
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): February 9, 2004

Verint Systems Inc.

(exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction of incorporation)

000-49790
(Commission
File Number)

11-3200514
(IRS Employer
Identification No.)

330 South Service Road, Melville, New York
(Address of principal executive offices)

11747-3201
(zip code)

Registrant's Telephone Number, including Area Code: (631) 962-9600

N/A
(Former name or former address, if changed since last report)

Item 1. Changes in Control of Registrant

Not applicable.

Item 2. Acquisitions or Disposition of Assets

Not applicable.

Item 3. Bankruptcy or Receivership

Not applicable.

Item 4. Changes in Registrant's Certifying Accountant

Not applicable.

Item 5. Other Events

On February 9, 2004, the Registrant announced its agreement to acquire, through a wholly owned subsidiary, ECtel Ltd.'s communications interception business for approximately \$35 million in cash. A copy of the press release dated February 9, 2004 issued by the Registrant relating to this acquisition is attached as an exhibit hereto and is incorporated by reference herein.

Certain of the matters discussed in this Report are forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that are subject to risks and uncertainties. There can be no assurances that forward-looking statements will be achieved, and actual results could differ materially from forecasts and estimates. Important factors that could cause actual results to differ materially include: changes in the demand for Registrant's products; further decline in information technology spending; risks associated with acquiring and integrating the assets and business acquired from ECtel Ltd. including products and technologies, as well as retaining key employees and customers, which could result in a substantial diversion of management resources, the incurrence of contingent liabilities, amortization of certain identifiable intangible assets, research and development write-offs and other acquisition-related expenses; the uncertainty of customer acceptance of Registrant's products; Registrant's lengthy and variable sales cycle makes it difficult to predict operating results; dependence on contracts with governments for a significant portion of Registrant's revenues; markets for Registrant's products failing to develop; risks that Registrant's intellectual property rights may not be adequate to protect its business; risks associated with rapidly changing technology and the ability of Registrant to introduce new products on a timely and cost-effective basis; inability to maintain relationships with value added resellers and systems integrators; risks associated with Registrant's ability to retain existing personnel and recruit and retain qualified personnel; risks associated with changes in the competitive or regulatory environment in which Registrant operates; risks associated with significant foreign operations, including fluctuations in foreign currency exchange rates; risks associated with Comverse Technology, Inc. controlling Registrant's business and affairs; and other risks described in filings with the Securities and

Exchange Commission. These risks and uncertainties, as well as others, are discussed in greater detail in the filings of Registrant 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 Registrant's website at www.verint.com. Registrant makes no commitment to revise or update any forward-looking statements.

Item 6. Resignation of Registrant's Directors

Not applicable.

Item 7. Financial Statements and Exhibits

(a) *Financial Statements of Businesses Acquired.*

Not Applicable.

(b) *Pro Forma Financial Information.*

Not Applicable.

(c) *Exhibits.*

99 Press release announcing the acquisition of certain assets, dated February 9, 2004.

Item 8. Change in Fiscal Year

Not applicable.

Item 9. Sales of Equity Securities Pursuant to Regulation S

Not applicable.

Item 10. Amendments to Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.

Not applicable.

Item 11. Temporary Suspension of Trading Under Registrant's Employee Benefit Plans

Not applicable.

Item 12. Results of Operations and Financial Condition

Not applicable.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VERINT SYSTEMS INC.
(Registrant)

Dated: February 9, 2004

By: /s/ Igal Nissim

Name: Igal Nissim
Title: Chief Financial Officer

INDEX TO EXHIBITS

Exhibit No.

Description

99	Press release announcing the acquisition of certain assets, dated February 9, 2004.
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**Press Release****Contacts**Industry Information

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Alan Roden

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alan.roden@verintsystems.com**Verint Announces Agreement to Acquire
ECtel's Communications Interception Business**

*Acquisition Provides Verint with Additional Analytical Technology for Intelligence and
Law Enforcement Markets and Complementary International Customer Base*

MELVILLE, N.Y., February 9, 2004—Verint Systems Inc. (NASDAQ: VRNT), a leading provider of analytic software-based solutions for communications interception, digital video security and surveillance, and enterprise business intelligence, today announced that it has signed a definitive agreement with ECtel Ltd. (NASDAQ: ECTX) to acquire ECtel's communications interception business.

The acquisition will provide Verint with additional communications interception capabilities for the mass collection and analysis of voice and data communications. These technologies will be integrated into Verint's portfolio of communications interception solutions and offered to Verint's global customer base of government and law enforcement agencies. In addition, some of ECtel's existing customers are new customers in new countries for Verint in the Asia Pacific and Latin America regions.

"The acquisition strengthens Verint's portfolio of communications interception solutions by providing both government and law enforcement customers with greater capability to generate actionable intelligence from large amounts of unstructured information," said Dan Bodner, President and CEO of Verint Systems. "We have been working with ECtel as a partner for a number of years and our knowledge of their products and familiarity with their employees will better enable us to integrate ECtel's communications interception business with Verint's operations."

Under the agreement, Verint will pay approximately \$35 million in cash at closing to acquire the communications interception business of ECtel through the purchase of certain assets and liabilities. The acquisition is subject to customary closing conditions and is expected to close within the next 60 days.

The acquisition is expected to be non-dilutive to pro forma EPS in Fiscal 2004.

Lehman Brothers provided advisory services to Verint in connection with this transaction

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 factors that could cause actual results to differ materially include: changes in the demand for Verint's products; further decline in information technology spending; risks associated with acquiring and integrating the assets and business acquired from ECtel including products and technologies, as well as retaining key employees and customers, which could result in a substantial diversion of management resources, the incurrence of contingent liabilities, amortization of certain identifiable intangible assets, research and development write-offs and other acquisition-related expenses; the uncertainty of customer acceptance of Verint's products; Verint's lengthy and variable sales cycle makes it difficult to predict operating results; dependence on contracts with governments for a significant portion of Verint's revenues; markets for Verint's products failing to develop; risks that Verint's intellectual property rights may not be adequate to protect its business; risks associated with rapidly changing technology and the ability of Verint to introduce new products on a timely and cost-effective basis; inability to maintain relationships with value added resellers and systems integrators; risks associated with Verint's ability to retain existing personnel and recruit and retain qualified personnel; risks associated with changes in the competitive or regulatory environment in which Verint operates; 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. These risks and uncertainties, as well as others, are discussed in greater detail in the filings of Verint 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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