

VERINT SYSTEMS INC  
 Form 424B5  
 June 16, 2014  
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Filed Pursuant to Rule 424(b)(5)

Registration No. 333-196612

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of securities to be registered</b>	<b>Amount to be registered</b>	<b>Maximum offering price per share</b>	<b>Maximum aggregate offering price</b>	<b>Amount of registration fee(2)</b>
Common Stock, par value \$0.001 per share	5,750,000(1)	\$47.75	\$274,562,500	\$35,364

(1) Includes 750,000 shares of common stock that the underwriters have an option to purchase.

(2) Calculated in accordance with Rule 457(r) under the Securities Act of 1933. This Calculation of Registration Fee table shall be deemed to update the Calculation of Registration Fee table in the Registrant's Registration Statement on Form S-3 (File No. 333-196612).

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**Filed Pursuant to Rule 424(b)(5)**  
**Registration No. 333-196612**

**PROSPECTUS SUPPLEMENT**

(to Prospectus dated June 9, 2014)

**5,000,000 Shares**

**Verint Systems Inc.**

**Common Stock**

We are offering 5,000,000 shares of our common stock. Our common stock trades on the NASDAQ Global Select Market under the symbol VRNT. The last reported sale price of our common stock on the NASDAQ on June 12, 2014 was \$48.28 per share.

**Investing in our common stock involves risks. See Risk Factors beginning on page S-9 of this prospectus supplement to read about important factors you should consider before buying shares of our common stock.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.**

	<b>Per Share</b>	<b>Without Option to Purchase Additional Shares</b>	<b>Total With Option to Purchase Additional Shares</b>
Initial price to public	\$ 47.75	\$ 238,750,000	\$ 274,562,500
Underwriting discount	\$ 1.6115	\$ 8,057,500	\$ 9,266,125
Proceeds, before expenses, to us	\$ 46.1385	\$ 230,692,500	\$ 265,296,375

To the extent that the underwriters sell more than 5,000,000 shares of common stock, the underwriters will have a 30-day option to purchase up to an additional 750,000 shares from us at the initial price to public less the underwriting discount.

The underwriters expect to deliver the shares against payment in New York, New York on June 18, 2014.

Concurrently with this offering, pursuant to a separate prospectus supplement and accompanying prospectus, we are offering \$350 million in aggregate principal amount of convertible senior notes (or \$400 million in aggregate principal amount if the underwriters in that offering exercise their option to purchase additional notes in full). This prospectus supplement does not constitute an offer of our convertible senior notes. The closing of this offering of common stock is not conditioned upon the closing of the concurrent notes offering, and the closing of the concurrent notes offering is not conditioned upon the closing of this offering.

*Joint Book-Running Managers*

**Goldman, Sachs & Co.  
Credit Suisse  
Barclays**

**J.P. Morgan**

**Deutsche Bank Securities  
RBC Capital Markets  
Jefferies**

*Co-Managers*

**FBR**

**Oppenheimer & Co.**

**Imperial Capital**

**Prospectus Supplement dated June 12, 2014**

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We have not, and the underwriters have not, authorized any person to provide you with any information other than that contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus or that is contained in any free writing prospectus issued by us. We and the underwriters take no responsibility for, and can provide no assurances as to the reliability of, any other information that others may give to you. If information in this prospectus supplement is inconsistent with the accompanying prospectus, you should rely on this prospectus supplement. We are not making an offer of these securities in any state where the offer is not permitted. You should assume that the information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus is accurate only as of any date on the front cover of this prospectus supplement, the accompanying prospectus or the date of the document incorporated by reference, as applicable. Our business, financial condition, results of operations and prospects may have changed since those dates.

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**PROSPECTUS SUPPLEMENT SUMMARY**

*This summary highlights information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus. This summary may not contain all of the information that you should consider before investing in our common stock. You should carefully read this prospectus supplement and the accompanying prospectus, including the documents incorporated by reference, which are described under *Incorporation by Reference of Certain Documents* in the accompanying prospectus. Unless we state otherwise or the context indicates otherwise, references to *Verint, the Company, we, us, our and ours* in this prospectus supplement and the accompanying prospectus refer to *Verint Systems Inc., a Delaware corporation, together with its consolidated subsidiaries.**

**Company Overview**

We are a global leader in Actionable Intelligence® solutions. Actionable Intelligence is a necessity in a dynamic world of massive information growth because it empowers organizations with crucial insights and enables decision makers to anticipate, respond, and take action. With Verint software solutions and value-added services, organizations of all sizes and across many industries can make more timely and effective decisions. Today, more than 10,000 organizations in over 180 countries, including over 80 percent of the Fortune 100, use Verint solutions to improve enterprise performance and enhance security.

