

**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 December 2022

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 offices)

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

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

EXPLANATORY NOTE

On December 20, 2022, Cognyte Software Ltd. (the “Company”) issued a press release titled “Cognyte Announces Third Quarter Results”. A copy of this press release is attached to this Form 6-K as Exhibit 99.1.

Other than as indicated below, the information in this Form 6-K (including in Exhibit 99.1) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

The financial information prepared in accordance with U.S. Generally Accepted Accounting Principles (“GAAP”) contained in the (i) condensed consolidated statements of operations, (ii) condensed consolidated balance sheets and (iii) condensed consolidated statements of cash flows and included in the press release attached as Exhibit 99.1 hereto are hereby incorporated by reference into the Company’s Registration Statement on Form S-8 (File No. 333-252565).

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.

Date: December 20, 2022

By: /s/ David Abadi

Name: David Abadi

Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit Number**Description**

[99.1](#)

[Press Release of Cognyte Software Ltd., dated December 20, 2022 \(furnished herewith\).](#)



Press Release

Investor Relations Contact

Dean Ridlon
Cognyte Software Ltd.
IR@cognyte.com

Cognyte Announces Third Quarter Results

Herzliya, Israel, December 20, 2022 - Cognyte Software Ltd. (NASDAQ: CGNT) (the "Company," "Cognyte," "we," "us" and "our"), a global leader in investigative analytics software, today announced results for the three and nine months ended October 31, 2022 ("Q3 FYE23" and "YTD FYE23").

Q3 Highlights

- **Revenue:** \$71.3 million (GAAP) and \$71.5 million (non-GAAP)
- **Gross Margin:** 62.0% (GAAP) and 63.4% (non-GAAP)
- **Diluted EPS:** \$(0.41) (GAAP) and \$(0.25) (non-GAAP)

YTD FYE23 Highlights

- **Revenue:** \$238.8 million (GAAP) and \$239.5 million (non-GAAP)
- **Gross Margin:** 61.7% (GAAP) and 63.0% (non-GAAP)
- **Diluted EPS:** \$(1.29) (GAAP) and \$(1.08) (non-GAAP)

"In the third quarter, we continued to win large orders and our backlog increased sequentially. At the same time, slow backlog conversion drove a sequential revenue decline. We expect to resume sequential revenue growth in the fourth quarter of fiscal year 2023, which we believe will be a turning point. For fiscal year 2024, we are targeting revenue to grow by approximately 5% compared to the current year," said Elad Sharon, Cognyte's chief executive officer.

"Operationally, we simplified and improved the focus of the Company during challenging macro-economic conditions. As part of that effort, we successfully completed the previously announced divestiture of our Situational Intelligence solutions on December 1, 2022. Looking forward, we believe our differentiated technology and strong customer relations position us for long-term growth and profitability," continued Mr. Sharon.

"We took actions to improve our cost structure and improve cash flow from operations. Based on our revenue growth outlook and the actions we have taken, we are targeting about breakeven cash flow from operations in the current quarter and for the full year ending January 31, 2024," said David Abadi, Cognyte's chief financial officer.

Q4 FYE23 Revenue Outlook

Our non-GAAP outlook for the three months ending January 31, 2023 ("FYE23") is as follows:

- **Revenue:** \$65 to \$74 million (includes approximately \$2 million of revenue from one month of Situational Intelligence solutions)

Our non-GAAP outlook for Q4 FYE23 excludes the following GAAP measures which we are able to quantify with reasonable certainty, as described further below under "Supplemental Information About non-GAAP Financial Measures and Operating Metrics":

- Revenue adjustments are expected to be approximately \$0.2 million.
- Amortization of intangible assets of approximately \$0.3 million.

Our non-GAAP outlook for Q4 FYE23 excludes the following GAAP measures for which we are able to provide a range of probable significance:

- Stock-based compensation is expected to be between approximately \$4.6 million and \$5.0 million, assuming market prices for our ordinary shares are generally consistent with current levels.

FYE24 Revenue Outlook

Our GAAP outlook for the year ending January 31, 2024 ("FYE24") is as follows:

- **Revenue:** Approximately 5% growth from FYE23 revenue excluding Situational Intelligence solutions

For additional information about our expectations for Q4 FYE23 and FYE24, please refer to the Q3 FYE23 conference call we will conduct on December 20, 2022.

Our non-GAAP outlook does not include the potential impact of any in-process business acquisitions that may close after the date hereof, and, unless otherwise specified, reflects foreign currency exchange rates approximately consistent with current rates.

We are unable, without unreasonable effort, to provide a reconciliation for other GAAP measures which are excluded from our non-GAAP outlook, including the impact of future business acquisitions or acquisition expenses, future restructuring expenses, and non-GAAP income tax adjustments due to the level of unpredictability and uncertainty associated with these items. For these same reasons, we are unable to assess the probable significance of these excluded items. While historical results may not be indicative of future results, actual amounts for the three and nine months ended October 31, 2022, and 2021, respectively, for the GAAP measures excluded from our non-GAAP outlook appear in Table 4 of this press release.

