	57,041	48,390	161,005	130,639
Unbundled SaaS revenue - GAAP	58,746	33,713	152,066	91,440
Optional managed services revenue - GAAP	**15,436**	**16,358**	**47,127**	**49,688**
Cloud revenue - GAAP(3)(7)	**$ 131,223**	**$ 98,461**	**$ 360,198**	**$ 271,767**
Estimated SaaS revenue adjustments	**$ 374**	**$ 1,985**	**$ 2,323**	**$ 3,701**
Estimated bundled SaaS revenue adjustments	374	1,984	2,323	3,638
Estimated unbundled SaaS revenue adjustments	—	1	—	63
Estimated optional managed services revenue adjustments	**49**	**112**	**161**	**431**
Estimated cloud revenue adjustments	**$ 423**	**$ 2,097**	**$ 2,484**	**$ 4,132**
SaaS revenue - non-GAAP(2)(7)	**$ 116,161**	**$ 84,088**	**$ 315,394**	**$ 225,780**
Bundled SaaS revenue - non-GAAP	57,415	50,374	163,328	134,277
Unbundled SaaS revenue - non-GAAP	58,746	33,714	152,066	91,503
Optional managed services revenue - non-GAAP	**15,485**	**16,470**	**47,288**	**50,119**
Cloud revenue - non-GAAP(4)(7)	**$ 131,646**	**$ 100,558**	**$ 362,682**	**$ 275,899**

New SaaS ACV

(in thousands)	Three Months Ended October 31, 2022	Three Months Ended October 31, 2021	Nine Months Ended October 31, 2022	Nine Months Ended October 31, 2021
New SaaS ACV(5)(7)	**$ 26,833**	**$ 18,312**	**$ 78,178**	**$ 63,684**
New SaaS ACV Growth YoY	46.5 %	16.9 %	22.8 %	43.9 %

New Perpetual License Equivalent Bookings

(in thousands)	Three Months Ended October 31, 2022	Three Months Ended October 31, 2021	Nine Months Ended October 31, 2022	Nine Months Ended October 31, 2021
New perpetual license equivalent bookings(6)(7)	**$ 71,115**	**$ 75,438**	**$ 229,291**	**$ 209,479**
New perpetual license equivalent bookings change YoY	(5.7)%	14.2 %	9.5 %	19.0 %
New perpetual license equivalent bookings - SaaS component	**$ 46,865**	**$ 32,966**	**$ 144,224**	**$ 102,610**
New perpetual license equivalent bookings - SaaS growth YoY	42.2 %	11.4 %	40.6 %	35.7 %
% of new perpetual license equivalent bookings from SaaS	65.9 %	43.7 %	62.9 %	49.0 %
New perpetual license equivalent bookings - Perpetual component	**$ 24,250**	**$ 42,472**	**$ 85,067**	**$ 106,869**
New perpetual license equivalent bookings - Perpetual change YoY	(42.9)%	16.4 %	(20.4)%	6.5 %
% of new perpetual license equivalent bookings from Perpetual	34.1 %	56.3 %	37.1 %	51.0 %

(1) GAAP SaaS revenue for the three and nine months ended October 31, 2022 was $118.5 million, representing 44% year-over-year growth and $318.6 million, representing 43% year-over-year growth, respectively, on a constant currency basis.

(2) Non-GAAP SaaS revenue for the three and nine months ended October 31, 2022 was $118.9 million, representing 41% year-over-year growth and $321.0 million, representing 42% year-over-year growth, respectively, on a constant currency basis.

(3) GAAP cloud revenue for the three and nine months ended October 31, 2022 was $134.9 million, representing 37% year-over-year growth and $367.6 million, representing 35% year-over-year growth, respectively, on a constant currency basis.

(4) Non-GAAP cloud revenue for the three and nine months ended October 31, 2022 was $135.3 million, representing 35% year-over-year growth and $370.2 million, representing 34% year-over-year growth, respectively, on a constant currency basis.

(5) New SaaS ACV for the three and nine months ended October 31, 2022 was $27.6 million, representing 50.7% year-over-year growth and $79.7 million, representing 25.2% year-over-year growth, respectively, on a constant currency basis.

(6) New perpetual license equivalent bookings for the three and nine months ended October 31, 2022 were $72.5 million, representing a (3.9)% year-over-year change and $232.4 million, representing 11.0% year-over-year growth, respectively, on a constant currency basis.

(7) The foregoing measures at constant currency are calculated by translating the non-U.S. dollar portion of the current-period measure into U.S. dollars using average foreign currency exchange rates for the three and nine months ended October 31, 2021, as applicable, rather than actual current-period foreign currency exchange rates.

For further information see "Supplemental Information About Constant Currency" at the end of this press release.

