

VERINT SYSTEMS INC
Form 8-K
March 31, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 31, 2004

Verint Systems Inc.

(exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

000-49790
(Commission

File Number)

11-3200514
(IRS Employer

Identification No.)

330 South Service Road, Melville, New York
(Address of principal executive offices)

11747-3201
(zip code)

Registrant's Telephone Number, including Area Code: (631) 962-9600

N/A

(Former name or former address, if changed since last report)

Item 5. Other Events and Required FD Disclosure

On March 31, 2004, the Registrant announced the completion of its acquisition of ECtel's communications interception business for \$35 million in cash. A copy of the press release dated March 31, 2004 issued by the Registrant relating to this acquisition is attached as an exhibit hereto and is incorporated by reference herein. A copy of the Asset Purchase Agreement between Verint Systems Ltd. and ECtel Ltd. is attached as an exhibit hereto and is incorporated by reference herein.

Certain of the matters discussed in this Report are forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that are subject to risks and uncertainties. There can be no assurances that forward-looking statements will be achieved, and actual results could differ materially from forecasts and estimates. Important factors that could cause actual results to differ materially include: changes in the demand for Registrant's products; further decline in information technology spending; risks associated with acquiring and integrating the assets and business acquired from ECtel Ltd. including products and technologies, as well as retaining key employees and customers, which could result in a substantial diversion of management resources, the incurrence of contingent liabilities, amortization of certain identifiable intangible assets, research and development write-offs and other acquisition-related expenses; the uncertainty of customer acceptance of Registrant's products; Registrant's lengthy and variable sales cycle makes it difficult to predict operating results; dependence on contracts with governments for a significant portion of Registrant's revenues; markets for Registrant's products failing to develop; risks that Registrant's intellectual property rights may not be adequate to protect its business; risks associated with rapidly changing technology and the ability of Registrant to introduce new products on a timely and cost-effective basis; inability to maintain relationships with value added resellers and systems integrators; risks associated with Registrant's ability to retain existing personnel and recruit and retain qualified personnel; risks associated with changes in the competitive or regulatory environment in which Registrant operates; risks associated with significant foreign operations, including fluctuations in foreign currency exchange rates; risks associated with Comverse Technology, Inc. controlling Registrant's business and affairs; and other risks described in filings with the Securities and Exchange Commission. These risks and uncertainties, as well as others, are discussed in greater detail in the filings of Registrant with the Securities and Exchange Commission. All documents are available through the SEC's Electronic Data Gathering Analysis and Retrieval system (EDGAR) at www.sec.gov or from Registrant's website at www.verint.com. Registrant makes no commitment to revise or update any forward-looking statements.

Item 7. Financial Statements and Exhibits

(c) *Exhibits.*

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 2.01 | Asset Purchase Agreement between Verint Systems Ltd. and ECtel Ltd. dated as of February 9, 2004. |
| 99 | Press release announcing the completion of the acquisition of certain assets, dated March 31, 2004. |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VERINT SYSTEMS INC.
(Registrant)

Dated: March 31, 2004

By: /s/ Igal Nissim

Name: Igal Nissim
Title: Chief Financial Officer

INDEX TO EXHIBITS

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