

BODNER DAN  
Form 4  
April 16, 2019

**FORM 4**

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BODNER DAN

(Last) (First) (Middle)

175 BROADHOLLOW ROAD

(Street)

MELVILLE, NY 11747

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
VERINT SYSTEMS INC [VRNT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/12/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D) (2) (3)		
Common Stock	04/12/2019		S		11,484 (1)	D	\$ 63.2 (2) (3) 652,131
Common Stock	04/12/2019		S		7,499 (1)	D	\$ 63.2 (2) (3) 644,632
Common Stock	04/12/2019		S		11,114 (1)	D	\$ 63.2 (2) (3) 633,518
Common Stock	04/12/2019		A		68,992 (4)	A	\$ 0 702,510
Common Stock	04/15/2019		S		34,531 (5)	D	\$ 62.46 (2) (6) 667,979

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Common Stock      04/15/2019      S      14,014<sub>(1)</sub>      D      \$ 62.46<sub>(2)</sub>      653,965      D      (6)

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

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**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BODNER DAN 175 BROADHOLLOW ROAD MELVILLE, NY 11747	X		Chairman & CEO	

## Signatures

/s/ Peter D. Fante, as Attorney-in-Fact for Dan Bodner      04/16/2019

\_\_Signature of Reporting Person      Date

## Explanation of Responses:

- \* 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).
- (1) Amount sold to satisfy applicable tax withholding resulting from the vesting of previously disclosed restricted stock units.
- (2) 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 purchased or sold at each separate price.

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- (3) Represents the weighted average price for sales of the shares. The shares were sold at prices ranging from \$62.86 per share to \$63.65 per share.

- (4) Represents the earned portion of the award, for which the performance conditions for vesting were satisfied on April 12, 2019 based on the Company's level of achievement of specified performance goals for the period from February 1, 2017 through January 31, 2019 and the filing of the Company's Annual Report on Form 10-K for FYE 2019.

- (5) Amount sold to satisfy applicable tax withholding resulting from the vesting of the restricted stock units on line 4 of Table 1.

- (6) Represents the weighted average price for sales of the shares. The shares were sold at prices ranging from \$61.80 per share to \$63.89 per share.

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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