

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

CURRENT REPORT

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13A-16 OR 15D-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of April 2024

Commission File Number: 001-39829

COGNYTE SOFTWARE LTD.

(Translation of registrant's name into English)

33 Maskit

Herzliya Pituach

4673333, Israel

(Address of principal executive office)

indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F ☒

Form 40-F ☐

Explanatory Note

On April 8, 2024, Cognyte Software Ltd. (the “Company”) announced the appointment of Ms. Sarit Sagiv and Mr. Ron Shvili to the Company’s board of directors (the “Board”), effective as of May 1, 2024, in a press release titled “Cognyte Appoints Two Veteran Industry Leaders to Board of Directors”. A copy of this press release is furnished as Exhibit 99.1 hereto.

In conjunction with the appointment of Ms. Sagiv and Mr. Shvili, the Company also announced that Mr. Zvika Naggan and Ms. Karmit Shilo will be stepping down from their position as members of the Board and any committee thereof, effective as of May 1, 2024. Neither Mr. Naggan’s nor Ms. Shilo’s decision to step down from their position with the Board is due to the result of any disagreement with the Company on any matter relating to the Company’s business, operations, policies or practices.

This information in this report of foreign private issuer on Form 6-K, including Exhibit 99.1, is hereby incorporated by reference into the Company’s registration statements on Form S-8 (Registration No. 333-252565).

EXHIBIT INDEX

The following exhibit is furnished as part of this Form 6-K:

Exhibit	Description
<u>99.1</u>	<u>Press Release titled "Cognyte Appoints Two Veteran Industry Leaders to Board of Directors"</u>

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, thereunto duly authorized.

COGNYTE SOFTWARE LTD.

(Registrant)

April, 8 2024

By: /s/ Ilan Rotem
Ilan Rotem
Chief Legal Officer

Cognyte Appoints Two Veteran Industry Leaders to Board of Directors

Ron Shvili and Sarit Sagiv bring decades of strategic technology and finance expertise

HERZLIYA, Israel, April 8, 2024 – Cognyte Software Ltd. (NASDAQ: CGNT) (“Cognyte”), a global leader in investigative analytics software, today announced that two new members will join its Board of Directors effective as of May 1, 2024. Cognyte believes that Ron Shvili and Sarit Sagiv will bring additional expertise to the Board. They will replace Karmit Shilo and Zvika Naggan, who will be stepping down after three years as directors effective as of May 1, 2024.

“We are deeply grateful to Karmit Shilo and Zvika Naggan for their significant contribution to Cognyte’s leadership and their strong commitment to our mission over the years. We also celebrate the arrival of Ron Shvili and Sarit Sagiv and look forward to the new perspectives that they offer our Board,” said Earl Shanks, Cognyte’s Chairman of the Board. “Ron and Sarit bring deep, highly relevant expertise across key disciplines, and we look forward to their contributions as we work to drive Cognyte towards long-term profitable growth.”

Ron Shvili brings extensive experience as a C-level executive in the telecommunications and financial sectors and serves as a board member, investor, advisor and mentor for promising startups in the insurtech, fintech, cyber and AI industries. Ron was previously Executive Vice President and Chief Technology, IT and Innovation Officer at Phoenix Holdings, and Chief Technology Officer of Cellcom. He is also a retired Colonel from the Israeli Defense Force, where he was head of a research division in the DDR&D (MAFAT) specializing in the fields of advanced communications, cyber and AI, and head of the technology center of an elite unit.

Sarit Sagiv is an experienced board member and a seasoned executive. She currently serves as a member of the Investments Committee of Phoenix Insurance and as a member of the Board of Directors of Nova Ltd. (Nasdaq and TASE: NVMI) and of OPC Energy Ltd. (TASE: OPCE). Sarit served as General Manager of the Global Business Division at Amdocs. Prior to this role, she served as the Chief Financial Officer of Nice Ltd. and of Retalix Ltd. (acquired by NCR). Sarit also held various other Chief Financial Officer and senior financial positions.

About Cognyte Software Ltd.

Cognyte Software Ltd. is a global leader in investigative analytics software that empowers a variety of government and other organizations with Actionable Intelligence for a Safer World™. Our open interface software is designed to help customers accelerate and improve the effectiveness of investigations and decision-making. Hundreds of customers rely on our solutions to accelerate and conduct investigations and derive insights, with which they identify, neutralize, and tackle threats to national security and address different forms of criminal and terror activities. Learn more at www.cognyte.com.

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