Table 3
VERINT SYSTEMS INC. AND SUBSIDIARIES
Reconciliation of GAAP to Non-GAAP Measures
(Unaudited)

Revenue

	Three Months Ended October 31,		Nine Months Ended October 31,	
(in thousands)	2022	2021	2022	2021
Recurring revenue - GAAP	$ 174,222	$ 158,811	$ 500,029	$ 459,442
Nonrecurring revenue - GAAP	50,971	66,009	165,969	180,899
Total GAAP revenue	**225,193**	**224,820**	**665,998**	**640,341**
Recurring revenue adjustments	423	2,108	2,498	4,160
Nonrecurring revenue adjustments	—	—	—	—
Total revenue adjustments	423	2,108	2,498	4,160
Recurring revenue - non-GAAP	174,645	160,919	502,527	463,602
Nonrecurring revenue - non-GAAP	50,971	66,009	165,969	180,899
Total non-GAAP revenue	**$ 225,616**	**$ 226,928**	**$ 668,496**	**$ 644,501**

Gross Profit and Gross Margin

	Three Months Ended October 31,		Nine Months Ended October 31,	
(in thousands)	2022	2021	2022	2021
Recurring costs	$ 38,834	$ 36,811	$ 120,714	$ 112,523
Nonrecurring costs	28,013	30,524	90,781	90,909
Amortization of acquired technology	3,550	4,749	10,742	13,559
Total GAAP cost of revenue	**70,397**	**72,084**	**222,237**	**216,991**
GAAP gross profit	**154,796**	**152,736**	**443,761**	**423,350**
GAAP gross margin	**68.7 %**	**67.9 %**	**66.6 %**	**66.1 %**
Revenue adjustments	423	2,108	2,498	4,160
Amortization of acquired technology	3,550	4,749	10,742	13,559
Stock-based compensation expenses	1,329	1,230	4,245	3,918
Acquisition expenses, net	—	121	176	171
Restructuring expenses	593	245	969	792
Separation expenses	—	—	—	78
Non-GAAP gross profit	**$ 160,691**	**$ 161,189**	**$ 462,391**	**$ 446,028**
Non-GAAP gross margin	**71.2 %**	**71.0 %**	**69.2 %**	**69.2 %**

Research and Development, net

	Three Months Ended October 31,		Nine Months Ended October 31,	
(in thousands)	2022	2021	2022	2021
GAAP research and development, net	**$ 32,941**	**$ 31,029**	**$ 97,844**	**$ 91,969**
As a percentage of GAAP revenue	**14.6 %**	**13.8 %**	**14.7 %**	**14.4 %**
Stock-based compensation expenses	(3,533)	(1,949)	(10,371)	(5,749)
Acquisition expenses, net	—	(192)	(198)	(272)
Restructuring expenses	(509)	(97)	(646)	(410)
Separation expenses	—	—	—	(467)
Other adjustments	(17)	—	(67)	—
Non-GAAP research and development, net	**$ 28,882**	**$ 28,791**	**$ 86,562**	**$ 85,071**
As a percentage of non-GAAP revenue	**12.8 %**	**12.7 %**	**12.9 %**	**13.2 %**

Selling, General and Administrative Expenses

(in thousands)	Three Months Ended October 31, 2022	Three Months Ended October 31, 2021	Nine Months Ended October 31, 2022	Nine Months Ended October 31, 2021
GAAP selling, general and administrative expenses	**$ 93,757**	**$ 89,778**	**$ 302,344**	**$ 268,800**
As a percentage of GAAP revenue	**41.6 %**	**39.9 %**	**45.4 %**	**42.0 %**
Stock-based compensation expenses	(15,037)	(13,416)	(49,346)	(41,422)
Acquisition expenses, net	(1,172)	(2,494)	(2,661)	(7,481)
Restructuring expenses	(1,324)	(140)	(7,807)	(1,179)
Separation expenses	(291)	(1,915)	(1,142)	(10,651)
Accelerated lease costs	(725)	(539)	(7,831)	(2,023)
IT facilities and infrastructure realignment	(1,095)	(30)	(3,526)	(572)
Impairment charges	—	(373)	(1,799)	(373)
Other adjustments	(900)	67	(2,511)	(40)
Non-GAAP selling, general and administrative expenses	**$ 73,213**	**$ 70,938**	**$ 225,721**	**$ 205,059**
As a percentage of non-GAAP revenue	**32.5 %**	**31.3 %**	**33.8 %**	**31.8 %**

Operating Income and Operating Margin

(in thousands)	Three Months Ended October 31, 2022	Three Months Ended October 31, 2021	Nine Months Ended October 31, 2022	Nine Months Ended October 31, 2021
GAAP operating income	**$ 21,678**	**$ 24,668**	**$ 23,686**	**$ 40,647**
GAAP operating margin	**9.6 %**	**11.0 %**	**3.6 %**	**6.3 %**
Revenue adjustments	423	2,108	2,498	4,160
Amortization of acquired technology	3,550	4,749	10,742	13,559
Amortization of other acquired intangible assets	6,420	7,261	19,887	21,934
Stock-based compensation expenses	19,899	16,595	63,962	51,089
Acquisition expenses, net	1,172	2,807	3,035	7,924
Restructuring expenses	2,426	482	9,422	2,381
Separation expenses	291	1,915	1,142	11,196
Accelerated lease costs	725	539	7,831	2,023
IT facilities and infrastructure realignment	1,095	30	3,526	572
Impairment charges	—	373	1,799	373
Other adjustments	917	(67)	2,578	40
Non-GAAP operating income	**$ 58,596**	**$ 61,460**	**$ 150,108**	**$ 155,898**
Non-GAAP operating margin	**26.0 %**	**27.1 %**	**22.5 %**	**24.2 %**