Our Actionable Intelligence solutions help organizations address three important challenges: Customer Engagement Optimization; Security Intelligence; and Fraud, Risk, and Compliance. We help our customers capture large amounts of information from numerous data types and sources, use analytics to glean insights from the information, and leverage the resulting Actionable Intelligence to help achieve their customer engagement, enhanced security, and risk mitigation goals.

We have established leadership positions in our respective markets by developing highly-scalable, enterprise-class solutions with advanced, integrated analytics for both unstructured and structured information. Our innovative solutions are developed by a large research and development team, which has led to more than 600 patents and patent applications worldwide. We offer a range of customer services from initial implementation and training, to consulting and managed services, as well as ongoing customer support and maintenance to help maximize the value our customers receive from our Actionable Intelligence solutions.

We conduct our business through three operating segments Enterprise Intelligence, Communications and Cyber Intelligence, and Video and Situation Intelligence. Organizing our business through three operating segments allows us to align our resources and domain expertise to effectively address the Actionable Intelligence market. In the year ended January 31, 2014, we derived approximately 55%, 32% and 13% of our revenue from the sale of our Enterprise Intelligence solutions, Communications Intelligence solutions, and Video Intelligence solutions, respectively. We address the Customer Engagement Optimization market opportunity through solutions from our Enterprise Intelligence segment. We address the Security Intelligence market opportunity through solutions from our Communications and Cyber Intelligence segment and Video and Situation Intelligence segment, and we address the Fraud, Risk, and Compliance market opportunity through solutions from all three operating segments.

Headquartered in Melville, New York, we support our customers around the globe directly and with an extensive network of selling and support partners. Our indirect channels include distributors, system integrators, value added resellers, and original equipment manufacturer, or OEM, partners. Approximately half of our overall sales are made through partners, distributors, resellers, and system integrators.

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In the year ended January 31, 2014, we derived approximately 56%, 20% and 24% of our revenue from sales to end users in the Americas, in Europe, the Middle East and Africa, or EMEA, and in the Asia-Pacific

region, or APAC, respectively. For the year ended January 31, 2014, approximately one quarter of our business was generated from contracts with various governments around the world, including local, regional, and national government agencies.

### **Our Market Actionable Intelligence**

Actionable Intelligence is a necessity in a dynamic world of massive information growth because it empowers organizations with crucial insights and enables decision makers to anticipate, respond, and take action. Customers are now more aware of the value they can create by using insights gleaned from large data sets. The amount and types of structured and unstructured data available to customers is growing rapidly and presents new and increasing challenges and complexities. At the same time, organizations that are able to generate Actionable Intelligence from big data are better positioned to create value and achieve their strategic objectives.

Verint has been focused on Actionable Intelligence for more than a decade. Our solutions address three areas of the market:

*Customer Engagement Optimization* solutions that help organizations enhance customer loyalty, increase revenue, mitigate risk and manage operational costs.

*Security Intelligence* solutions that help organizations prevent, neutralize, and investigate crime and terror, as well as protect people and property.

*Fraud, Risk and Compliance* solutions that help organizations prevent loss, comply with regulations, investigate cyber and financial crime, and protect private information.

### **Customer Engagement Optimization**

We are a leading provider of Customer Engagement Optimization software and services that help organizations transform customer engagements to drive better business outcomes by enhancing loyalty, increasing revenue, mitigating risk, and managing operational costs. Our Customer Engagement Optimization solutions provide our customers with Actionable Intelligence to optimize the workforce, improve processes, and enrich customer interactions in order to achieve important strategic objectives. These solutions are implemented in industries that have significant customer service operations, such as insurance, banking and brokerage, telecommunications, media, retail, public services, and hospitality.

We believe that organizations can benefit from deploying a comprehensive Customer Engagement Optimization solution that includes both enterprise workforce optimization and multichannel customer service capabilities from a single provider. We believe the key trends driving demand for Customer Engagement Optimization solutions include:



*Consumers expecting a more personalized and consistent experience across service channels.* Consumers use multiple channels for the same service-related issue, initially starting with a digital channel and ending with the call center or vice versa, and expectations are changing rapidly as organizations provide them with more interaction channels than ever before. We believe consumers have come to expect a consistent, contextual, and personalized experience across these channels, and therefore, organizations are seeking Customer Engagement Optimization solutions to achieve better business outcomes.