Conference Call Information

We will conduct a conference call today at 8:30 a.m. ET to discuss our results for the three and nine months ended October 31, 2022. A real-time webcast of the conference call with presentation slides will be available in the Investor Relations section of Cognyte's website. Those interested in participating in the question-and-answer session need to register at:

<https://register.vevent.com/register/BI819f08c48b61449b99a651dbe78c5140> to receive the dial-in numbers and unique PIN to access the call seamlessly. It is recommended that you join 10 minutes prior to the event start (although you may register and dial in at any time during the call). An archived webcast of the conference call will also be available in the "Investors" section of the company's website.

About Non-GAAP Financial Measures

This press release and the accompanying tables include non-GAAP financial measures. For a description of these non-GAAP financial measures, including the reasons management uses each measure, and reconciliations of non-GAAP financial measures presented for completed periods to the most directly comparable financial measures prepared in accordance with GAAP, please see the tables below as well as "Supplemental Information About Non-GAAP Financial Measures" at the end of this press release.

About Cognyte Software Ltd.

We are a global leader in investigative analytics software that empowers governments and enterprises with Actionable Intelligence for a Safer World™. Our open software is designed to help governments and enterprises accelerate and improve the effectiveness of investigations. Hundreds of government and enterprise customers rely on our solutions to accelerate and conduct investigations and derive insights, with which they identify, neutralize, and tackle threats to national security, personal safety, and various forms of criminal activity.

Caution About Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and Section 21E of the United States Securities Exchange Act of 1934. Forward-looking statements include statements regarding expectations, predictions, views, opportunities, plans, strategies, beliefs, and statements of similar effect relating to Cognyte. All statements contained in this press release that do not relate to matters of historical fact should be considered forward-looking statements. These forward-looking statements do not guarantee future performance, and are based on management's expectations that involve a number of known and unknown risks, uncertainties, assumptions and other important factors, any of which could cause our actual results or conditions to differ materially from those expressed in or implied by the forward-looking statements. Some of the factors that could cause our actual results or conditions to differ materially from current expectations include, among others: risks that our customers may delay, cancel, or refrain from placing orders, refrain from renewing subscriptions or service contracts, or may be unable to honor contractual or payment obligations; risks related to the impact of disruptions to the global supply chain; uncertainties regarding the impact of changes in macroeconomic and/or global conditions, including as a result of military actions involving Russia and Ukraine and COVID-19; risks related to the effects of the COVID-19 pandemic on our business and results, including customer readiness, deployment, marketing and sale abilities; risks relating to the global regulatory constraints to which we are subject; risks associated with larger orders and customer concentration; risks related to claims by third parties that our solutions infringe their terms of use or other proprietary rights; risks associated with political and reputational factors related to our business or operations; risks that we may be unable to establish and maintain relationships with key resellers, partners, systems integrators and third-party suppliers; risks associated with our ability to keep pace with technological advances and challenges and evolving industry standards; risks due to aggressive competition in all of our markets; challenges associated with selling sophisticated solutions, including with respect to longer sales cycles and more complex sales processes; risks associated with significant customer and significant partners concentration, including risks related to significant amounts of our business coming from government customers around the world; risks associated with our ability to retain, recruit, and train qualified personnel in regions in which we operate; risks relating to our ability to properly manage investments in our business and operations; risks associated with acquisitions, strategic investments, partnerships or alliances; risks associated with our significant international operations, including geopolitical risks, the relationship to Israel and fluctuations in foreign exchange rates; risk of security vulnerabilities or lapses, including cyber-attacks, information technology system breaches, failures or disruptions; risks that our products or services, or those of third-parties contain defects, develop operational problems, or are vulnerable to cyber-attacks; risks associated with the mishandling or perceived mishandling of sensitive, confidential or classified information; risks associated with complex and changing regulatory environments relating to our operations and solutions; risks associated with our failure to comply with anti-corruption, trade compliance, anti-money-laundering and economic sanctions laws and regulations; risks related to the complex and evolving regulatory requirements that we are subject to, which may be difficult and expensive to comply with; risks that our intellectual property rights may not be adequate to protect our business or assets or that others may make claims on our intellectual property, claim infringement on their intellectual property rights, or claim a violation of their license rights, including relative to free or open source components we may use; risks associated with changing tax laws and regulations; risks associated with our credit facilities, liquidity and the discontinuation of LIBOR; risks associated with exchange rate fluctuations between the U.S. dollar and the New Israeli Shekel and other non-U.S. currencies; risks relating to the adequacy of our existing infrastructure, systems, processes, policies, procedures, internal controls, and personnel for our current and future operations and reporting needs; risk that the spin-off does not achieve the benefits anticipated, does not qualify as a tax-free transaction, or exposes us to unexpected claims or liabilities; risks associated with the agreements with Verint entered into in connection with the spin-off, and our indemnification obligations to Verint; risks associated with market volatility in

the price of our shares; risks associated with different corporate governance requirements applicable to Israeli companies; risks related to our limited operating history as an independent public company and risks associated with being a foreign private issuer; and other risks detailed from time to time in filings that we make with the Securities and Exchange Commission (the "SEC"). For a detailed discussion of these risk factors, see our latest annual report on Form 20-F for the fiscal year ended January 31, 2022, and our other SEC filings. In addition, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on its business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements that we may make. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this release are inherently uncertain and may not occur, and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. Accordingly, you should not rely upon forward-looking statements as predictions of future events. Any forward-looking statement made in this press release speaks only as of the date hereof. Except as otherwise required by law, the Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, changed circumstances, or any other reason.