Other Expense, Net

(in thousands)	Three Months Ended October 31, 2022	Three Months Ended October 31, 2021	Nine Months Ended October 31, 2022	Nine Months Ended October 31, 2021
GAAP other expense, net	**$ (57)**	**$ (1,818)**	**$ (583)**	**$ (7,258)**
Unrealized losses on derivatives, net	—	—	—	14,305
Expenses and losses on debt modification or retirement	—	—	—	2,474
Change in fair value of future tranche right	—	—	—	(15,810)
Acquisition benefit, net	—	(122)	—	(3,470)
Non-GAAP other expense, net[(1)]	**$ (57)**	**$ (1,940)**	**(583)**	**(9,759)**

Provision for Income Taxes

(in thousands)	Three Months Ended October 31, 2022	Three Months Ended October 31, 2021	Nine Months Ended October 31, 2022	Nine Months Ended October 31, 2021
GAAP provision for income taxes	**$ 17,395**	**$ 9,349**	**$ 20,539**	**$ 13,478**
GAAP effective income tax rate	**80.5 %**	**40.9 %**	**88.9 %**	**40.4 %**
Non-GAAP tax adjustments	(11,296)	(2,559)	(5,204)	2,068
Non-GAAP provision for income taxes	**$ 6,099**	**$ 6,790**	**$ 15,335**	**$ 15,546**
Non-GAAP effective income tax rate	**10.4 %**	**11.4 %**	**10.3 %**	**10.6 %**

Net (Loss) Income Attributable to Verint Systems Inc. Common Shares

(in thousands)	Three Months Ended October 31, 2022	Three Months Ended October 31, 2021	Nine Months Ended October 31, 2022	Nine Months Ended October 31, 2021
GAAP net (loss) income attributable to Verint Systems Inc. common shares	**$ (1,124)**	**$ 8,037**	**$ (13,650)**	**$ 5,314**
Revenue adjustments	423	2,108	2,498	4,160
Amortization of acquired technology	3,550	4,749	10,742	13,559
Amortization of other acquired intangible assets	6,420	7,261	19,887	21,934
Stock-based compensation expenses	19,899	16,595	63,962	51,089
Unrealized losses on derivatives, net	—	—	—	14,305
Expenses and losses on debt modification or retirement	—	—	—	2,474
Change in fair value of future tranche right	—	—	—	(15,810)
Acquisition expenses, net	1,172	2,685	3,035	4,454
Restructuring expenses	2,425	482	9,422	2,381
Separation expenses	291	1,915	1,142	11,196
Accelerated lease costs	725	539	7,831	2,023
IT facilities and infrastructure realignment	1,095	30	3,526	572
Impairment charges	—	373	1,799	373
Other adjustments	917	(67)	2,578	40
Non-GAAP tax adjustments	11,296	2,559	5,204	(2,068)
Dividends, reversed due to assumed conversion of preferred stock[3]	5,200	5,200	15,600	13,722
Total adjustments	53,413	44,429	147,226	124,404
Non-GAAP net income attributable to Verint Systems Inc. common shares	**$ 52,289**	**$ 52,466**	**$ 133,576**	**$ 129,718**

Diluted Net (Loss) Income Per Common Share Attributable to Verint Systems Inc.

(in thousands, except per share data)	Three Months Ended October 31, 2022	Three Months Ended October 31, 2021	Nine Months Ended October 31, 2022	Nine Months Ended October 31, 2021
GAAP diluted net (loss) income per common share attributable to Verint Systems Inc.	$ (0.02)	$ 0.12	$ (0.21)	$ 0.08
Non-GAAP diluted net income per common share attributable to Verint Systems Inc. [3]	$ 0.69	$ 0.69	$ 1.77	$ 1.71
GAAP weighted-average shares used in computing diluted net (loss) income per common share attributable to Verint Systems Inc.	**65,583**	**66,328**	**65,161**	**67,268**
Additional weighted-average shares applicable to non-GAAP diluted net income per common share attributable to Verint Systems Inc.	10,004	9,478	10,364	8,544
Non-GAAP diluted weighted-average shares used in computing net income per common share attributable to Verint Systems Inc.[3]	**75,587**	**75,806**	**75,525**	**75,812**