*Customer-centric organizations increasingly looking for the ability to aggregate, analyze, and act on big data to enhance operational efficiencies, build customer loyalty, and drive profitability.* We believe

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that customer-centric organizations are increasingly seeking Customer Engagement Optimization solutions that allow them to collect and analyze intelligence across different service channels and sources to gain a better understanding of the performance of their workforce, the effectiveness of their service processes, the quality of their interactions, and changing customer behaviors.

### **Security Intelligence**

We are a leading provider of Security Intelligence solutions. Our solutions are implemented in a variety of sectors, such as government, law enforcement, transportation, critical infrastructure, and commercial organizations. We believe that terrorism, criminal activities, cyber-attacks, and other security threats, combined with new and more complex security challenges, are driving demand for innovative solutions that can enhance security through the extensive use of Actionable Intelligence to help anticipate, prepare, and respond to security threats. We believe that the key trends driving demand for Security Intelligence solutions include:

*Communications Intelligence* increasing complexity of communications networks and demand for advanced intelligence and investigative solutions. Law enforcement, national security, and intelligence agencies worldwide are responsible for investigations related to criminal, national security and terrorist networks, drug trafficking, financial crimes, and other illegal activities. Such investigations require highly complex methods and often involve collecting and analyzing information from multiple sources, including communications networks.

*Cyber Security* increased threat of cyber-attacks and demand for innovative solutions to protect networks. We believe that countries around the world are seeking innovative cyber security solutions that capture and analyze network traffic and that glean insights from the data to detect malware and help prevent and investigate cyber-attacks.

*Situation Management* demand for innovative IP-based video and integrated situation management solutions. The physical security market continues to experience a technology transition from relatively passive analog CCTV video systems that use analog equipment and closed networks and generally provide only basic video recording and viewing, to more sophisticated, proactive, network-based IP video systems that use video management software to efficiently collect, manage, and analyze large amounts of video over networks.

*Homeland Security (HLS)* demand for innovative, integrated solutions that combine situation management, communications and cyber intelligence, and facilitate collaboration across security and law enforcement agencies. We believe that government organizations, in connection with safe city, border control, transportation security, critical infrastructure, and other large-scale security initiatives, are interested in deploying innovative security solutions that fuse data from a wide range of security systems and intelligence sources to enable efficient information correlation and analysis; rapid, rules-based alerts and action; and the ability to share information easily within and across agencies to facilitate timely response and investigation.

### **Fraud, Risk, and Compliance**

We are an innovator and global provider of Fraud, Risk, and Compliance solutions. Our solutions are implemented across many industries, including financial services, retail, and telecommunications service providers.

We believe that enterprise organizations are looking to generate Actionable Intelligence to identify and prevent fraud, mitigate risk, and help ensure compliance with legal, regulatory, and internal requirements. Organizations across industries face the challenge of identifying fraud and non-compliance driven by the

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significant growth in information and the development of more sophisticated methods of attack that require advanced solutions to detect, mitigate, and prevent such breaches. The consequences of fraud and non-compliance extend far beyond direct financial loss to serious risks associated with information breaches that can harm both customers and organizations, leading to reputation damage, customer attrition, and in some cases significant fines and personal liability for senior executives.

We believe that the key trends driving demand for Fraud, Risk, and Compliance solutions include:

*Ongoing fraud intensified by new vulnerabilities and sophisticated methods of attack.* We believe that organizations are seeking new analytical solutions that can analyze a wide range of information to better mitigate fraud and effectively manage risk.

*Organizations seeking innovative solutions to respond to rapidly-evolving legal and regulatory compliance requirements.* We believe that organizations are looking to evolve their practices and tools that support legal and regulatory compliance requirements, and that new, sophisticated compliance solutions can help them address these requirements, mitigate risks, and make the necessary adjustments as regulations and other requirements continue to evolve.

### **Our Strategy**

Our strategy to further enhance our position as a leading provider of Actionable Intelligence solutions worldwide includes the following key elements:

*Continue to drive the development of Actionable Intelligence solutions for unstructured data.* We were a pioneer in the development of solutions that help commercial businesses and governmental organizations derive intelligence from both structured and unstructured data. We intend to continue to drive the adoption of our Actionable Intelligence vision and solutions by building the Verint brand; expanding our portfolio of Customer Engagement Optimization, Security Intelligence, and Fraud, Risk, and Compliance solutions delivered from a single provider; leveraging our large installed base of customers; and offering services that help our customers maximize their investments in our solutions.

*Maintain market leadership through innovation and customer centricity.* We believe that to compete successfully we must continue to introduce solutions that better enable customers to derive Actionable Intelligence from their structured and unstructured data. In order to do this, we intend to continue to make significant investments in research and development, protect our intellectual property through patents and other means, and maintain regular dialog with our customer base in order to anticipate and understand their business objectives and requirements.

