

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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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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | Code | V | Amount or Price (A) or (D) (Instr. 3, 4 and 5) | | |
| 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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- (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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