

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

VERINT SYSTEMS INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



Board of Directors

We believe that each nominee brings strong skills and extensive experience to the Board, including in sales and marketing, M&A, business and cloud transformations, cyber security, public company accounting and operations, technology leadership, and customer preferences and perspectives. We are confident in the Board's ability to exercise its oversight responsibilities, drive the Company's strategy, and create stockholder value.

Stockholders as of the close of business on May 7, 2019 are urged to vote **FOR** all eight of Verint's nominees on the **WHITE** proxy card.

Board of Directors



Dan Bodner **Chief Executive Officer and Chairman of the Board**

Dan Bodner serves as our Chief Executive Officer and Chairman of the Board. Mr. Bodner has served as our President and/or Chief Executive Officer and as a director since the founding of the Company in 1994 and assumed the role of Chairman of the Board in August 2017. Under his leadership and his vision of Actionable Intelligence software, we experienced rapid growth and, in 2002, with over \$100 million of revenue, we completed a successful IPO. Following the IPO, we continued to expand our portfolio of Actionable Intelligence solutions for the enterprise and security markets, achieving significant scale and global presence with over \$1 billion of revenue. The Board has concluded that Mr. Bodner's position as our Chief Executive Officer, his intimate knowledge of our operations, assets, customers, growth strategies, and competitors, his knowledge of the technology, software, and security industries, and his extensive management experience give him the qualifications and skills to serve as a director and our chairman.



John Egan **Lead Independent Director**

John Egan has served as a director since August 2012, and as Lead Independent Director since August 2017. Mr. Egan is a founding managing partner of Egan-Managed Capital and has served as a managing partner of Carruth Associates, a financial services firm, since 1998. From 1986 to 1997, Mr. Egan held various executive roles at EMC Corporation, including serving as executive vice president of operations, executive vice president of products and offerings, and executive vice president of sales and marketing. Mr. Egan has served as a director of NetScout since 2001, where he is currently lead director, a member of the audit committee, a member of the finance committee and chairman of the nominating and governance committee, and Progress Software Corporation since 2011, where he is currently the non-executive chairman of the board and a member of the audit committee. Previously, he was a director of EMC Corporation and VMWare, prior to EMC being acquired by Dell in 2016. The Board has concluded that Mr. Egan's financial and business expertise, including a diversified background of managing and serving as a director of several public technology companies and expertise in mergers and acquisitions, gives him the qualifications and skills to serve as a director.



Stephen Gold
Director

Stephen Gold has served as a director since August 2018. Mr. Gold has served as Chief Technology Officer and Digital Operations Officer for Hudson's Bay Company since May 2018 and previously served as Chief Information Officer of CVS Health Corporation from July 2012 to December 2017. In addition to his extensive management experience, Mr. Gold has served since September 2017 as a director and member of the Governance and the Technology and Operations Committees of World Fuel Service Corporation. The Board has concluded that Mr. Gold's management experience, including serving as Chief Information Officer for both public and private companies and his experience with data analytics and the cloud, gives him the qualification and skills to serve as director.



Penelope Herscher
Director

Penelope Herscher has served as a director since April 2017. She has over 15 years of experience as a high-tech CEO and over 10 years serving on public company boards. She currently sits on the board of Lumentum Operations LLC, where she is chair of the compensation committee and a member of the governance committee, PROS Holdings, Inc., a cloud software provider, and Faurecia, an automotive supplier of cockpits and technology. Previously she served as a director of Rambus Inc., where she was the chair of the compensation committee from July 2006 to July 2017.

From 2015 until 2017, Ms. Herscher served as the executive chairman at FirstRain, Inc., a privately held company in the unstructured data analytics space, where she was President & CEO until 2015. Prior to FirstRain, Ms. Herscher held senior executive positions at a number of software and technology companies, including Cadence Design Systems, Inc. and Simplex Solutions, Inc. The Board has concluded that Ms. Herscher's financial and business expertise, including her diversified background of managing technology companies, serving as a chief executive officer, and serving as a director of public technology companies, give her the qualifications and skills to serve as a director.