*Continue to expand our market presence through OEM and partner relationships.* We have expanded our relationships with OEMs and other channel partners. We believe that these relationships broaden our market coverage and help make our solutions even more widely available on a global basis. We intend to continue expanding our existing relationships, while creating new ones.

*Augment our organic growth with acquisitions.* We examine acquisition opportunities regularly as a means to add technology, increase our geographic presence, enhance our market leadership, and/or expand into adjacent markets. Historically, we have engaged in acquisitions for all of these purposes and expect to continue doing so in the future when strategic opportunities arise.

**Our Competitive Strengths**

*Global leader in Actionable Intelligence.* We believe we are a global leader of Actionable Intelligence solutions for Customer Engagement Optimization, Security Intelligence, and Fraud, Risk, and

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Compliance markets. Actionable Intelligence is a necessity in a dynamic world of massive information growth because it empowers organizations with crucial insights and enables decision makers to anticipate, respond, and take action.

*Scalable platform and long-term value.* We have established leadership positions in our respective markets by offering highly-scalable, enterprise-class solutions that leverage both unstructured and structured information. We offer a range of customer services from initial implementation and training, to consulting and managed services, as well as ongoing customer support and maintenance to help our customers maximize the long-term value from our Actionable Intelligence solutions.

*Highly diversified business with large, blue chip customer base across industries.* More than 10,000 organizations in over 180 countries, including over 80 percent of the Fortune 100, use Verint Actionable Intelligence solutions.

*History of innovation and research & development investment.* We employ approximately 1,500 research and development professionals and have invested more than \$1 billion in research and development over the last 10 years, leading to more than 600 patents and patent applications worldwide.

*Experienced management team with track record of success.* Highly experienced management team with extensive industry expertise and a track record of successful delivery and execution.

### **Recent Acquisitions**

On January 6, 2014, we entered into a definitive Agreement and Plan of Merger, or the KANA Merger Agreement, providing for the acquisition of KANA Software, Inc. and its subsidiaries. Pursuant to the KANA Merger Agreement, our merger subsidiary merged with and into Kay Technology Holdings, Inc., a Delaware corporation and parent holding company of KANA Software, Inc., or KTH, with KTH continuing as the surviving corporation and as our indirect, wholly-owned subsidiary, or the KANA Merger. We refer to KTH, collectively with KANA Software, Inc. and its subsidiaries, as KANA. KANA is a leader in customer service solutions delivered both on-premises and in the cloud. It offers compelling customer service solutions, such as agent desktop, case management, knowledge management, and email, chat and social media response management. We acquired KANA as we believe that the acquisition will extend Verint's Actionable Intelligence strategy and the collective solutions from Verint and KANA will enable organizations worldwide to implement a single-vendor suite to help transform customer engagement.

On February 3, 2014, the KANA Merger was completed. The KANA Merger consideration consisted of \$542.4 million of cash paid at the closing, partially offset by \$25.1 million of KANA's cash received in the acquisition and a \$0.7 million post-closing purchase price adjustment, resulting in net cash consideration of \$516.6 million. The KANA Merger consideration was funded by a combination of cash on hand, \$300.0 million of incremental term loans and \$125.0 million of borrowings under our revolving credit facility.

On March 31, 2014, we completed the acquisition of all of the outstanding shares of UTX Technologies Limited, or UTX, a provider of certain mobile device tracking solutions for security applications, from UTX Limited. UTX Limited was our supplier of these products to our Communications Intelligence operating segment prior to the transaction. The purchase price consisted of \$82.9 million of cash paid at closing, and we agreed to make potential additional future cash payments to UTX Limited of up to \$1.5 million, contingent upon the achievement of certain

performance targets over the period from closing through June 30, 2014. The cash paid at closing was funded with cash on hand. The fair value of the contingent consideration obligation was estimated to be \$1.3 million as of the acquisition date and at April 30, 2014.

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**Concurrent Transactions**

Concurrently with this offering of common stock, pursuant to a separate prospectus supplement and accompanying prospectus, we are offering \$350 million in aggregate principal amount of convertible senior notes in an underwritten public offering (or \$400 million in aggregate principal amount if the underwriters in that offering exercise their option to purchase additional notes in full), which we refer to as the notes offering. Unless the context requires, all information in this prospectus supplement assumes that the underwriters do not exercise their option to purchase additional notes. In connection with the notes offering, we have entered into convertible note hedge transactions and warrant transactions, which are generally intended to reduce dilution with respect to our common stock upon conversion of the convertible senior notes, at the time of pricing of the notes.

