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): June 18, 2010

VERINT SYSTEMS INC.
(Exact name of registrant as specified in its charter)

Delaware	**0-49790**	**11-3200514**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS 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**

None
(Former name or former address, if changed since last report.)

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:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o 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 June 18, 2010, Verint Systems Inc. ("Verint") made available on its website at www.verint.com certain financial information for the years ended January 31, 2006, 2007, 2008, 2009, and 2010, as well as the three months ended April 30, July 31, and October 31, 2009 and January 31 and April 30, 2010 not prepared in accordance with Generally Accepted Accounting Principles ("GAAP"). Verint also provided reconciliations of such non-GAAP financial information to the most directly comparable financial measures prepared in accordance with GAAP. A copy of such financial information is attached as Exhibit 99.2 hereto, which is incorporated by reference into Items 2.02 and 7.01 in its entirety. Neither Verint's website nor the information on Verint's website is included or incorporated in, or is a part of, this Current Report on Form 8-K.

Item 7.01 Regulation FD Disclosure.

On June 18, 2010, Verint issued a press release announcing that it had filed its Quarterly Reports on Form 10-Q for the three months ended April 30, 2009, July 31, 2009, and October 31, 2009 with the Securities and Exchange Commission. A copy of the press release is attached as Exhibit 99.1 hereto, which is incorporated by reference into Item 7.01 in its entirety.

The information referred to in "Item 2.02 Results of Operations and Financial Condition" above is hereby incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*.

Exhibit Number	Description
99.1	Press Release of Verint Systems Inc., dated June 18, 2010.
99.2	Certain Financial Information of Verint Systems Inc.

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: June 18, 2010

By: /s/ Douglas E. Robinson
Name: Douglas E. Robinson
Title: Chief Financial Officer

EXHIBIT INDEX

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Exhibit 99.1

VERINT
POWERING ACTIONABLE INTELLIGENCE®

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Press Release

Verint Completes Financial Filings

Files Quarterly Report on Form 10-Q for the Quarters Ended April 30, July 31 and October 31, 2009

MELVILLE, N.Y., June 18, 2010 — **Verint® Systems Inc.** (NQB:VRNT) today announced that it has filed its Quarterly Reports on Form 10-Q for the quarters ended April 30, July 31 and October 31, 2009 with the Securities and Exchange Commission ("SEC").

"Today's filings represent a significant milestone for Verint as we are now up to date with our SEC filings and we have already applied to have our common stock re-listed on The NASDAQ Global Market." said Doug Robinson, Verint's Chief Financial Officer.

About Verint Systems Inc.

Verint® Systems Inc. is a global leader in Actionable Intelligence® solutions and value-added services. Our solutions enable organizations of all sizes to make timely and effective decisions to improve enterprise performance and make the world a safer place. More than 10,000 organizations in over 150 countries — including over 80% of the Fortune 100 — use Verint solutions to capture, distill, and analyze complex and underused information sources, such as voice, video, and unstructured text. Headquartered in Melville, New York, we support our customers around the globe directly and with an extensive network of selling and support partners. Visit us at our website www.verint.com.

Cautions About Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, 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 risks and uncertainties, any of which could cause actual results to differ materially from those expressed in or implied by the forward-looking statements. Some of the factors that could cause actual future results or conditions to differ materially from current expectations include: risks relating to the filing of our SEC reports, including the occurrence of known contingencies or unforeseen events that could delay our filings, management distractions, and significant expense; risk associated with the SEC's initiation of an administrative proceeding on March 3, 2010 to suspend or revoke the registration of our common stock under the Securities Exchange Act of 1934 due to our previous failure to file an annual report on either Form 10-K or Form 10-KSB since April 25, 2005 or quarterly reports on either Form 10-Q or Form 10-QSB since December 12, 2005; risk that our credit rating could be downgraded or placed on a credit watch based on, among other things, our financial results, delays in the filing of our periodic reports, or the results of the SEC's administrative proceeding; risks associated with being a consolidated, controlled subsidiary of Comverse Technology, Inc.