GAAP Net Income to Adjusted EBITDA

(in thousands)	Three Months Ended October 31, 2022	Three Months Ended October 31, 2021	Nine Months Ended October 31, 2022	Nine Months Ended October 31, 2021
GAAP net income	**$ 4,226**	**$ 13,501**	**$ 2,564**	**$ 19,911**
As a percentage of GAAP revenue	**1.9 %**	**6.0 %**	**0.4 %**	**3.1 %**
Provision for income taxes	17,395	9,349	20,539	13,478
Other expense, net	57	1,818	583	7,258
Depreciation and amortization(2)	16,158	18,585	50,199	54,696
Revenue adjustments	423	2,108	2,498	4,160
Stock-based compensation expenses	19,899	16,595	63,962	51,089
Acquisition expenses, net	1,172	2,807	3,035	7,924
Restructuring expenses	2,348	456	9,090	2,355
Separation expenses	291	1,915	1,142	10,829
Accelerated lease costs	725	539	7,831	2,023
IT facilities and infrastructure realignment	1,095	30	3,526	572
Impairment charges	—	373	1,799	373
Other adjustments	917	(67)	2,578	40
Adjusted EBITDA	**$ 64,706**	**$ 68,009**	**$ 169,346**	**$ 174,708**
As a percentage of non-GAAP revenue	**28.7 %**	**30.0 %**	**25.3 %**	**27.1 %**

Gross Debt to Net Debt

(in thousands)	October 31, 2022	January 31, 2022
Long-term debt	$ 408,361	$ 406,954
Unamortized debt discounts and issuance costs	6,639	8,046
Gross debt	**415,000**	**415,000**
Less:		
Cash and cash equivalents	252,073	358,805
Restricted cash and cash equivalents, and restricted bank time deposits	290	6
Short-term investments	10,651	765
Net debt, excluding long-term restricted cash, cash equivalents, time deposits, and investments	**151,986**	**55,424**
Long-term restricted cash, cash equivalents, time deposits, and investments	266	409
Net debt, including long-term restricted cash, cash equivalents, time deposits, and investments	**$ 151,720**	**$ 55,015**

(1) For the three months ended October 31, 2022, non-GAAP other expense, net of $0.1 million was comprised of $1.4 million of interest and other expense, net of $1.3 million of foreign exchange gains primarily related to balance sheet revaluations.

(2) Adjusted for financing fee amortization.

(3) EPS calculation includes the more dilutive of either preferred stock dividends or conversion of preferred stock shares. Conversion of the outstanding preferred shares was more dilutive in three and nine months ended October 31, 2022 and 2021.

Table 4
VERINT SYSTEMS INC. AND SUBSIDIARIES
GAAP to Non-GAAP Recurring and Nonrecurring Revenue and Gross Profit
(Unaudited)

Recurring and Nonrecurring Revenue

(in thousands)	Three Months Ended October 31, 2022	Three Months Ended October 31, 2021	Nine Months Ended October 31, 2022	Nine Months Ended October 31, 2021
Recurring revenue - GAAP	**$ 174,222**	**$ 158,811**	**$ 500,029**	**$ 459,442**
Cloud revenue - GAAP	131,223	98,461	360,198	271,767
Support revenue - GAAP	42,999	60,350	139,831	187,675
Nonrecurring revenue - GAAP	**$ 50,971**	**$ 66,009**	**$ 165,969**	**$ 180,899**
Perpetual revenue - GAAP	24,425	40,436	88,473	102,108
Professional services revenue - GAAP	26,546	25,573	77,496	78,791
Total revenue - GAAP	**$ 225,193**	**$ 224,820**	**$ 665,998**	**$ 640,341**
Estimated recurring revenue adjustments	**$ 423**	**$ 2,108**	**$ 2,498**	**$ 4,160**
Estimated cloud revenue adjustments	423	2,097	2,484	4,132
Estimated support revenue adjustments	—	11	14	28
Estimated nonrecurring revenue adjustments	**$ —**	**$ —**	$ —	$ —
Estimated perpetual revenue adjustments	—	—	—	—
Estimated professional services revenue adjustments	—	—	—	—
Total estimated revenue adjustments	**$ 423**	**$ 2,108**	**$ 2,498**	**$ 4,160**
Recurring revenue - non-GAAP	**$ 174,645**	**$ 160,919**	**$ 502,527**	**$ 463,602**
Cloud revenue - non-GAAP	131,646	100,558	362,682	275,899
Support revenue - non-GAAP	42,999	60,361	139,845	187,703
Nonrecurring revenue - non-GAAP	**$ 50,971**	**$ 66,009**	**$ 165,969**	**$ 180,899**
Perpetual revenue - non-GAAP	24,425	40,436	88,473	102,108
Professional services revenue - non-GAAP	26,546	25,573	77,496	78,791
Total revenue - non-GAAP	**$ 225,616**	**$ 226,928**	**$ 668,496**	**$ 644,501**

Recurring Gross Profit

(in thousands)	Three Months Ended October 31, 2022	Three Months Ended October 31, 2021	Nine Months Ended October 31, 2022	Nine Months Ended October 31, 2021
GAAP recurring revenue	$ 174,222	$ 158,811	$ 500,029	$ 459,442
GAAP recurring costs	38,834	36,811	120,714	112,523
GAAP recurring gross profit	**135,388**	**122,000**	**379,315**	**346,919**
GAAP recurring gross margin	**77.7 %**	**76.8 %**	**75.9 %**	**75.5 %**
Recurring revenue adjustments	423	2,108	2,498	4,160
Recurring stock-based compensation expenses	729	540	2,187	1,531
Recurring acquisition expenses, net	—	30	22	80
Recurring restructuring expenses	459	35	588	479
Recurring separation expenses	—	—	—	32
Non-GAAP recurring gross profit	**$ 136,999**	**$ 124,713**	**$ 384,610**	**$ 353,201**
Non-GAAP recurring gross margin	**78.4 %**	**77.5 %**	**76.5 %**	**76.2 %**