The closing of this offering of our common stock is not conditioned upon the closing of the concurrent notes offering, and the closing of the concurrent notes offering is not conditioned upon the closing of this offering. We cannot assure you that either or both of the offerings will be completed. The foregoing description and other information regarding the notes offering is included herein solely for informational purposes. Nothing in this prospectus supplement should be construed as an offer to sell, or a solicitation of an offer to buy, any notes in the notes offering, and no part of the notes offering is incorporated by reference in this prospectus supplement.

We intend to use the proceeds of this offering of common stock, together with proceeds from the notes offering, to repay a portion of the outstanding indebtedness under our existing credit facility and to pay the cost of the related convertible note hedge transactions.

We also intend to enter into an amendment to our existing credit facilities to increase the permitted amount of revolving credit commitments thereunder by \$100 million to \$300 million and to extend the maturity to September 6, 2018. The amendment is expected to close concurrently with the closing of the notes offering. We cannot assure you that the amendment will be completed.

**Our Executive Offices and Website**

We are a Delaware corporation with principal executive offices located at 330 South Service Road, Melville, New York 11747. Our telephone number at that address is (631) 962-9600. We maintain a website on the Internet at <http://www.verint.com>. The information on our website is not incorporated by reference into, and does not constitute a part of, this prospectus supplement.



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**The Offering**

Issuer	Verint Systems Inc., a Delaware corporation
Common Stock Offered by Us	5,000,000 shares, plus up to an additional 750,000 shares if the underwriters exercise their option to purchase additional shares in full.
Common Stock to be Outstanding after this Offering	59,061,436 shares (59,811,436 shares if the underwriters exercise their option to purchase additional shares in full).
Use of Proceeds	We intend to use the proceeds of this offering of common stock, together with proceeds from the notes offering, to repay a portion of the outstanding indebtedness under our existing credit facilities and to pay the net cost of the related convertible note hedge transactions. See Use of Proceeds.
Concurrent Notes Offering	Concurrently with this offering of common stock, pursuant to a separate prospectus supplement and accompanying prospectus, we are offering \$350 million in aggregate principal amount of convertible senior notes (or \$400 million in aggregate principal amount of notes if the underwriters in that offering exercise their option to purchase additional notes in full) in an underwritten public offering. The closing of this offering of common stock is not conditioned upon the closing of the concurrent notes offering, and the closing of the concurrent notes offering is not conditioned upon the closing of this offering. We cannot assure you that either or both of the offerings will be completed. See Prospectus Supplement Summary Concurrent Transactions in this prospectus supplement.
Option to Purchase Additional Shares	To the extent that the underwriters sell more than 5,000,000 shares of common stock, the underwriters will have a 30-day option to purchase up to an additional 750,000 shares from us at the initial price to public less the underwriting discount.
Risk Factors	You should carefully read and consider the information set forth in Risk Factors beginning on page S-9 of this prospectus supplement, including the risk factors set forth in our annual report on Form 10-K for the fiscal year ended January 31, 2014, before investing in our common stock.

NASDAQ Global Select Market Symbol VRNT

Conflicts of Interest

Certain affiliates of Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., RBC Capital Markets, LLC and Barclays Capital Inc. may receive some of the net proceeds from this offering, and are deemed to have a conflict of interest within the meaning of Financial Industry Regulatory Authority, Inc. ( FINRA ) Rule 5121. Therefore, this offering is being conducted in accordance with FINRA Rule 5121.

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The number of shares to be outstanding after the offering is based on 54,061,436 shares outstanding as of June 6, 2014 which does not include:

309,619 shares of common stock issuable upon the exercise of outstanding stock options as of June 6, 2014, at a weighted-average exercise price of \$34.62 per share;

3,403,515 shares of common stock underlying outstanding restricted stock units and other equity awards reserved for future issuance under existing compensation plans;

5,088,551 shares of common stock available to be granted under our existing equity plans; and

5,429,515 shares of common stock issuable upon conversion of the convertible notes, assuming completion of the notes offering (or 6,205,160 shares if the underwriters of that offering fully exercise their option to purchase additional notes).

Unless we specifically state otherwise, the information contained in this prospectus supplement is based on the assumption that the underwriters will not exercise the option to purchase additional shares.