(“Comverse”) and formerly part of Comverse’s consolidated tax group, including risk of any future impact on us resulting from Comverse’s special committee investigation and restatement or related effects, and risks related to our dependence on Comverse to provide us with accurate financial information, including with respect to stock-based compensation expense and net operating loss carryforwards (“NOLs”), for our financial statements; uncertainty regarding the impact of general economic conditions, particularly in information technology spending, on our business; risk that our financial results will cause us not to be compliant with the leverage ratio covenant under our credit facility or that any delays in the filing of future SEC reports could cause us not to be compliant with the financial statement delivery covenant under our credit facility; risk that customers or partners delay or cancel orders or are unable to honor contractual commitments due to liquidity issues, challenges in their business, or otherwise; risk that we will experience liquidity or working capital issues and related risk that financing sources will be unavailable to us on reasonable terms or at all; uncertainty regarding the future impact on our business of our internal investigation, restatement, extended filing delay, and the SEC’s administrative proceeding, including customer, partner, employee, and investor concern, and potential customer and partner transaction deferrals or losses; risks relating to the remediation or inability to adequately remediate material weaknesses in our internal controls over financial reporting and relating to the proper application of highly complex accounting rules and pronouncements in order to produce accurate SEC reports on a timely basis; risks relating to our implementation and maintenance of adequate systems and internal controls for our current and future operations and reporting needs; risk of possible future restatements if the processes used to produce the financial statements contained in our historical or future SEC reports are inadequate; risk associated with current or future regulatory actions or private litigations relating to our internal investigation, restatement, or delays in filing required SEC reports; risk that we will be unable to re-list our common stock on NASDAQ or another national securities exchange and maintain such listing; risks associated with Comverse controlling our board of directors and a majority of our common stock (and therefore the results of any significant stockholder vote); risks associated with significant leverage resulting from our current debt position; risks due to aggressive competition in all of our markets, including with respect to maintaining margins and sufficient levels of investment in the business and with respect to introducing quality products which achieve market acceptance; risks created by continued consolidation of competitors or introduction of large competitors in our markets with greater resources than us; risks associated with significant foreign and international operations, including exposure to fluctuations in exchange rates; risks associated with complex and changing local and foreign regulatory environments; risks associated with our ability to recruit and retain qualified personnel in all geographies in which we operate; challenges in accurately forecasting revenue and expenses; risks associated with acquisitions and related system integrations; risks relating to our ability to improve our infrastructure to support growth; risks that our intellectual property rights may not be adequate to protect our business or that others may make claims on our intellectual property or claim infringement on their intellectual property rights; risks associated with a significant amount of our business coming from domestic and foreign government customers; risk that we improperly handle sensitive or confidential information or perception of such mishandling; risks associated with dependence on a limited number of suppliers for certain components of our products; risk that we are unable to maintain and enhance relationships with key resellers, partners, and systems integrators; and risk that use of our NOLs or other tax benefits may be restricted or eliminated in the future. 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 year ended January 31, 2010.

Verint Systems Inc. and Subsidiaries
Information About Non-GAAP Measures

The following tables include a reconciliation of certain financial measures not prepared in accordance with Generally Accepted Accounting Principles ("GAAP") to the most directly comparable financial measure prepared in accordance with GAAP. Non-GAAP measures should not be considered in isolation or as a substitute for comparable measures of financial performance prepared in accordance with GAAP. We believe that the non-GAAP measures we present in the following tables 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 that these measures should only be used to evaluate our results of operations in conjunction with the corresponding GAAP measures.

We believe that the non-GAAP measures we present in the following tables provide meaningful supplemental information regarding Verint's operating results primarily because they exclude certain non-cash charges or items that we do not consider part of ongoing operating results when planning and forecasting and when assessing the performance of our business, with our individual operating segments or our senior management. We believe that our non-GAAP measures also facilitate the comparison by management and investors of results between periods and among our peer companies.

Our non-GAAP measures reflect adjustments to the corresponding GAAP measure based on the items set forth below. The purpose of these adjustments is to give an indication of our performance exclusive of certain non-cash charges and other items that are considered by our senior management to be outside of our ongoing operating results.

Acquisition Related Adjustments

Acquisition related adjustments include (i) revenue adjustments related to acquisitions, (ii) amortization of acquisition-related intangibles, (iii) integration costs, (iv) acquisition related write-downs, (v) in-process research and development, (vi) impairment of goodwill and intangible assets and (vii) other adjustments. These adjustments are discussed below.

Revenue adjustments related to acquisitions. We exclude from our non-GAAP revenue the impact of fair value adjustments required under GAAP relating to acquired customer support contracts which would have otherwise been recognized on a standalone basis. We also exclude certain sales concession adjustments associated with acquisitions, relating to accounts receivable balances that existed prior to the acquisition date. We exclude these adjustments from our non-GAAP measures because these are not reflective of our ongoing operations.

