

Edgar Filing: VERINT SYSTEMS INC - Form 8-K

VERINT SYSTEMS INC
Form 8-K
November 24, 2008

UNITED STATES
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): November 24, 2008

VERINT SYSTEMS INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other
Jurisdiction of
Incorporation)

0-49790
(Commission File Number)

11-3200514
(IRS Employer
Identification No.)

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

11747
(Zip Code)

Registrant's telephone number, including area code: (631) 962-9600

None
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box if the Form 8-K filing is intended to
simultaneously satisfy the filing obligation of the registrant under any of the
following provisions (see General Instruction A.2.):

- Written communications pursuant to Rule 425 under the Securities
Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
(17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the
Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the
Exchange Act (17 CFR 240.13e-4(c))

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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) Director Resignation

On November 24, 2008, Avi T. Aronovitz tendered his resignation as a member of the Board of Directors (the "Board") of Verint Systems Inc. ("Verint" or the "Company") and the Compensation Committee of the Board, pursuant to the terms of a previously disclosed letter agreement between Mr. Aronovitz and Comverse Technology, Inc. ("Comverse"), the Company's majority stockholder, dated October 28, 2008.

(d) Election of Director

On November 24, 2008, in accordance with its authority to fill vacancies pursuant to Article II, Section 11 of the Company's Amended and Restated Bylaws, the Board unanimously elected John Spirtos, age 43, to the Board. Mr. Spirtos will stand for re-election at the Company's next annual meeting of stockholders. Mr. Spirtos will not initially serve on any committees of the Board. Other than the employment agreement between Comverse and Mr. Spirtos, pursuant to which Mr. Spirtos agreed to serve as Senior Vice President, Corporate Development & Strategy of Comverse, there is no arrangement or understanding between Mr. Spirtos and any other person pursuant to which he was elected to the Board. Mr. Spirtos' nomination to the Board was approved by the Board's Corporate Governance and Nominating Committee following a request to appoint Mr. Spirtos made by Comverse.

Other than as described above, Mr. Spirtos has not engaged in, and is not otherwise connected to, any transaction that would require disclosure pursuant to Item 404(a) of Regulation S-K.

Following the appointment of Mr. Spirtos, two vacancies remain on the Board.

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SIGNATURES

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

Verint Systems Inc.

Date: November 24, 2008

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By: /s/ Peter Fante

Name: Peter Fante

Title: Chief Legal Officer