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**RISK FACTORS**

*An investment in our common stock involves various risks. You should carefully consider the risks and uncertainties described below and the other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus, including the risk factors set forth in our annual report on Form 10-K for the fiscal year ended January 31, 2014, before deciding to invest in our common stock. Any of the risk factors described therein or set forth below could significantly and adversely affect our business, prospects, financial condition and results of operations. As a result, the trading price of our common stock could decline and you could lose a part or all of your investment.*

**Risks Related to Our Common Stock**

***We do not plan to pay dividends on our common stock for the foreseeable future.***

We intend to retain our earnings to support the development and expansion of our business, to repay debt and for other corporate purposes and, as a result, we do not plan to pay cash dividends on our common stock in the foreseeable future. Our payment of any future dividends will be at the discretion of our board of directors after taking into account various factors, including our financial condition, operating results, cash needs, growth plans and the terms of any credit facility or other restrictive debt agreements that we may be a party to at the time or senior securities we may have issued. Our credit facility currently limits our ability to pay cash dividends or other payments or distributions with respect to our capital stock. In addition, the terms of any future facility or other restrictive debt credit facilities may contain similar restrictions on our ability to pay any dividends or make any distributions or payments with respect to our capital stock.

Furthermore, our ability to pay dividends to our stockholders is subject to the restrictions set forth under Delaware law. We cannot assure you that we will meet the criteria specified under Delaware law in the future, in which case we may not be able to pay dividends on our common stock even if we were to choose to do so.

***Our stock price has been volatile and your investment could lose value.***

The trading price of our common stock has been volatile and could be subject to wide fluctuations due to various factors. The timing of announcements in the public market regarding new products, product enhancements or technological advances by us or our competitors, and any announcements by us or our competitors of acquisitions, major transactions or management changes could also affect our stock price. Our stock price is subject to speculation in the press and the analyst community, changes in recommendations or earnings estimates by financial analysts, changes in investors' or analysts' valuation measures for our stock, our credit ratings and market trends unrelated to our performance. Stock sales by our directors, officers or other significant holders may also affect our stock price. A significant drop in our stock price could also expose us to the risk of securities class actions lawsuits, which could result in substantial costs and divert management's attention and resources, which could adversely affect our business.

***The effect of the issuance of shares of common stock in this offering, the potential issuance of shares of common stock upon the conversion of notes issued in the concurrent notes offering, or certain other occurrences with respect to the notes, may be to dilute your ownership interest or lower the market price of our common stock.***

In this offering, we are offering an aggregate of 5,000,000 shares of our common stock (or up to 5,750,000 shares if the underwriters exercise their option to purchase additional shares in full). We are concurrently offering \$350 million in aggregate principal amount of our convertible senior notes (or \$400 million in aggregate principal amount if the underwriters in that offering exercise their option to purchase additional notes in full), which notes will be convertible

into shares of our common stock. The increase in the number of outstanding shares of our common stock being issued in this offering and the shares underlying the notes offered pursuant to the notes offering would dilute a stockholder's ownership interest or could have a negative effect on the market price of our common stock.

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***Potential sales of our common stock by us may cause the market price of our common stock to decline.***

We are not restricted from issuing additional shares of common stock, including shares issuable pursuant to securities that are convertible into or exchangeable for, or that represent the right to receive, common stock. Following completion of this offering of common stock, we expect that we will have approximately 59.1 million shares of common stock outstanding, approximately 0.3 million shares of common stock will be issuable pursuant to outstanding stock options and approximately 3.4 million shares of common stock underlying outstanding restricted stock units and other equity awards will be reserved for future issuance under existing compensation plans. In addition, approximately 5.1 million shares of common stock are available to be granted under our existing equity plans. Following completion of the notes offering, approximately 5.4 million shares of common stock will be issuable upon conversion of the notes (or approximately 6.2 million shares if the underwriters of that offering exercise in full their option to purchase additional notes).

***Anti-takeover provisions in Delaware corporate law may make it difficult for our stockholders to replace or remove our current board of directors and could deter or delay third parties from acquiring us, which may adversely affect the marketability and market price of our common stock.***

We are subject to the anti-takeover provisions of Section 203 of the Delaware General Corporations Law. Under these provisions, if anyone becomes an interested stockholder, we may not enter into a business combination with that person for three years without special approval, which could discourage a third party from making a takeover offer and could delay or prevent a change of control. For purposes of Section 203, interested stockholder means, generally, someone owning more than 15% or more of our outstanding voting stock or an affiliate of ours that owned 15% or more of our outstanding voting stock during the past three years, subject to certain exceptions as described in Section 203.

Under any change of control, as defined in our credit facilities, the lenders under our credit facilities would have the right to require us to repay all of the outstanding obligations under the facilities.