Amortization of 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 them over their useful lives. We exclude the amortization of acquisition-related intangibles from our non-GAAP measures. These expenses are excluded from our non-GAAP measures because they are non-cash charges. In addition, these amounts are inconsistent in amount and frequency and are significantly impacted by the timing and size of acquisitions. Thus, we also exclude these amounts to provide better comparability of pre- and post-acquisition operating results.

Integration costs. We exclude from our non-GAAP measures expenses directly related to the integration of acquired entities. These expenses are excluded from our non-GAAP measures because they are not reflective of our ongoing operations.

In-process research and development. We exclude from our non-GAAP measures the fair value of in-process research and development upon the date of an acquisition, which represents incomplete research and development projects that had not yet reached technological feasibility and have no known alternative future use as of the date of the acquisition. These expenses are excluded from our non-GAAP measures because they are non-cash charges.

Impairments of goodwill and other acquired intangible assets. Goodwill represents the excess of the purchase price in a business combination over the fair value of net tangible and identifiable intangible assets acquired. We exclude from our non-GAAP measures charges relating to impairment of goodwill and acquired identifiable intangible assets. These expenses are excluded from our non-GAAP measures because they are non-cash charges.

Other legal expenses (recoveries). We exclude from our non-GAAP measures other legal fees and settlements associated with certain intellectual property inherited from acquisitions and certain other litigation unrelated to acquisitions. We excluded these items from our non-GAAP results because they are not reflective of our ongoing operations.

Other adjustments. We exclude from our non-GAAP measures legal and other professional fees associated with acquisitions. We excluded these items from our non-GAAP results because they are not reflective of our ongoing operations.

<u>Other Adjustments</u>

Stock-based compensation expenses. We exclude stock-based compensation expenses related to stock options, restricted stock awards and units and phantom stock from our non-GAAP measures. These expenses are excluded from our non-GAAP measures because they are generally non-cash charges although in current periods we had higher amounts of phantom stock settled in cash.

Expenses related to our filing delay. We exclude from our non-GAAP measures expenses associated with our restatement of previously filed financial statements and our extended filing delay. These expenses included professional fees and related expenses as well as expenses associated with a special cash retention program. These expenses are excluded from our non-GAAP measures because they are not reflective of our ongoing operations.

Restructuring costs. We exclude from our non-GAAP measures expense associated with the restructuring of our operations due to internal or external market factors. These expenses are excluded from our non-GAAP measures because they are not reflective of our ongoing operations.

Unrealized gains and losses on investments and derivatives. We exclude from our non-GAAP measures investment write-down in auction rate securities and unrealized gain/(loss) on embedded derivatives, interest rate swaps, and foreign currency derivatives. These gains/(losses) are excluded from our non-GAAP measures because they are non-cash gains/(losses).

Settlement with OCS. In the year ended January 31, 2007, we recorded a charge related to our July 31, 2006 settlement with the Office of Chief Scientist in Israel (“OCS”), pursuant to which we exited a royalty-bearing program and the OCS accepted a settlement of our royalty obligations under this program. We exclude from our non-GAAP financial results expenses associated with exiting this program because they are not reflective of our ongoing operations.

Gain on sale of land. We exclude from our non-GAAP financial measures the gain from the sale of a parcel of land. This gain is excluded from our non-GAAP measures because it is not reflective of our ongoing operations.

Non-cash tax adjustments. Our non-GAAP quarterly provision for income taxes reflects expected annual effective tax rate on a cash basis. Our non-GAAP annual provision for income taxes reflects the amount of taxes we actually paid. Non-cash tax adjustments are the difference between this amount and our GAAP tax provision.

Reconciliation of GAAP to Non-GAAP Results

(In thousands, except per share data)