Nonrecurring Gross Profit

(in thousands)	Three Months Ended October 31, 2022	Three Months Ended October 31, 2021	Nine Months Ended October 31, 2022	Nine Months Ended October 31, 2021
GAAP nonrecurring revenue	$ 50,971	$ 66,009	$ 165,969	$ 180,899
GAAP nonrecurring costs	28,013	30,524	90,781	90,909
GAAP nonrecurring gross profit	**22,958**	**35,485**	**75,188**	**89,990**
GAAP nonrecurring gross margin	**45.0 %**	**53.8 %**	**45.3 %**	**49.7 %**
Nonrecurring revenue adjustments	—	—	—	—
Nonrecurring stock-based compensation expenses	600	690	2,058	2,387
Nonrecurring acquisition expenses, net	—	91	154	91
Nonrecurring restructuring expenses	134	210	381	313
Nonrecurring separation expenses	—	—	—	46
Non-GAAP nonrecurring gross profit	**$ 23,692**	**$ 36,476**	**$ 77,781**	**$ 92,827**
Non-GAAP nonrecurring gross margin	**46.5 %**	**55.3 %**	**46.9 %**	**51.3 %**

Table 5
VERINT SYSTEMS INC. AND SUBSIDIARIES
Calculation of Change in Revenue on a Constant Currency Basis
(Unaudited)

	GAAP Revenue[2]				Non-GAAP Revenue[3]			
(in thousands, except percentages)		Three Months Ended		Nine Months Ended		Three Months Ended		Nine Months Ended
Revenue for the three and nine months ended October 31, 2021	$	224,820	$	640,341	$	226,928	$	644,501
Revenue for the three and nine months ended October 31, 2022	$	225,193	$	665,998	$	225,616	$	668,496
Revenue for the three and nine months ended October 31, 2022 at constant currency[1]	$	232,000	$	681,000	$	232,000	$	683,000
Reported period-over-period revenue change		0.2 %		4.0 %		(0.6)%		3.7 %
% impact from change in foreign currency exchange rates		3.0 %		2.3 %		2.8 %		2.3 %
Constant currency period-over-period revenue growth		3.2 %		6.3 %		2.2 %		6.0 %

(1) Revenue for the three and nine months ended October 31, 2022 at constant currency is calculated by translating current-period GAAP or non-GAAP foreign currency revenue (as applicable) into U.S. dollars using average foreign currency exchange rates for the three and nine months ended October 31, 2021 rather than actual current-period foreign currency exchange rates.

(2) GAAP revenue denominated in non-U.S. dollars was 19% and 22% of our total GAAP revenue for the three months ended October 31, 2022 and 2021, respectively. GAAP revenue denominated in non-U.S. dollars was 21% and 23% of our total GAAP revenue for the nine months ended October 31, 2022 and 2021, respectively. Our combined GAAP cost of revenue and operating expenses denominated in non-U.S. dollars was 29% and 32% of our total combined GAAP cost of revenue and operating expenses for the three months ended October 31, 2022 and 2021, respectively. Our combined GAAP cost of revenue and operating expenses denominated in non-U.S. dollars was 30% and 32% of our total combined GAAP cost of revenue and operating expenses for the nine months ended October 31, 2022 and 2021, respectively.

(3) Non-GAAP revenue denominated in non-U.S. dollars was 19% and 22% of our total non-GAAP revenue for the three months ended October 31, 2022 and 2021, respectively. Non-GAAP revenue denominated in non-U.S. dollars was 21% and 23% of our total non-GAAP revenue for the nine months ended October 31, 2022 and 2021, respectively. Our combined Non-GAAP cost of revenue and operating expenses denominated in non-U.S. dollars was 33% and 35% of our total combined Non-GAAP cost of revenue and operating expenses for the three months ended October 31, 2022 and 2021, respectively. Our combined Non-GAAP cost of revenue and operating expenses denominated in non-U.S. dollars was 34% and 35% of our total combined Non-GAAP cost of revenue and operating expenses for the nine months ended October 31, 2022 and 2021, respectively.

For further information see "Supplemental Information About Constant Currency" at the end of this press release.