***The convertible note hedge and warrant transactions entered into in connection with the concurrent convertible notes offering may affect the value of our common stock.***

In connection with the notes offering, we have entered into convertible note hedge transactions with certain dealers, which include one or more of the underwriters of the concurrent convertible notes offering or their affiliates, which we refer to as the option counterparties. We also have entered into warrant transactions with the option counterparties. The convertible notes hedge transactions are intended to reduce potential dilution with respect to our common stock upon conversion of the notes. However, the warrant transactions could separately have a dilutive effect on our earnings per share to the extent that the market price of our common stock exceeds the applicable strike price of the warrants. We intend to use a portion of the net proceeds from this offering and the notes offering to pay the net cost of the convertible note hedge and warrant transactions. If the underwriters exercise their option to purchase additional convertible notes with respect to the notes offering, we expect to use a portion of the net proceeds from the sale of the additional notes to enter into additional convertible note hedge transactions and additional warrant transactions.

In connection with establishing its initial hedge of these transactions, we expect each option counterparty or affiliates thereof to enter into various derivative transactions with respect to our common stock. These activities could have the effect of increasing (or reducing the size of any decrease in) the market price of our common stock.

In addition, if the convertible note hedge and warrant transactions fail to become effective when the notes offering is completed, or if such offering is not completed, each option counterparty or its affiliates may unwind such option

counterparty's hedge positions with respect to our common stock, which could adversely affect the market price of our common stock.

The effect, if any, of any of these transactions and activities on the market price of our common stock will depend in part on market conditions and cannot be ascertained at this time, but any of these activities could adversely affect the market price of our common stock.

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**USE OF PROCEEDS**

We estimate that the net proceeds from this offering, after deducting underwriting discounts and commissions, but without giving effect to the cost of the convertible note hedge transactions, the proceeds from the warrant transactions or other offering expenses payable by us, will be approximately \$230.7 million (or approximately \$265.3 million if the underwriters exercise their option to purchase additional shares in full). We intend to use the net proceeds from the sale of the common stock offered hereby, together with proceeds from the notes offering, to repay a portion of the outstanding indebtedness under our existing credit facilities and to pay the net cost of the related convertible note hedge transactions.

The closing of this offering of common stock is not conditioned upon the closing of the concurrent notes offering, and the closing of the concurrent notes offering is not conditioned upon the closing of this offering. We cannot assure you that either or both offerings will be completed.

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**Table of Contents****CAPITALIZATION**

The following table sets forth our cash and cash equivalents and capitalization as of April 30, 2014:

on an actual basis;

as adjusted to give effect to this offering of 5,000,000 shares of common stock at a public offering price of \$47.75 per share as if it had occurred on April 30, 2014, which assumes no exercise of the underwriters option to purchase additional shares; and

as further adjusted to give effect to the notes offering as if it had occurred on April 30, 2014, which assumes no exercise of the underwriters option to purchase additional notes;

in each case, including the anticipated use of proceeds to pay down our revolving credit facility and term loan (after underwriting discount and commissions, the cost of the convertible note hedge transactions, the proceeds from the warrant transactions and other estimated offering expenses). We may reduce the amount of the revolving credit facility that we repay depending on the cost of the convertible note hedge transactions and the proceeds from the warrant transactions.

You should read this table in conjunction with Prospectus Supplement Summary Concurrent Transactions and Use of Proceeds in this prospectus supplement, and Management's Discussion and Analysis of Financial Condition and Results of Operations and our audited annual consolidated financial statements and related notes and other financial information incorporated by reference to our annual report on Form 10-K for the fiscal year ended January 31, 2014 and our quarterly report on Form 10-Q for the quarter ended April 30, 2014.

	<b>As of April 30, 2014</b>		
	<b>Actual</b>	<b>As Adjusted (Unaudited)</b>	<b>As Further Adjusted</b>
	<b>(In millions)</b>		
Cash, cash equivalents and short-term investments	\$ 223	\$ 223	\$ 223
Debt:			
Revolving credit facility <sup>(1)</sup>	\$ 87	\$	\$
Term loan <sup>(2)</sup>	943	800	472
Convertible notes offered concurrently <sup>(3)(4)(5)</sup>			350
Total debt	1,030	800	822
Common Stock			
Additional Paid In Capital <sup>(4)(5)</sup>	941	1,172	1,158

Total stockholders equity	695	926 <sup>(6)</sup>	912 <sup>(6)</sup>
Total capitalization	\$ 1,725	\$ 1,726	\$ 1,734

