

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 September 7, 2004
(Date of Earliest Event Reported)

VERINT SYSTEMS INC.

(Exact name of registrant as specified in its charter)

Commission File No. 0-15502

Delaware

11-3200514

(State of Incorporation)

(I.R.S. 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

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))

Item 8.01 Other Events

On September 7, 2004, Verint Systems Inc. announced that it had, through a subsidiary, acquired all of the outstanding stock of RP Sicherheitssysteme GmbH ("RP"), a company in the business of developing and selling mobile digital video security solutions for transportation applications. The Company paid approximately \$9,000,000 in cash and 90,144 shares of the Company's common stock for RP. In addition, the shareholders of RP will be entitled to receive earn-out payments over three years based on the Company's worldwide sales, profitability and backlog of mobile video products in the transportation market during that period. A copy of the press release dated September 7, 2004, issued by Verint Systems Inc., relating to this acquisition is attached as an exhibit hereto and is incorporated by reference herein.

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Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Verint Systems Inc., dated September 7, 2004.

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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.

By: /s/Igal Nissim

Name: Igal Nissim
Title: Chief Financial Officer

Dated: September 7, 2004

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Text of Press Release dated September 7, 2004

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Press Release

Contacts

Industry Information

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**Verint Systems Extends Networked Video Security Solution
with Acquisition of RP Security**

*Acquisition Provides Verint with Additional Capabilities
for the Mobile Transportation Security Market*

MELVILLE, N.Y., September 7, 2004 – Verint Systems Inc. (NASDAQ: VRNT), a leading provider of analytical software-based solutions for communications interception, networked video security and business intelligence, today announced the acquisition of privately-held, RP Sicherheitssysteme GmbH (“RP Security”), a developer of mobile video security technology for the transportation market. RP Security, headquartered in Flensburg, Germany, was founded in 1999 and has approximately 50 employees.

RP Security’s technology has been developed specifically for the mobile transportation security market and includes DSP-based mobile devices, video processing technology and fleet video management software. The acquisition extends the capabilities of Verint’s Networked Video Solution to further address the growing need for better security of transportation infrastructure, such as railways, buses and other mass transit systems, as well as emergency vehicles. The acquisition also strengthens Verint’s presence in Europe.

“The acquisition of RP Security reinforces our strategy of acquiring companies with complementary technologies to broaden our portfolio of solutions,” said Dan Bodner, President and CEO of Verint Systems. “RP Security’s technology strengthens our video offering for the mobile transportation market and provides our customers with an effective solution to improve the security of their mobile infrastructure and enhance public safety.”

Verint Systems has acquired RP Security for approximately \$9 million cash and 90,144 shares of Verint Common stock at closing and an earn-out over three years based on the sales and profitability of mobile video products in the transportation market during that period. The acquisition is expected to be non-dilutive to pro forma EPS in Fiscal 2004.

**Verint Systems Extends Networked Video Solution
with Acquisition of RP Security**

September 7, 2004

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About Verint Systems Inc.

Verint Systems Inc., headquartered in Melville, New York, is a leading provider of analytic software-based solutions for communications interception, networked video security and surveillance, and 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 risks, uncertainties and other important factors that could cause actual results to differ materially include, among others: 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 and RP Security 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; aggressive competition may force Verint to reduce prices; 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; inability to expand gross margin by reducing hardware in its product offerings; 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. 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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