Table 6
VERINT SYSTEMS INC. AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
(Unaudited)

(in thousands, except share and per share data)	October 31, 2022	January 31, 2022
Assets		
Current Assets:		
Cash and cash equivalents	$ 252,073	$ 358,805
Short-term investments	10,651	765
Accounts receivable, net of allowance for credit losses of $1.3 million and $1.3 million, respectively	165,888	193,831
Contract assets, net	49,133	42,688
Inventories	10,611	5,337
Prepaid expenses and other current assets	56,439	53,752
Total current assets	**544,795**	**655,178**
Property and equipment, net	62,310	64,090
Operating lease right-of-use assets	37,704	35,433
Goodwill	1,300,166	1,353,421
Intangible assets, net	83,300	118,254
Other assets	144,156	134,729
Total assets	**$ 2,172,431**	**$ 2,361,105**
Liabilities, Temporary Equity, and Stockholders' Equity		
Current Liabilities:		
Accounts payable	$ 42,204	$ 39,501
Accrued expenses and other current liabilities	127,715	168,694
Contract liabilities	223,968	271,271
Total current liabilities	**393,887**	**479,466**
Long-term debt	408,361	406,954
Long-term contract liabilities	17,742	15,872
Operating lease liabilities	35,665	28,457
Other liabilities	44,338	39,456
Total liabilities	**899,993**	**970,205**
Commitments and Contingencies		
Temporary Equity:		
Preferred Stock — $0.001 par value; authorized 2,207,000 shares		
Series A Preferred Stock; 200,000 shares issued and outstanding at October 31, 2022 and January 31, 2022, respectively; aggregate liquidation preference and redemption value of $203,467 and $206,067 at October 31, 2022 and January 31, 2022, respectively.	200,628	200,628
Series B Preferred Stock; 200,000 shares issued and outstanding at October 31, 2022 and January 31, 2022, respectively; aggregate liquidation preference and redemption value of $203,467 and $206,067 at October 31, 2022 and January 31, 2022, respectively.	235,693	235,693
Total temporary equity	**436,321**	**436,321**
Stockholders' Equity:		
Common stock — $0.001 par value; authorized 240,000,000 and 120,000,000 shares; issued 65,866,000 and 66,211,000 shares; outstanding 65,866,000 and 66,211,000 shares at October 31, 2022 and January 31, 2022, respectively.	66	66
Additional paid-in capital	1,071,549	1,125,152
Accumulated deficit	(52,559)	(54,509)
Accumulated other comprehensive loss	(185,301)	(118,515)
Total Verint Systems Inc. stockholders' equity	**833,755**	**952,194**
Noncontrolling interest	2,362	2,385
Total stockholders' equity	**836,117**	**954,579**
Total liabilities, temporary equity, and stockholders' equity	**$ 2,172,431**	**$ 2,361,105**

Table 7
VERINT SYSTEMS INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows
(Unaudited)

	Nine Months Ended October 31,	
(in thousands)	**2022**	**2021**
Cash flows from operating activities:		
Net income	$ 2,564	$ 19,911
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	52,166	56,910
Stock-based compensation, excluding cash-settled awards	63,957	51,078
Change in fair value of future tranche right	—	(15,810)
Non-cash losses on derivative financial instruments, net	—	14,374
Losses on early retirements of debt	—	2,474
Other, net	8,072	264
Changes in operating assets and liabilities, net of effects of business combinations:		
Accounts receivable	22,079	45,586
Contract assets	(8,256)	1,290
Inventories	(5,452)	(758)
Prepaid expenses and other assets	(16,274)	(21,586)
Accounts payable and accrued expenses	(9,542)	(21,918)
Contract liabilities	(38,513)	(42,618)
Deferred income taxes	(1,489)	(15,530)
Other, net	(701)	(3,418)
Net cash provided by operating activities — continuing operations	**68,611**	**70,249**
Net cash used in operating activities — discontinued operations	—	(9,055)
Net cash provided by operating activities	**68,611**	**61,194**
Cash flows from investing activities:		
Cash paid for business combinations, including adjustments, net of cash acquired	(3,828)	(57,214)
Purchases of property and equipment	(17,920)	(11,903)
Maturities and sales of investments	250	45,640
Purchases of investments	(10,168)	—
Cash paid for capitalized software development costs	(5,703)	(5,637)
Change in restricted bank time deposits, and other investing activities, net	(107)	(26)
Net cash used in investing activities	**(37,476)**	**(29,140)**
Cash flows from financing activities:		
Proceeds from issuance of preferred stock	—	198,731
Proceeds from borrowings	—	315,000
Repayments of borrowings and other financing obligations	(3,025)	(312,415)
Settlement of 2014 Notes	—	(386,887)
Purchases of capped calls	—	(41,060)
Payments of debt-related costs	(224)	(10,708)
Purchases of treasury stock and common stock for retirement	(106,137)	(75,933)
Preferred stock dividend payments	(20,800)	(12,856)
Distributions paid to noncontrolling interest	(637)	(620)
Payment for termination of interest rate swap	—	(16,502)
Net cash transferred to Cognyte Software Ltd.	—	(114,657)
Dividend and other settlements received from Cognyte Software Ltd.	—	38,280
Payments of contingent consideration for business combinations (financing portion), and other financing activities	(3,518)	(4,621)
Net cash used in financing activities	**(134,341)**	**(424,248)**
Foreign currency effects on cash, cash equivalents, restricted cash, and restricted cash equivalents	(3,510)	(29)
Net decrease in cash, cash equivalents, restricted cash, and restricted cash equivalents	**(106,716)**	**(392,223)**
Cash, cash equivalents, restricted cash, and restricted cash equivalents, beginning of period	**358,868**	**700,133**
Cash, cash equivalents, restricted cash, and restricted cash equivalents, end of period	**$ 252,152**	**$ 307,910**

