

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 62583 / July 28, 2010**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-13802**

**In the Matter of**

**Verint Systems Inc.,**

**Respondent.**

**ORDER MAKING FINDINGS AND  
DISMISSING ADMINISTRATIVE  
PROCEEDING INSTITUTED PURSUANT TO  
SECTION 12(j) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**I.**

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest to accept the Offer of Settlement submitted by Verint Systems Inc. (“Verint” or “Respondent”) pursuant to Rule 240(a) of the Rules of Practice of the Commission, 17 C.F.R. § 201.240(a), and to enter an order dismissing this previously instituted public administrative proceeding brought pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”).

**II.**

Solely for the purpose of this proceeding and any other proceeding brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over it and the subject matter of this proceeding, which are admitted, Respondent consents to the entry of this Order Making Findings And Dismissing Administrative Proceeding Instituted Pursuant To Section 12(j) of the Securities Exchange Act of 1934.

### III.

On the basis of this Order and Respondent's Offer, the Commission finds that:<sup>1</sup>

1. Verint (CIK No. 0001166399) is a Delaware corporation based in Melville, New York. Its common stock is registered with the Commission pursuant to Exchange Act Section 12(g) and is quoted on the Pink Sheets under the symbol VRNT.PK.
2. Verint is required to file reports pursuant to Exchange Act Section 13(a) and the rules and regulations thereunder, including Exchange Act Rules 13a-1 and 13a-13.
3. Verint failed to comply with Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder because, at the time this proceeding was instituted, Verint had not filed with the Commission a Form 10-K since April 25, 2005 or a Form 10-Q since December 12, 2005.
4. Verint has since filed with the Commission the following reports: On March 17, 2010, Verint filed a comprehensive Form 10-K covering the periods ended January 31, 2006, 2007 and 2008; on April 8, 2010, it filed a Form 10-K for the period ended January 31, 2009; and on June 18, 2010, it filed Forms 10-Q for the quarters ended April 30, July 31, and October 31, 2009.
5. Verint also failed to comply with Exchange Act Section 13(a) and Rule 13a-1 thereunder because, after this proceeding was commenced, Verint did not timely file its Form 10-K for the period ended January 31, 2010. Verint filed its Fiscal Year 2009 Form 10-K with the Commission on May 19, 2010.
6. On June 9, 2010, Verint filed its Form 10-Q for the quarter ended April 30, 2010. This report was filed on time.
7. The administrative record developed since the initiation of this proceeding makes it appropriate for this proceeding to be dismissed as to Verint.
8. Verint has consented to the entry of final judgment against it in the action encaptioned SEC v. Verint Systems Inc., Civil Action No. 10-0930-LDW-WDW (E.D.N.Y.), pursuant to which Verint is permanently enjoined from, among other things, "violating, directly or indirectly, Section 13(a) of the Exchange Act and Rules 13a-1 and 13a-13 thereunder by failing to file or by filing or causing to be filed with the Commission any report required to be filed with the Commission pursuant to [Exchange Act] Section 13(a) and the rules and regulations promulgated thereunder." The United States District Court for the Eastern District of New York entered the final judgment on March 9, 2010.

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<sup>1</sup> The findings herein are made pursuant to Verint's Offer of Settlement and are not binding on any other person or entity in this or any other proceeding.

**IV.**

On the basis of the foregoing, the Commission deems it appropriate to accept Verint's Offer:

ACCORDINGLY, IT IS ORDERED that this proceeding against Verint pursuant to Exchange Act Section 12(j) is hereby DISMISSED without prejudice.

By the Commission.

Elizabeth M. Murphy  
Secretary