

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**SCHEDULE 13D  
(Amendment No. 8)**

**Under the Securities Exchange Act of 1934**

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**VERINT SYSTEMS INC.**  
(Name of Issuer)

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**Common Stock, par value \$0.001 per share**  
(Title of class of securities)

**92343X100**  
(CUSIP number)

**Shefali A. Shah, Esq.  
Comverse Technology, Inc.  
810 Seventh Avenue  
New York, NY 10019  
(212) 739-1000**

*with a copy to:*

**David E. Zeltner, Esq.  
Milbank, Tweed, Hadley & McCloy LLP  
1 Chase Manhattan Plaza  
New York, New York 10005**  
(Name, address and telephone number of person authorized to receive notices and communications)

**August 30, 2012**  
(Date of event which requires filing of this statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box ☐.

1.	NAME OF REPORTING PERSON:  COMVERSE TECHNOLOGY, INC.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS:  Not applicable	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION:  NEW YORK	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER:  27,277,059*
	8.	SHARED VOTING POWER:  – 0 –
	9.	SOLE DISPOSITIVE POWER:  27,277,059*
	10.	SHARED DISPOSITIVE POWER:  – 0 –
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  27,277,059*	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  53.7%*	
14.	TYPE OF REPORTING PERSON:  CO	

\* Assumes conversion of the Verint Preferred Stock (as defined in Item 5 herein) as of July 31, 2012. The percentage of class is calculated based upon 50,760,254 shares of Verint Common Stock (as defined in Item 5 herein) outstanding, representing 39,772,218 shares of Verint Common Stock outstanding as of July 31, 2012 and approximately 10.99 million shares of Verint Common Stock issuable to the Reporting Person assuming conversion of the Verint Preferred Stock, as reported by the Issuer to the Reporting Person.

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This Amendment No. 8 (this “Amendment”) amends the Schedule 13D filed by Comverse Technology, Inc., a New York corporation (the “Reporting Person”), with the Securities and Exchange Commission (the “Commission”) on June 1, 2007, as amended on July 19, 2010, January 11, 2011, January 14, 2011, May 17, 2011, March 20, 2012, May 30, 2012 and August 13, 2012 (as so amended, the “Schedule 13D”), and is being filed by the Reporting Person with respect to the common stock, par value \$0.001 per share (the “Verint Common Stock”), of Verint Systems Inc., a Delaware corporation (the “Issuer” or “Verint”). Capitalized terms used herein but not defined shall have the meaning attributed to them in the Schedule 13D.

**Item 4. Purpose of Transaction.**

Item 4 is amended and supplemented to add the following paragraphs:

On August 30, 2012, Verint filed with the Secretary of State of the State of Delaware a Certificate of Amendment to the Certificate of Designation, Preferences and Rights of the Series A Convertible Perpetual Preferred Stock (the “Certificate Amendment”). The Certificate Amendment provides that, at the effective time (the “Effective Time”) of the previously disclosed merger (the “Merger”) pursuant to the Agreement and Plan of Merger, dated as of August 12, 2012, among Verint, the Reporting Person, and Victory Acquisition I LLC (the “Merger Agreement”), each issued and outstanding share of Verint’s Series A Convertible Perpetual Preferred Stock (the “Verint Preferred Stock”) that is not held by the Reporting Person will be automatically converted into shares of Verint’s common stock pursuant to the terms of the Certificate Amendment and will cease to accrue any dividends or any other amounts on each such share of Preferred Stock, and such conversion will have been deemed to occur immediately prior to the Effective Time.

The foregoing description of the Certificate Amendment is not complete and such description is qualified in its entirety by reference to the Certificate Amendment, which is filed hereto as Exhibit 1 and incorporated herein by reference.