William Kurtz
Director

William Kurtz has served as a director since September 2016. Until his retirement in January 2019, Mr. Kurtz served as Executive Vice President and Chief Commercial Officer of Bloom Energy Corporation (“Bloom”) where he held such position beginning in 2015, and served prior to that, as the company’s CFO and CCO beginning in 2008. Mr. Kurtz currently serves as a strategic advisor to Bloom. Prior to 2008, he held CFO or other senior finance roles for Novellus Systems (now Lam Research), Engenio Information Technologies, 3PARdata (now part of Hewlett Packard Enterprise), Scient Corporation, and AT&T Corporation. Mr. Kurtz previously served as the chairman of the audit committees of Violin Memory, of PMC-Sierra (now part of Microsemi Corporation), and of Redback Networks (now part of Ericsson). The Board has concluded that Mr. Kurtz’s financial and business expertise, including his prior service as the chief financial officer of public companies and his service on the audit committees of several companies, give him the qualifications and skills to serve as a director.



Richard Nottenburg
Director

Richard Nottenburg has served as a director since February 2013, having previously served as a director from July 2011 to November 2011. Dr. Nottenburg is currently an Executive Partner at OceanSoundPartners LP, a private equity firm, and an investor in various early stage technology companies. Previously, Dr. Nottenburg served as President and Chief Executive Officer and a member of the board of directors of Sonus Networks, Inc. from 2008 through 2010. From 2004 until 2008, Dr. Nottenburg was an officer with Motorola, Inc., ultimately serving as its Executive Vice President, Chief Strategy Officer and Chief Technology Officer. Dr. Nottenburg is currently a member of the board of directors of Sequans Communications S.A., where he serves as a member of the compensation committee and the audit committee. He previously, served on the boards of directors of PMC-Sierra Inc., Aeroflex Holding Corp., Anaren, Inc., Comverse Technology, Inc. and Violin Memory, Inc. The Board has concluded that Dr. Nottenburg’s financial and business expertise, including his diversified background of managing technology companies, serving as a chief executive officer, and serving as a director of public technology companies, give him the qualifications and skills to serve as a director.



