

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>BODNER DAN</u> (Last) (First) (Middle) <u>175 BROADHOLLOW ROAD</u> (Street) <u>MELVILLE NY 11747</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VERINT SYSTEMS INC [VRNT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman & CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/09/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/09/2021		S		11,975 ⁽¹⁾	D	\$45.91 ⁽²⁾⁽³⁾	902,774	D	
Common Stock	04/09/2021		A		54,261 ⁽⁴⁾	A	\$0	957,035	D	
Common Stock	04/12/2021		S		43,098 ⁽⁵⁾	D	\$45.94 ⁽³⁾⁽⁶⁾	913,937	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					

Explanation of Responses:

- Amount sold to satisfy applicable tax withholding resulting from the vesting of previously reported restricted stock units vested on April 8, 2021.
- Represents the weighted average price for sales of the shares. The shares were sold at prices ranging from \$45.54 per share to \$46.63 per share.
- The reporting person will provide to the Securities and Exchange Commission staff, the issuer, or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.
- Represents the earned portion of the last 1/3 of a previously-granted PSU award for which the time and performance conditions for vesting were satisfied on April 9, 2021 based on the Company's level of achievement of specified performance goals for the period from February 1, 2018 through January 31, 2021 and the filing of the Company's Annual Report on Form 10-K for FYE 2021. Because this award was unvested at the time of the spin-off of Cognyte Software Ltd. by the Issuer on February 1, 2021, the number of shares underlying the award has been adjusted per the terms of the Employee Matters Agreement entered into in connection with the Company's separation transaction.
- Amount sold to satisfy applicable tax withholding resulting from the vesting of restricted stock units on April 9, 2021, including those reported on row 2 of Table 1 of this Form 4.
- Represents the weighted average price for sales of the shares. The shares were sold at prices ranging from \$45.27 per share to \$46.31 per share.

Remarks:

/s/ Peter D. Fante, as
Attorney-in-Fact for Dan 04/13/2021
Bodner

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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