

VERINT SYSTEMS INC  
Form S-8 POS  
August 23, 2010

As filed with the Securities and Exchange Commission on August 23, 2010

Registration No. 333-168000

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

**POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

**VERINT SYSTEMS INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or  
organization)

**11-3200514**

(I.R.S. Employer Identification No.)

**330 South Service Road, Melville, New York**  
(Address of Principal Executive Offices)

**11747**

(Zip Code)

**VERINT SYSTEMS INC. STOCK INCENTIVE COMPENSATION PLAN  
VERINT SYSTEMS INC. 2004 STOCK INCENTIVE COMPENSATION PLAN  
WITNESS SYSTEMS, INC. AMENDED AND RESTATED STOCK INCENTIVE PLAN**

(Full title of the plan)

**Peter Fante**

**Chief Legal Officer**

**Verint Systems Inc.**

**330 South Service Road**

**Melville, New York 11747**

(Name and address of agent for service)

**(631) 962-9600**

(Telephone number, including area code, of agent for service)

***With copies to:***

**Randi C. Lesnick, Esq.**

**Jones Day**

**222 East 41<sup>st</sup> Street**

**New York, New York 10017**

**(212) 326-3939**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller  
reporting company)

Smaller reporting company

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**EXPLANATORY STATEMENT**

Verint Systems Inc. (the Registrant ) is filing this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 to deregister certain securities originally registered by the Registrant pursuant to its Registration Statement on Form S-8 filed with the Securities and Exchange Commission on July 7, 2010, File No. 333-168000, with respect to shares of the Registrant s common stock, par value \$0.001 per share (the Common Stock ), thereby registered for offer or sale. The Registrant determined that it was desirable to include the securities initially covered by this registration statement with the securities that are being registered on a Registration Statement on Form S-8 that was filed contemporaneously herewith. This Post-Effective Amendment No. 1 to this Registration Statement on Form S-8 hereby deregisters all shares of Common Stock that remain unsold pursuant to this registration statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Melville, State of New York, on this 23rd day of August, 2010.

VERINT SYSTEMS INC.

By: /s/ Dan Bodner  
Dan Bodner  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

/s/ Dan Bodner August 23, 2010  
Dan Bodner, Chief Executive Officer  
and President; Director of Verint Systems Inc.  
(Principal Executive Officer)

/s/ Douglas E. Robinson August 23, 2010  
Douglas E. Robinson, Chief Financial Officer  
of Verint Systems Inc.  
(Principal Financial Officer and Principal Accounting Officer)

/s/ Paul D. Baker August 23, 2010  
Paul D. Baker, Director of Verint Systems Inc.

/s/ John Bunyan August 23, 2010  
John Bunyan, Director of Verint Systems Inc.

/s/ Andre Dahan August 23, 2010  
Andre Dahan, Chairman of the Board of Directors of Verint  
Systems Inc.

/s/ Victor A. DeMarines August 23, 2010  
Victor A. DeMarines, Director of Verint Systems Inc.

/s/ Kenneth A. Minihan August 23, 2010  
Kenneth A. Minihan, Director of Verint Systems Inc.

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/s/ Larry Myers August 23, 2010  
Larry Myers, Director of Verint Systems Inc.

/s/ Howard Safir August 23, 2010  
Howard Safir, Director of Verint Systems Inc.

/s/ Shefali Shah August 23, 2010  
Shefali Shah, Director of Verint Systems Inc.

/s/ Stephen M. Swad August 23, 2010  
Stephen M. Swad, Director of Verint Systems Inc.

/s/ Lauren Wright August 23, 2010  
Lauren Wright, Director of Verint Systems Inc.