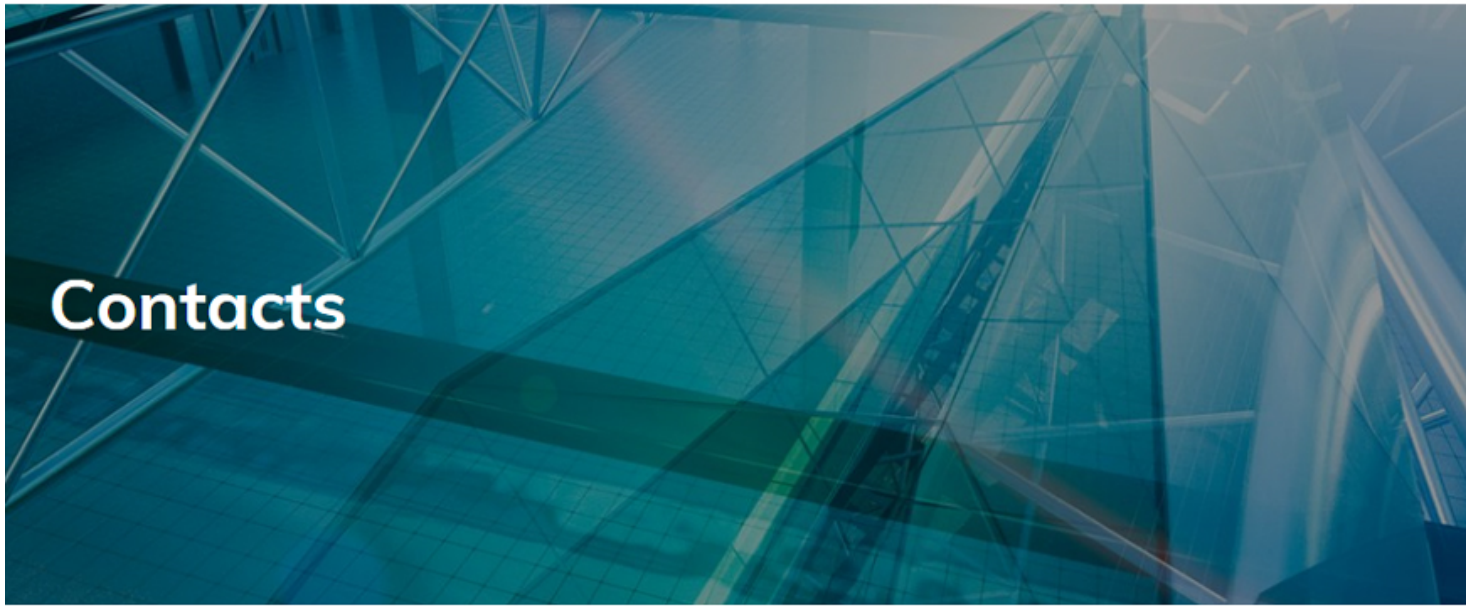
Howard Safir
Director

Howard Safir has served as a director since 2002. Since 2010, Mr. Safir has served as Chairman and Chief Executive Officer of VRI Technologies LLC, a security consulting and law enforcement integrator. Previously, Mr. Safir served as the Chairman and Chief Executive Officer of SafirRosetti, a provider of security and investigation services and a wholly owned subsidiary of Global Options Group Inc., as well as the Vice Chairman of Global Options Group Inc. and the Chief Executive Officer of Bode Technology, another wholly owned subsidiary of Global Options Group Inc. Mr. Safir currently serves as a director of Citius, a developer of pharmaceutical products, and LexisNexis Special Services, Inc., a leading provider of information and technology solutions to governments, and previously served as a director of Implant Sciences Corporation. During his career, Mr. Safir served as the 39th Police Commissioner of the City of New York, as Associate Director for Operations, U.S. Marshals Service, and as Assistant Director of the Drug Enforcement Administration. Mr. Safir was awarded the Ellis Island Medal of Honor among other citations and awards. The Board has concluded that Mr. Safir's extensive law enforcement background and his financial and business expertise, including a diversified background of managing and serving as a director of public technology and security-based companies and serving as a chief executive officer, give him the qualifications and skills to serve as a director.



Earl Shanks
Director

Earl Shanks has served as a director since July 2012. Since March 2017, Mr. Shanks has served as a director of Gaming & Leisure Properties, Inc. Mr. Shanks served as the Chief Financial Officer of Essendant Inc., a leading supplier of workplace essentials, from November 2015 until May 2017. Previously, Mr. Shanks served as the Chief Financial Officer at Convergys Corporation, a global leader in relationship management solutions and a major provider of outsourced business services, and held various financial leadership roles with NCR Corporation, ultimately serving as the Chief Financial Officer. The Board has concluded that Mr. Shanks' financial and business expertise, including his deep financial expertise serving as a chief financial officer of a public company, give him the qualifications and skills to serve as a director.



Contacts

Investor Relations

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A Board-Led Strategy Creating Results and Driving Growth

Verint (Nasdaq: VRNT) on May 8, 2019 filed its definitive proxy materials with the U.S. Securities and Exchange Commission in connection with its upcoming Annual Meeting of Stockholders to be held on June 20, 2019, at 8:30 a.m. Eastern Time. Stockholders of record as of May 7, 2019 will be entitled to vote at the meeting and are urged to vote **FOR** all eight of Verint's nominees on the **WHITE** proxy card.

Vote **FOR** Verint's highly qualified Board of Directors by voting the **WHITE** proxy card

[HOW TO VOTE](#)

Verint has significant momentum with accelerating revenue growth and double-digit earnings growth. The Board's eight director nominees are highly-qualified and have the skills, knowledge, and relevant experience to oversee the continued successful execution of the Company's strategy and to represent the best interests of every Verint stockholder.

We believe our strong financial results and our strong Total Stockholder Return ("TSR") performance since the adoption of this strategy demonstrates the strength of our current Board.

Total Stockholder Returns through May 7, 2019 ¹ Verint Outperformed Indices for Last 1, 2 and 3 Years			
	1 Year	2 Year	3 Year
VRNT	49.5%	57.8%	90.1%
NASDAQ	10.8%	33.4%	73.8%
Russell 2000	1.6%	16.3%	47.9%
S&P 500	10.1%	25.1%	48.9%

¹ The day prior to the filing of Verint's definitive proxy statement.

The Accelerating Revenue Growth chart illustrates our strong business momentum and revenue acceleration from fiscal year 2017 to fiscal year 2020 (the current year ending January 31, 2020).