	Nine Months Ended October 31,	
(in thousands)	2022	2021
Reconciliation of cash, cash equivalents, restricted cash, and restricted cash equivalents at end of period to the condensed consolidated balance sheets:		
Cash and cash equivalents	$ 252,073	$ 307,847
Restricted cash and cash equivalents included in restricted cash and cash equivalents, and restricted bank time deposits	—	6
Restricted cash and cash equivalents included in prepaid expenses and other current assets	22	—
Restricted cash and cash equivalents included in other assets	57	57
Total cash, cash equivalents, restricted cash, and restricted cash equivalents	**$ 252,152**	**$ 307,910**

Verint Systems Inc. and Subsidiaries
Supplemental Information About Non-GAAP Financial Measures and Operating Metrics

This press release contains non-GAAP financial measures, consisting of non-GAAP revenue, non-GAAP recurring revenue, non-GAAP nonrecurring revenue, non-GAAP perpetual revenue, non-GAAP support revenue, non-GAAP professional services revenue, non-GAAP cloud revenue, non-GAAP SaaS revenue, non-GAAP bundled SaaS revenue, non-GAAP unbundled SaaS revenue, non-GAAP optional managed services revenue, non-GAAP recurring gross profit and gross margins, non-GAAP nonrecurring gross profit and gross margins, non-GAAP gross profit and gross margins, non-GAAP research and development, net, non-GAAP selling, general and administrative expenses, non-GAAP operating income and operating margins, non-GAAP other income (expense), net, non-GAAP provision for (benefit from) income taxes and non-GAAP effective income tax rate, non-GAAP net income (loss) attributable to Verint Systems Inc. common shares, non-GAAP diluted net income (loss) per common share attributable to Verint Systems Inc., adjusted EBITDA and adjusted EBITDA as a percentage of non-GAAP revenue, net debt 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 technology 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 a number of our 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 cloud services and customer support contracts 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 unit and performance stock unit 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.

Unrealized gains and losses on certain derivatives, net. We exclude from our non-GAAP financial measures unrealized gains and losses on certain derivatives which are not designated as hedges under accounting guidance. We exclude unrealized gains and losses on foreign currency derivatives that serve as economic hedges against variability in the cash flows of recognized assets or liabilities, or of forecasted transactions. These contracts, if designated as hedges under accounting guidance, would be considered “cash flow” hedges. These unrealized gains and losses are excluded from our non-GAAP financial measures because they are non-cash transactions which are highly variable from period to period. Upon settlement of these foreign currency derivatives, any realized gain or loss is included in our non-GAAP financial measures.

Expenses and losses on debt modification or retirement. We exclude from our non-GAAP financial measures losses on early retirements of debt attributable to refinancing or repaying our debt, and expenses incurred to modify debt terms, because we believe they are not reflective of our ongoing operations.

Change in fair value of future tranche right. On December 4, 2019, we entered into an Investment Agreement with an affiliate of Apax Partners (the “Apax Investor”), whereby the Apax Investor agreed to make an investment in us of up to $400.0 million of convertible preferred stock. In connection with the Apax Investor’s first $200.0 million investment on May 7, 2020 (for 200,000 shares of Series A Preferred Stock), we determined that our obligation to issue, and the Apax Investor’s obligation to purchase the Series B Preferred Stock in connection with the completion of the spin-off of our former Cyber Intelligence Solutions business and the satisfaction of other customary closing conditions (the “Future Tranche Right”) met the definition of a freestanding financial instrument. This Future Tranche Right was reported at fair value as an asset or liability on our consolidated balance sheet and was remeasured at fair value each reporting period until the settlement of the right at the time of issuance of the Series B Preferred Stock, which occurred on April 6, 2021. Changes in its fair value were recognized as a non-cash charge or benefit within other income (expense), net on the condensed consolidated statement of operations. We excluded this change in fair value of the Future Tranche Right from our non-GAAP financial measures because it was unusual in nature, could vary significantly in amount, and was unrelated to our ongoing operations.

Acquisition expenses (benefit), net. In connection with acquisition activity (including with respect to acquisitions that are not consummated), we incur expenses (benefits), 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.

Restructuring expenses (benefit). We exclude restructuring expenses (benefit) from our non-GAAP financial measures, which include employee termination costs, facility exit costs (except as included in Accelerated lease costs described below), 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 February 1, 2021, we completed the spin-off of our former Cyber Intelligence Solutions business. We exclude from our non-GAAP financial measures expenses incurred in connection with the spin-off, including third-party advisory, accounting, legal, consulting, and other similar services related to the separation as well as costs associated with the operational separation of the two businesses, including those related to human resources, brand management, real estate, and information technology (which are included in Separation expenses to the extent not capitalized). Separation expenses also include incremental cash income taxes related to the reorganization of legal entities and operations in order to effect the separation. 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.

