

FANTE PETER
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 *
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
 Officer (give title below) Other (specify below)

Chief Administrative Officer

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) | | |
| Common Stock | 04/12/2019 | | S | | 1,645 (1) | D | \$ 63.2 (2) (3) 30,751 |
| Common Stock | 04/12/2019 | | S | | 893 (1) | D | \$ 63.2 (2) (3) 29,858 |
| Common Stock | 04/12/2019 | | S | | 1,721 (1) | D | \$ 63.2 (2) (3) 28,137 |
| Common Stock | 04/12/2019 | | A | | 12,320 (4) | A | \$ 0 40,457 |
| Common Stock | 04/15/2019 | | S | | 12,320 (5) | D | \$ 62.47 (2) (6) 28,137 |

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| | | | | | | | | |
|--------------|------------|--|---|---------------------|---|--------------------------------------|--------|---|
| Common Stock | 04/15/2019 | | S | 5,000 <u>(7)</u> | D | \$ 62.47 <u>(2)</u> <u>(6)</u> | 23,137 | D |
| Common Stock | 04/15/2019 | | S | 8,136 | D | \$ 62.25 <u>(2)</u> <u>(8)</u> | 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. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FANTE PETER 175 BROADHOLLOW ROAD MELVILLE, NY 11747 | | | 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.
- (5) 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.
- (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.
- (7) A portion of this sale includes amounts sold to satisfy applicable tax withholding resulting from the delivery of previously vested restricted stock units.
- (8) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.