	Years Ended January 31,				Three Months Ended				Year Ended	Three Months Ended
	2006	2007	2008	2009	Apr 30, 2009	Jul 31, 2009	Oct 31, 2009	Jan 31, 2010	Jan 31, 2010	April 30, 2010
Table of Reconciliation from GAAP Revenue to Non-GAAP Revenue										
GAAP revenue	$278,754	$368,778	$ 534,543	$669,544	$ 175,148	$ 169,269	$ 186,480	$ 172,736	$ 703,633	$ 172,613
Revenue adjustments related to acquisitions	—	—	37,254	5,890	—	—	—	—	—	—
Non-GAAP revenue	$278,754	$368,778	$ 571,797	$675,434	$ 175,148	$ 169,269	$ 186,480	$ 172,736	$ 703,633	$ 172,613
Table of Reconciliation from GAAP Gross Profit to Non-GAAP Gross Profit										
GAAP gross profit	$144,143	$177,507	$ 304,501	$411,294	$ 118,079	$ 110,202	$ 122,970	$ 112,447	$ 463,698	$ 114,806
Revenue adjustments related to acquisitions	—	—	37,254	5,890	—				—	—
Amortization and impairment of acquired technology and backlog	5,017	7,664	8,018	9,024	2,099	1,977	1,973	1,972	8,021	2,233
Settlement with OCS	—	19,158	—	—	—	—	—	—	—	—
Stock-based compensation expenses	11	1,673	4,548	5,433	915	1,556	1,647	1,736	5,854	2,408
Expenses related to our filing delay	—	—	2,427	—	—	—	—	—	—	—
Non-GAAP gross profit	$149,171	$206,002	$ 356,748	$431,641	$ 121,093	$ 113,735	$ 126,590	$ 116,155	$ 477,573	$ 119,447
Table of Reconciliation from GAAP Operating Income (Loss) to Non-GAAP Operating Income										
GAAP operating income (loss)	$ 4,112	$ (47,253)	$(114,630)	$ (15,026)	$ 36,009	$ 13,709	$ 23,735	$ (7,774)	$ 65,679	$ (3,982)
Revenue adjustments related to acquisitions	—	—	37,254	5,890	—	—	—	—	—	—
Amortization and impairment of acquired technology and backlog	5,017	7,664	8,018	9,024	2,099	1,977	1,973	1,972	8,021	2,233
Amortization of other acquired intangible assets	1,337	3,164	19,668	25,249	5,930	5,586	5,376	5,376	22,268	5,339
Settlement with OCS	—	19,158	—	—	—	—	—	—	—	—
Impairments of goodwill and other acquired intangible assets	—	21,103	22,934	25,961	—	—	—	—	—	—
In-process research and development	2,852	—	6,682	—	—	—	—	—	—	—
Integration costs	—	—	10,980	3,261	—	—	—	—	—	—
Restructuring costs	—	—	3,308	5,685	13	9	1	118	141	—
Other legal expenses (recoveries)	2,554	—	8,708	(4,292)	—	—	—	—	—	—
Stock-based compensation expenses	1,187	18,791	31,061	36,011	6,556	13,138	11,682	12,869	44,245	17,969
Other adjustments	—	—	—	—	—	—	—	762	762	507
Expenses related to our filing delay	26	3,660	41,422	28,681	6,562	10,220	12,473	25,256	54,511	20,213
Gain on sale of land	—	(765)	—	—	—	—	—	—	—	—
Non-GAAP operating income	$ 17,085	$ 25,522	$ 75,405	$120,444	$ 57,169	$ 44,639	$ 55,240	$ 38,579	$ 195,627	$ 42,279
Table of Reconciliation from GAAP Other Income (Expense), net to Non-GAAP Other Income (Expense), net										
GAAP other income (expense), net	$ 7,995	$ 7,796	$ (55,186)	$ (43,880)	$ (11,169)	$ (9,377)	$ (8,617)	$ (12,308)	$ (41,471)	$ (9,563)
Unrealized gains and losses on investments and derivatives	—	—	26,703	(1,807)	(2,462)	(1,381)	(634)	(3,572)	(8,049)	(3,967)
Non-GAAP other income (expense), net	$ 7,995	$ 7,796	$ (28,483)	$ (45,687)	$ (13,631)	$ (10,758)	$ (9,251)	$ (15,880)	$ (49,520)	$ (13,530)
Table of Reconciliation from GAAP Tax Provision to Non-GAAP Tax Provision										
GAAP tax provision	$ 9,625	$ 141	$ 27,729	$ 19,671	$ 4,268	$ 2,850	$ 1,803	$ (1,813)	$ 7,108	$ 2,071

Non-cash tax adjustments	(5,436)	3,182	(23,616)	(16,352)	(794)	(146)	1,867	3,626	4,553	1,091
Non-GAAP tax provision	$ 4,189	$ 3,323	$ 4,113	$ 3,319	$ 3,474	$ 2,704	$ 3,670	$ 1,813	$ 11,661	$ 3,162