**Item 5. Interest in Securities of the Issuer.**

Item 5 is amended and supplemented to add the following paragraph:

If the Merger is effected as provided in the Merger Agreement, pursuant to the Certificate of Designation, Preferences and Rights, as amended by the Certificate Amendment, any holder of the Preferred Stock that is not the Reporting Person at the Effective Time will automatically no longer own any shares of Verint Preferred Stock and instead will automatically be the holder of the amount of Verint Common Stock into which such holder’s Verint Preferred Stock is convertible at the Effective Time. The information disclosed in Item 4 above is incorporated herein by reference.

**Item 7. Material to be Filed as Exhibits.**

1. Certificate of Amendment to the Certificate of Designation, Preferences and Rights of the Series A Convertible Perpetual Preferred Stock.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 30, 2012

COMVERSE TECHNOLOGY, INC.

By: /s/ Shefali A. Shah

Name: Shefali A. Shah

Title: Senior Vice President and General Counsel

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## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit Description</u>
1	Certificate of Amendment to the Certificate of Designation, Preferences and Rights of the Series A Convertible Perpetual Preferred Stock.

**CERTIFICATE OF AMENDMENT**  
**TO THE**  
**CERTIFICATE OF DESIGNATION, PREFERENCES AND RIGHTS**  
**OF THE**  
**SERIES A CONVERTIBLE PERPETUAL PREFERRED STOCK**  
**OF**  
**VERINT SYSTEMS INC.**

**(Pursuant to Section 242 of the General Corporation Law of the State of Delaware)**

The undersigned, being the Chief Legal Officer of Verint Systems Inc. (the “Company”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “DGCL”), in accordance with Section 242 of the DGCL, does hereby certify as follows:

FIRST: That a Certificate of Designation, Preferences and Rights of the Series A Convertible Perpetual Preferred Stock was originally filed by the Company with the Secretary of State of the State of Delaware on May 25, 2007 (the “Original Certificate of Designation”).

SECOND: The Board of Directors of the Company, on August 30, 2012, duly adopted resolutions authorizing the amendment of the Original Certificate of Designations to add the following at the end of Section 5 of the Original Certificate of Designation as a new Section 5.8:

“5.8 Mandatory Conversion on Merger Closing. At the Effective Time (as such term is defined in the Agreement and Plan of Merger, dated as of August 12, 2012 (as the same may from time to time be amended, modified or supplemented from time to time in accordance with its terms), among the Company, Comverse Technology, Inc., a New York corporation (“CTI”), and Victory Acquisition I LLC), without any further action by the Company or any holder of any Series A Convertible Preferred Stock, each issued and outstanding share of Series A Convertible Preferred Stock that is not held by CTI will (i) be automatically converted (in accordance with the immediately following sentence) into the number of shares of Common Stock obtained by dividing the Liquidation Price then in effect by the Conversion Price then in effect, and (ii) cease to accrue any dividends or any other amounts on each such share of Series A Convertible Preferred Stock. The mechanics of any such conversion will be as set forth in Section 5.4; *provided, however*, that for purposes of this Section 5.8, the last two sentences of Section 5.4 will be disregarded and any conversion pursuant to this Section 5.8 will be deemed to have been made immediately prior to the Effective Time, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock at such Effective Time.”

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THIRD: By written consent of the holders representing all of the outstanding shares of Series A Convertible Perpetual Preferred Stock in accordance with Section 228 of the DGCL, said amendment has been duly approved and authorized in accordance with Section 242 of the DGCL.

[The remainder of this page is intentionally left blank.]

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IN WITNESS WHEREOF, Verint Systems Inc. has caused this Certificate of Amendment to the Certificate of Designation, Preferences and Rights to be signed by Peter Fante, Chief Legal Officer, and attested by Jonathan Kohl, General Counsel, Corporate and Securities, and Corporate Secretary, as of August 30, 2012.

By: /s/ Peter Fante  
Name: Peter Fante  
Title: Chief Legal Officer

ATTESTED:

By: /s/ Jonathan Kohl  
Name: Jonathan Kohl  
Title: General Counsel, Corporate and Securities, and  
Corporate Secretary

**[SIGNATURE PAGE FOR AMENDMENT TO CERTIFICATE OF DESIGNATION]**