

FORM 3

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0104
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1. Name and Address of Reporting Person * <u>Philpott Adam Richard</u> (Last) (First) (Middle) <u>C/O COGNYTE SOFTWARE LTD.</u> <u>33 MASKIT STREET</u> (Street) <u>HERZLIYA</u> <u>4673333</u> (City) (State) (Zip) <u>ISRAEL</u> (Country)	2. Date of Event Requiring Statement (Month/Day/Year) <u>08/01/2026</u>	3. Issuer Name and Ticker or Trading Symbol <u>Cognyte Software Ltd.</u> [<u>CGNT</u>] Foreign Trading Symbol	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>Chief Revenue Officer</u>	
		5. If Amendment, Date of Original Filing (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned			
1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary Shares	89,485 ⁽¹⁾	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

1. Includes 89,485 Ordinary Shares represented by restricted share units ("RSUs") granted on July 20, 2026, which vest in six equal semi-annual installments beginning six months after the grant date over a three-year period, as follows: 14,914 shares on January 20, 2027; 14,914 shares on July 20, 2027; 14,914 shares on January 20, 2028; 14,914 shares on July 20, 2028; 14,914 shares on January 20, 2029; and 14,915 shares on July 20, 2029.

Remarks:

Ex-24 POA

/s/ Liam Eckstein, as
Attorney-in-Fact

** Signature of Reporting
Person

08/04/2026

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

LIMITED POWER OF ATTORNEY

Know all by these present, that the undersigned hereby constitutes and appoints each of Ilan Rotem, Liam Eckstein, Dima Itkin and Tirtza Madaani (each, an “**Attorney-in-fact**” or together, the “**Attorneys-in-fact**”) of Cognyte Software Ltd. (the “**Company**”), or any of them acting singly and with full power of substitution, as the undersigned’s true and lawful attorney-in-fact to:

1. prepare, submit, execute for, and on behalf of the undersigned, in the undersigned’s capacity as an officer and/or director of the Company any Forms 3, 4 and 5 (and any amendments thereto) in accordance with Section 16(a) of the U.S. Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and the rules promulgated thereunder or Forms 144 in accordance with Rule 144 (“**Rule 144**”) under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”);
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, 5 and 144, complete and execute any amendment or amendments thereto and timely file such forms or amendments with the U.S. Securities and Exchange Commission and any stock exchange or similar authority, as required;
3. seek or obtain, as the undersigned’s representative and on the undersigned’s behalf, information on transactions in the Company’s securities from any broker or financial institution, and the undersigned hereby authorizes any such person to release any such information to each of the Attorneys-in-fact and approves and ratifies any such release of information; and
4. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such Attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such Attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such Attorney-in-fact may approve in such Attorney-in-fact’s discretion.

The undersigned hereby grants to each Attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such Attorney-in-fact, or such Attorney-in-fact’s substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that each Attorney-in-fact, in serving in such capacities at the request of the undersigned, is not assuming any of the undersigned’s responsibilities to comply with Section 16 of the Exchange Act or Rule 144 under the Securities Act.

This Power of Attorney, with respect to each of the Attorneys-in-fact, shall remain in full force and effect until the earliest to occur of (a) the date that the undersigned is no longer required to file Forms 3, 4, 5 and 144 with respect to the undersigned’s holdings of and transactions in securities issued by the Company, (b) with respect to the Attorney-in-fact, this Power of Attorney is revoked by the undersigned in a signed writing delivered to such Attorney-in-fact, or (c) the time at which such Attorney-in-fact is no longer employed by the Company or any of its subsidiaries, as applicable.

IN WITNESS WHEREOF, the undersigned has executed this Limited Power of Attorney as of this 21 day of July 2026.

/s/ Adam Richard Philpott
Adam Richard Philpott