Table 1
COGNYTE SOFTWARE LTD.
Condensed Consolidated Statements of Operations
(Unaudited)

| (in thousands except per share data) | Nine Months Ended October 31, | | Three Months Ended October 31, | |
|---|----------------------------------|-------------------|-----------------------------------|-----------------|
| | 2022 | 2021 | 2022 | 2021 |
| Revenue: | | | | |
| Software | \$ 74,137 | \$ 149,520 | \$ 22,234 | \$ 49,892 |
| Software service | 134,029 | 154,754 | 42,760 | 50,064 |
| Professional service and other | 30,635 | 44,811 | 6,260 | 18,404 |
| Total revenue | 238,801 | 349,085 | 71,254 | 118,360 |
| Cost of revenue: | | | | |
| Software | 13,347 | 20,780 | 4,330 | 6,920 |
| Software service | 36,544 | 35,365 | 11,147 | 10,053 |
| Professional service and other | 41,119 | 40,564 | 11,399 | 15,140 |
| Amortization of acquired technology | 512 | 512 | 171 | 171 |
| Total cost of revenue | 91,522 | 97,221 | 27,047 | 32,284 |
| Gross profit | 147,279 | 251,864 | 44,207 | 86,076 |
| Operating expenses: | | | | |
| Research and development, net | 109,655 | 105,069 | 33,129 | 35,527 |
| Selling, general and administrative | 119,273 | 139,019 | 36,828 | 43,059 |
| Amortization of other acquired intangible assets | 753 | 1,205 | 251 | 251 |
| Total operating expenses | 229,681 | 245,293 | 70,208 | 78,837 |
| Operating (loss) income | (82,402) | 6,571 | (26,001) | 7,239 |
| Other income (expense), net: | | | | |
| Interest income | 534 | 104 | 194 | 39 |
| Interest expense | (1,385) | (18) | (596) | (8) |
| Other income (expense), net | 1,442 | (1,267) | 1,240 | (850) |
| Total other income (expense), net | 591 | (1,181) | 838 | (819) |
| (Loss) income before provision for income taxes | (81,811) | 5,390 | (25,163) | 6,420 |
| Provision for income taxes | 2,089 | 4,123 | 1,642 | 2,912 |
| Net (loss) income | (83,900) | 1,267 | (26,805) | 3,508 |
| Net income attributable to noncontrolling interest | 3,128 | 3,725 | 981 | 1,292 |
| Net (loss) income attributable to Cognyte Software Ltd. | \$ (87,028) | \$ (2,458) | \$ (27,786) | \$ 2,216 |
| Net loss (income) per share attributable to Cognyte Software Ltd.: | | | | |
| Basic | \$ (1.29) | \$ (0.04) | \$ (0.41) | \$ 0.03 |
| Diluted | \$ (1.29) | \$ (0.04) | \$ (0.41) | \$ 0.03 |
| Weighted-average shares outstanding: | | | | |
| Basic | 67,692 | 66,393 | 68,081 | 66,914 |
| Diluted | 67,692 | 66,393 | 68,081 | 67,372 |

Table 2
COGNYTE SOFTWARE LTD.
Condensed Consolidated Balance Sheets

| (in thousands) | October 31, 2022 (Unaudited) | January 31, 2022 (Audited) |
|--|------------------------------------|----------------------------------|
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 42,643 | \$ 152,590 |
| Restricted cash and cash equivalents and restricted bank time deposits | 4,398 | 3,597 |
| Short-term investments | 14,179 | 10,434 |
| Accounts receivable, net of allowance for credit losses of \$1.8 million and \$2.1 million, respectively | 124,261 | 179,198 |
| Contract assets, net | 22,351 | 27,908 |
| Inventories | 24,292 | 14,366 |
| Prepaid expenses and other current assets | 30,531 | 31,970 |
| Assets held for sale | 60,031 | — |
| Total current assets | 322,686 | 420,063 |
| Property and equipment, net | 26,607 | 30,839 |
| Operating lease right-of-use assets | 18,805 | 25,031 |
| Goodwill | 115,398 | 158,233 |
| Intangible assets, net | 1,209 | 3,162 |
| Deferred income taxes | 1,343 | 1,548 |
| Other assets | 21,205 | 25,729 |
| Total assets | \$ 507,253 | \$ 664,605 |
| Liabilities and stockholders' equity | | |
| Current liabilities: | | |
| Short-term loan | \$ 50,000 | \$ 100,000 |
| