

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

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 10, 2020**

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**Verint Systems Inc**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34807**  
(Commission File Number)

**11-3200514**  
(I.R.S. Employer  
Identification No.)

**175 Broadhollow Road  
Melville, New York 11747**

(Address of principal executive offices, and zip code)

**(631) 962-9600**

(Registrant's telephone number, including area code)

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))

**Securities registered pursuant to Section 12(b) of the Act:**

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$.001 par value per share	VRNT	The NASDAQ Stock Market, LLC (NASDAQ Global Select Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On December 8, 2020, Verint Systems Inc. (the “Company”) amended the First Amended and Restated Certificate of Designation, Preferences, and Rights of the Series A Convertible Perpetual Preferred Stock relating to the Company’s Series A Convertible Perpetual Preferred Stock, par value \$0.001 per share (the “Series A Preferred Stock”), by filing a Certificate of Amendment (the “Certificate of Amendment”) with the Secretary of State of the State of Delaware. The amendment, which was effective upon filing of the Certificate of Amendment, changed the beginning of the measurement period for determining the adjustment to the conversion price of the Series A Preferred Stock following consummation of the previously announced spin-off of the Company’s Cyber Intelligence Solutions business (the “Spin-Off”). As amended, the measurement period will begin on the business day following the date the Spin-Off is consummated instead of the date on which the right to receive the distributions of shares of the company holding the Cyber Intelligence Solutions business no longer attaches to the Company’s common stock.

A copy of the Certificate of Amendment is attached to this Current Report on Form 10-Q as Exhibit 3.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">3.1</a>	<a href="#">Certificate of Amendment to First Amended and Restated Certificate of Designation, Preferences, and Rights of the Series A Convertible Perpetual Preferred Stock</a>
104	Cover Page Interactive Data File (embedded within XBRL document)

**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:** December 10, 2020

**By:** /s/ Peter Fante

**Name:** Peter Fante

**Title:** Chief Administrative Officer

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

The undersigned, being the Chief Administrative Officer of Verint Systems Inc., a Delaware corporation (the "Company"), does hereby certify as follows:

FIRST: The Amended and Restated Certificate of Incorporation of the Company initially authorized the issuance of up to 2,500,000 shares and currently authorizes the issuance of up to 2,207,000 shares of preferred stock, par value \$0.001 per share, of the Company ("Preferred Stock") in one or more series, of which 293,000 shares have been previously issued and subsequently cancelled and are no longer outstanding or available for issuance, and expressly authorizes the Board of Directors of the Company (the "Board"), subject to limitations prescribed by law, to provide, out of the unissued shares of Preferred Stock, for multiple series of Preferred Stock, and, with respect to each such series, to establish and fix the number of shares to be included in any series of Preferred Stock and the designation, rights, preferences, powers, restrictions and limitations of the shares of such series.

SECOND: 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"), which Original Certificate of Designation was amended pursuant to the Certificate of Amendment to the Certificate of Designation, Preferences and Rights of the Series A Convertible Perpetual Preferred Stock filed by the Company with the Secretary of State of the State of Delaware on August 30, 2012, as further amended by the First Amended and Restated Certificate of Designation, Preferences, and Rights of the Series A Convertible Perpetual Preferred Stock filed by the Company with the Secretary of State of the State of Delaware on May 7, 2020 (as amended, the "Existing Certificate of Designation"), designating the rights, preferences, powers, restrictions and limitations of the Series A Convertible Perpetual Preferred Stock (the "Series A Convertible Perpetual Preferred Stock").

THIRD: That 200,000 shares of Series A Convertible Perpetual Preferred Stock are currently issued and outstanding.

FOURTH: That the Board, on December 7, 2020, duly adopted resolutions authorizing the amendment of the Existing Certificate of Designation.

FIFTH: 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 General Corporation Law of the State of Delaware (the "DGCL"), said amendment has been duly approved and authorized in accordance with Section 242 of the DGCL.

NOW, THEREFORE, BE IT RESOLVED, that the Existing Certificate of Designation is hereby amended as follows:

(i) The definition of CIS Spin-Off Transaction Adjustment Date is hereby amended and restated in its entirety as follows:

**“CIS Spin-Off Transaction Adjustment Date”** means the tenth (10th) Trading Day following, and including, the Trading Day immediately following the Business Day on which the CIS Spin-Off Transaction is consummated.

(ii) The definition of FMV is hereby amended and restated in its entirety as follows:

**“FMV”** means the average of the Daily VWAP of a CIS Spin-Off Transaction Share over the 10 Trading Days immediately following, and including, the Trading Day immediately following the Business Day on which the CIS Spin-Off Transaction is consummated.

(iii) The definition of MPo is hereby amended and restated in its entirety as follows:

**“MPo”** means the average of the Daily VWAP of the Common Stock over the ten (10) consecutive Trading Days immediately following, but including, the Trading Day immediately following the Business Day on which the CIS Spin-Off Transaction is consummated.

(iv) The definition of Ex-Dividend Date is hereby deleted in its entirety.

[The remainder of this page is intentionally left blank]

IN WITNESS WHEREOF, Verint Systems Inc. has caused this Certificate of Amendment to the First Amended and Restated Certificate of Designation, Preferences and Rights to be signed by Peter Fante, Chief Administrative Officer, and attested by Jonathan Kohl, General Counsel and Corporate Secretary, as of December 8, 2020.

By: /s/ Peter Fante

Name: Peter Fante

Title: Chief Administrative Officer

ATTESTED:

By: /s/ Jonathan Kohl

Name: Jonathan Kohl

Title: General Counsel and  
Corporate Secretary

[Signature Page for Amendment to Certificate of Designation]