Accelerated lease costs. We exclude from our non-GAAP financial measures accelerated facility costs and associated accelerated lease expenses due to the early termination or abandonment of certain office leases as a result of our move to a hybrid work model because these charges are not reflective of our ongoing business and operating results.

IT facilities and infrastructure realignment. We exclude from our non-GAAP financial measures nonrecurring IT facilities and infrastructure realignment costs and other IT charges associated with modifying the workplace, including consolidating and/or migrating data centers and labs to the cloud, simplifying the corporate network, and one-time costs for implementing collaboration tools to enable our work from anywhere strategy.

Impairment charges and other adjustments. We exclude from our non-GAAP financial measures asset impairment charges (other than those already included within restructuring or acquisition activity), rent expense for redundant facilities, 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, all of which are unusual in nature and can vary significantly in amount and frequency.

Non-GAAP income tax adjustments. We exclude from our non-GAAP measures of net income attributable to Verint Systems Inc., our GAAP provision for (benefit from) income taxes 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 rate for the year ending January 31, 2023 is currently approximately 10% and was 11% for the year ended January 31, 2022. 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.

Revenue Metrics and Operating Metrics

Recurring revenue, on both a GAAP and non-GAAP basis, is the portion of our revenue that we believe is likely to be renewed in the future, and primarily consists of cloud revenue and initial and renewal post contract support.

Nonrecurring revenue, on both a GAAP and non-GAAP basis, primarily consists of our perpetual licenses, consulting, implementation and installation services, hardware, training and patent license royalties.

Cloud revenue primarily consists of SaaS and optional managed services.

SaaS revenue includes bundled SaaS, software with standard managed services and unbundled SaaS (including associated support) that we account for as term licenses where managed services are purchased separately.

Optional Managed Services are recurring services that are intended to improve our customers' operations and reduce expenses.

Percentage of software revenue that is recurring revenue is calculated as the sum of cloud and support revenue as a percentage of total cloud, support, and perpetual revenue.

New SaaS Annual Contract Value (ACV) includes the annualized contract value of all new SaaS contracts received within the period; in cases where SaaS is offered to partners through usage-based contracts, we include the incremental value of usage contracts over a rolling four quarters.

New Perpetual License Equivalent Bookings are used to normalize between perpetual and SaaS bookings and measure overall software bookings growth. We calculate New Perpetual License Equivalent Bookings by adding to perpetual licenses (“New PLE Bookings - Perpetual Component”) an amount equal to New SaaS ACV bookings multiplied by a conversion factor that normalizes the mix of bundled and unbundled SaaS and perpetual bookings in a given period (”New PLE Bookings - SaaS Component”) The conversion factor used is based on our order mix and may change from period to period. Management uses perpetual license equivalent bookings to understand our performance, including our software bookings growth and SaaS/perpetual license mix. This metric should not be viewed in isolation from other operating metrics that we make available to investors.

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, stock-based compensation expenses, revenue adjustments, restructuring expenses, acquisition expenses, separation expenses, accelerated leases, IT facilities and infrastructure realignment, 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 expenses, accounting policies, and depreciation and amortization policies. Adjusted EBITDA is also used by credit rating agencies, lenders, and other parties to evaluate our creditworthiness.

Net Debt

Net Debt is a non-GAAP measure defined as the sum of long-term and short-term debt on our consolidated balance sheet, excluding unamortized discounts and issuance costs, less the sum of cash and cash equivalents, restricted cash, restricted cash equivalents, restricted bank time deposits, and restricted investments (including long-term portions), and short-term investments. We use this non-GAAP financial measure to help evaluate our capital structure, financial leverage, and our ability to reduce debt and to fund investing and financing activities and believe that it provides useful information to investors.

Supplemental Information About Constant Currency

Because we operate on a global basis and transact business in many currencies, fluctuations in foreign currency exchange rates can affect our consolidated U.S. dollar operating results. To facilitate the assessment of our performance excluding the effect of foreign currency exchange rate fluctuations, we calculate our GAAP and non-GAAP revenue, GAAP and non-GAAP cloud revenue, new SaaS ACV, new perpetual license equivalent bookings, cost of revenue, and operating expenses on both an as-reported basis and a constant currency basis, allowing for comparison of results between periods as if foreign currency exchange rates had remained constant. We perform our constant currency calculations by translating current-period results into U.S. dollars using prior-period average foreign currency exchange rates or hedge rates, as applicable, rather than current period exchange rates. We believe that constant currency measures, which exclude the impact of changes in foreign currency exchange rates, facilitate the assessment of underlying business trends.

Unless otherwise indicated, our financial outlook, which is provided on a non-GAAP basis, reflects foreign currency exchange rates approximately consistent with rates in effect when the outlook is provided.

We also incur foreign exchange gains and losses resulting from the revaluation and settlement of monetary assets and liabilities that are denominated in currencies other than the entity’s functional currency. We periodically report our historical non-GAAP diluted net income per share both inclusive and exclusive of these net foreign exchange gains or losses. Our financial outlook for diluted earnings per share includes net foreign exchange gains or losses incurred to date, if any, but does not include potential future gains or losses.