- (1) Concurrently with this offering, we expect to enter into an amendment to our existing credit facility to increase the permitted amount of revolving credit commitments thereunder by \$100 million to \$300 million.
- (2) Net of unamortized debt discount.
- (3) Assumes the underwriters of the notes offering do not exercise their option to purchase additional notes. If such option were exercised in full, we would have \$400 million aggregate principal amount of convertible notes outstanding. Amounts shown are the principal amount thereof.
- (4) In accordance with ASC 470-20, convertible debt that may be wholly or partially settled in cash is required to be separated into a liability and an equity component, such that interest expense reflects the issuer's non-convertible debt interest rate. Upon issuance, a debt discount is recognized as a decrease in debt and an increase in equity. The debt component will accrete up to the principal amount (\$350 million for the notes offered in the concurrent notes offering, or \$400 million if the underwriters in that offering fully exercise their option to purchase additional notes) over the expected term of the debt. ASC 470-20 does not affect the actual amount that we are required to repay, and the amount shown in the table above for the notes is the aggregate principal amount of the notes and does not reflect the debt discount that we will be required to recognize in our consolidated balance sheet.

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- (5) Issuance of the notes (giving effect to the application of ASC 470-20 to the notes as described in note (4) above) and the entry into the convertible note hedge and warrant transactions will result in a net increase in additional paid-in capital and, therefore, a net increase in total stockholders' equity and total capitalization. The amounts shown in the above table do not reflect these increases.
- (6) Does not reflect write-off of certain deferred financing fees.

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**Table of Contents****MARKET INFORMATION**

Our common stock trades on NASDAQ under the trading symbol VRNT. On June 6, 2014, there were 2,749 record holders of our common stock. This number does not include the number of persons or entities who hold stock in nominee or street name through various brokerage firms, banks and other nominees. On June 12, 2014, the last closing sale price reported on NASDAQ for our common stock was \$48.28 per share.

The following table sets forth, for the periods indicated, the high and low sales prices per share of our common stock as reported by NASDAQ:

	Price Range	
	Low	High
Year ended January 31, 2013:		
First Quarter	\$ 26.56	\$ 32.76
Second Quarter	\$ 27.10	\$ 31.69
Third Quarter	\$ 25.87	\$ 29.60
Fourth Quarter	\$ 24.60	\$ 35.29
Year ended January 31, 2014:		
First Quarter	\$ 32.25	\$ 37.00
Second Quarter	\$ 32.35	\$ 37.04
Third Quarter	\$ 32.80	\$ 38.34
Fourth Quarter	\$ 35.24	\$ 48.99
Year ending January 31, 2015:		
First Quarter	\$ 42.29	\$ 49.99
Second Quarter (through June 12, 2014)	\$ 41.44	\$ 53.19

**DIVIDEND HISTORY**

We have not declared or paid any cash dividends on our common stock and have no current plans to pay any dividends on our common stock. We intend to retain our earnings to finance the development of our business, repay debt and for other corporate purposes. In addition, the terms of our credit facilities restrict our ability to pay cash dividends on shares of our common stock. Any future determination as to the payment of dividends on our common stock will be made by our board of directors at its discretion, subject to the limitations contained in the credit facilities and will depend upon our earnings, financial condition, capital requirements and other relevant factors.

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**MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES TO NON-U.S. HOLDERS**

The following is a summary of the material U.S. federal income tax consequences applicable to Non-U.S. Holders (as defined below) with respect to the ownership and disposition of shares of our common stock, but does not purport to be a complete analysis of all potential tax considerations related thereto. This summary is based on current provisions of the Internal Revenue Code of 1986, as amended (the Code), final, temporary or proposed Treasury regulations promulgated thereunder, administrative rulings and judicial opinions, all of which are subject to change, possibly with retroactive effect. We have not sought any ruling from the U.S. Internal Revenue Service (the IRS) with respect to the statements made and the conclusions reached in the following summary, and there can be no assurance that the IRS will agree with such statements and conclusions.

This summary is limited to Non-U.S. Holders who purchase our common stock issued pursuant to this offering and who hold shares of our common stock as capital assets within the meaning of Section 1221 of the Code (generally, for investment purposes).

This discussion does not address all aspects of U.S. federal income taxation that may be important to a particular Non-U.S. Holder in light of that Non-U.S. Holder's individual circumstances, or any aspects of U.S. federal estate or gift tax laws, U.S. alternative minimum tax, the Medicare surtax on net investment income, or tax considerations arising under the laws of any non-U.S., state or local jurisdiction. This discussion also does not address tax considerations applicable to a Non-U.S. Holder subject to special treatment under the U.S. federal income tax laws, including without limitation:

banks, insurance companies or other financial institutions;

brokers;

partnerships or other pass-through entities, or investors in partnerships or other pass-through entities holding shares of our common stock;

tax-exempt organizations;

tax-qualified retirement plans;

dealers in securities or currencies;