

FANTE PETER
Form 4
April 16, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FANTE PETER

(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
____X____ Officer (give title below) ____ Other (specify below)

Chief Administrative Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/12/2019		S	(A) or (D) Amount 1,645 (1) Price \$ 63.2 (2) (3)	30,751	D	
Common Stock	04/12/2019		S	(A) or (D) Amount 893 (1) Price \$ 63.2 (2) (3)	29,858	D	
Common Stock	04/12/2019		S	(A) or (D) Amount 1,721 (1) Price \$ 63.2 (2) (3)	28,137	D	
Common Stock	04/12/2019		A	(A) or (D) Amount 12,320 (4) Price \$ 0	40,457	D	
Common Stock	04/15/2019		S	(A) or (D) Amount 12,320 (5) Price \$ 62.47 (2) (6)	28,137	D	

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Common Stock	04/15/2019	S	5,000 (7)	D	\$ 62.47 (2) (6)	23,137	D
Common Stock	04/15/2019	S	8,136	D	\$ 62.25 (2) (8)	15,001	D

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

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(9-02)

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
FANTE PETER 175 BROADHOLLOW ROAD MELVILLE, NY 11747	Director 10% Owner Officer Other Chief Administrative Officer

Signatures

/s/ Peter D.
Fante 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 delivery 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.
- (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.
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.
- (4) A portion of this sale includes amounts sold to satisfy applicable tax withholding resulting from the delivery of the restricted stock units disclosed on line 4 of Table 1 of this Form.
- (5) 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.
- (6) A portion of this sale includes amounts sold to satisfy applicable tax withholding resulting from the delivery of previously vested restricted stock units.
- (7) Represents the weighted average price for sales of the shares. The shares were sold at prices ranging from \$62.24 per share to \$62.31 per share.
- (8)

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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