If you have any questions, please contact Innisfree M&A Incorporated, our proxy solicitor assisting us in connection with the 2019 Annual Meeting of Stockholders. Stockholders may call toll free at (877) 750-9496. Banks and brokers may call collect at (212) 750-5833.



You may receive multiple mailings of proxy materials from both Verint and Neuberger Berman over the coming weeks, as is normal in a proxy contest.

Why so many materials? Because shareholders can vote more than once—but **only your latest-date proxy will count**. Therefore each side hopes to persuade you to change your vote.

Even though the quantity of proxy material may seem daunting, voting is very easy. **Please just sort through the materials to find the WHITE proxy cards/voting instruction forms.** They will clearly say "WHITE" and "Verint" on them. We urge you to vote just the WHITE proxy cards/voting instruction forms and simply discard any voting material you receive from Neuberger Berman.

Once you have identified the WHITE proxy cards or voting instruction forms, voting can be done quickly:

You can simply sign, date and return the proxy card/voting instruction form by mail in the envelope provided.

OR, even easier, you can vote by phone or by Internet:

- Just locate the Control Number on the proxy card or voting instruction form and have it handy when you access the telephone number or website indicated on your proxy card/voting instruction form.
- Follow the simple prompts provided on the phone or website.

Remember that if you hold your shares through more than one account, you will receive a proxy card or voting instruction form for each account. **It is very important that you vote with respect to each account you own.**

If you have questions about how to vote your shares, please contact the firm assisting us with the solicitation:

INNISFREE M&A INCORPORATED
Toll-Free at (877) 750-9496 (from the U.S. and Canada)
or
(412) 232-3651 (from other locations)

Thank you for your support!

Important Additional Information

Important Additional Information and Where to Find It

Verint has filed a definitive proxy statement on Schedule 14A and form of associated WHITE Proxy Card with the Securities and Exchange Commission ("SEC") in connection with the solicitation of proxies for its 2019 Annual Meeting (the "Definitive Proxy Statement"). Verint, its directors and certain of its executive officers will be participants in the solicitation of proxies from shareholders in respect of the 2019 Annual Meeting. Information regarding the names of Verint's directors and executive officers and their respective interests in Verint by security holdings or otherwise is set forth in the Definitive Proxy Statement. Details concerning the nominees of Verint's Board of Directors for election at the 2019 Annual Meeting are included in the Definitive Proxy Statement. **BEFORE MAKING ANY VOTING DECISION, INVESTORS AND STOCKHOLDERS OF THE COMPANY ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH OR FURNISHED TO THE SEC, INCLUDING VERINT'S DEFINITIVE PROXY STATEMENT AND ANY SUPPLEMENTS THERETO AND ACCOMPANYING WHITE PROXY CARD, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** Stockholders will be able to obtain a free copy of the Definitive Proxy Statement and of these other documents through the website maintained by the SEC at <http://www.sec.gov> and through the website maintained by Verint at <http://www.verint.com/investor-relations> as soon as reasonably practicable after such materials are electronically filed with, or furnished to, the SEC.

Forward-Looking Statements

This website 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 risks, uncertainties and assumptions, any of which could cause actual results to differ materially from those expressed in or implied by the forward-looking statements. For a detailed discussion of these risk factors, see our Annual Report on Form 10-K for the fiscal year ended January 31, 2019, and other filings we make with the SEC. The forward-looking statements contained in this website are made based on Verint's intent, belief, expectations and estimates as of the respective dates the forward-looking statements were made and, except as required by law, Verint assumes no obligation to update or revise them or to provide reasons why actual results may differ.

Disclaimer

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Agree

I have read and agree to the terms of this website.



Press Releases

- 05/08/2019 [Verint Files Definitive Proxy Materials, Sends Letter to Stockholders](#)
- 05/06/2019 [Verint Announces Preliminary Q1 Revenue Above Guidance](#)
- 04/09/2019 [Verint Files Preliminary Proxy in Response to Neuberger Berman's Nomination of Three Directors](#)



SEC Filings

05/08/2019 [FORM DEFA14A – Additional Proxy Soliciting Materials](#)

05/08/2019 [FORM DEFA14A – Additional Proxy Soliciting Materials](#)

05/08/2019 [FORM DEFC14A – Definitive Proxy Statement](#)



Stockholder Letters

05/08/2019 [Letter to Stockholders](#)

04/09/2019 [Letter from Verint Chairman](#)