

VERINT SYSTEMS INC  
Form 8-K  
April 26, 2007

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

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): April 26, 2007**

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**VERINT SYSTEMS INC.**

(Exact Name of Registrant as Specified in Charter)

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**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)

**Registrants telephone number, including area code: (631) 962-9600**

**None**

(Former Name or Former Address, if Changed Since Last Report)

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## Edgar Filing: VERINT SYSTEMS INC - Form 8-K

Check the appropriate box below 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 14(d)-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 1.01 Entry Into a Material Definitive Agreement.**

See Item 7.01 Regulation FD Disclosure below.

**Item 7.01 Regulation FD Disclosure.**

On February 11, 2007, Verint Systems Inc., a Delaware corporation (the "Company") entered into a definitive Agreement and Plan of Merger (the "Merger Agreement"), with White Acquisition Corporation, a Delaware corporation and a wholly owned subsidiary of the Company ("Merger Sub") and Witness Systems, Inc., a Delaware corporation ("Witness"). In connection with the Merger Agreement, the Company entered into a debt financing commitment letter on February 11, 2007 (the "Debt Commitment Letter"). Subsequent to the filing of this Form 8-K, the Company intends to provide to certain potential lenders additional details of the Debt Commitment Letter. Attached hereto is the Debt Commitment Letter, material terms of which were described in the Company's Current Report on Form 8-K dated February 15, 2007.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is furnished herewith:

| <b>Exhibit<br/>Number</b> | <b>Description</b>                          |
|---------------------------|---|
| 99.1                      | Commitment Letter dated February 11, 2007.* |

\* Certain exhibits and attachments have been omitted from this filing pursuant to Item 601(b)(2) of Regulation S-K. The Company hereby agrees to furnish supplementally to the Commission a copy of any omitted exhibit or attachment upon request.

**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.**

**By:** /s/ Peter Fante  
**Name:** Peter Fante  
**Title:** General Counsel

**Date:** April 26, 2007

**EXHIBIT INDEX**

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