	Years Ended January 31,				Three Months Ended				Year Ended	Three Months Ended
	2006	2007	2008	2009	Apr 30, 2009	Jul 31, 2009	Oct 31, 2009	Jan 31, 2010	Jan 31, 2010	April 30, 2010
Table of Reconciliation from GAAP Net Income (Loss) Attributable to Verint Systems Inc. to Non-GAAP Net Income Attributable to Verint Systems Inc.										
GAAP net income (loss) attributable to Verint Systems Inc.	$ 1,664	$ (40,519)	$ (198,609)	$ (80,388)	$ 19,634	$ 1,598	$ 13,176	$ (18,791)	$ 15,617	$ (16,208)
GAAP net income (loss) adjustments										
Revenue adjustments related to acquisitions	—	—	37,254	5,890	—	—	—	—	—	—
Amortization and impairment of acquired technology and backlog	5,017	7,664	8,018	9,024	2,099	1,977	1,973	1,972	8,021	2,233
Amortization of other acquired intangible assets	1,337	3,164	19,668	25,249	5,930	5,586	5,376	5,376	22,268	5,339
Settlement with OCS	—	19,158	—	—	—	—	—	—	—	—
Impairments of goodwill and other acquired intangible assets	—	21,103	22,934	25,961	—	—	—	—	—	—
In-process research and development	2,852	—	6,682	—	—	—	—	—	—	—
Integration costs	—	—	10,980	3,261	—	—	—	—	—	—
Restructuring costs	—	—	3,308	5,685	13	9	1	118	141	—
Other legal expenses (recoveries)	2,554	—	8,708	(4,292)	—	—	—	—	—	—
Stock-based compensation expenses	1,187	18,791	31,061	36,011	6,556	13,138	11,682	12,869	44,245	17,969
Other adjustments	—	—	—	—	—	—	—	762	762	507
Expenses related to our filing delay	26	3,660	41,422	28,681	6,562	10,220	12,473	25,256	54,511	20,213
Gain on sale of land	—	(765)	—	—	—	—	—	—	—	—
Unrealized gains and losses on investments and derivatives	—	—	26,703	(1,807)	(2,462)	(1,381)	(634)	(3,572)	(8,049)	(3,967)
Non-cash tax adjustments	5,436	(3,182)	23,616	16,352	794	146	(1,867)	(3,626)	(4,553)	(1,091)
Total GAAP net income (loss) adjustments	18,409	69,593	240,354	150,015	19,492	29,695	29,004	39,155	117,346	41,203
Non-GAAP net income attributable to Verint Systems Inc.	$ 20,073	$ 29,074	$ 41,745	$ 69,627	$ 39,126	$ 31,293	$ 42,180	$ 20,364	$ 132,963	$ 24,995
Table of Reconciliation from GAAP Net Income (Loss) Attributable to Verint Systems Inc. Common Shares to Non-GAAP Net Income Attributable to Verint Systems Inc. Common Shares										
GAAP net income (loss) attributable to Verint Systems Inc. common shares	1,664	(40,519)	(207,290)	(93,452)	16,372	(1,808)	9,733	(22,271)	2,026	(19,611)
Total GAAP net income (loss) adjustments	18,409	69,593	240,354	150,015	19,492	29,695	29,004	39,155	117,346	41,203
Non-GAAP net income (loss) attributable to Verint Systems Inc. common shares	$ 20,073	$ 29,074	$ 33,064	$ 56,563	$ 35,864	$ 27,887	$ 38,737	$ 16,884	$ 119,372	$ 21,592
Table Comparing GAAP Diluted Net Income (Loss) Per Share Attributable to Verint Systems Inc. to Non-GAAP Net Income Per Share Attributable to Verint Systems Inc.										
GAAP diluted net income (loss) per share attributable to Verint Systems Inc.	$ 0.05	$ (1.26)	$ (6.43)	$ (2.88)	$ 0.47	$ (0.06)	$ 0.29	$ (0.68)	$ 0.06	$ (0.60)
Non-GAAP diluted net income per share attributable to Verint Systems Inc.	$ 0.62	$ 0.88	$ 1.00	$ 1.65	$ 0.93	$ 0.73	$ 0.98	$ 0.47	$ 3.09	$ 0.57
GAAP diluted weighted-average common shares outstanding	32,620	32,156	32,222	32,394	42,151	32,465	33,330	32,517	33,127	32,663

Non-GAAP diluted weighted-average common shares outstanding	32,620	32,979	33,035	42,298	42,151	42,682	43,213	43,551	42,963	43,920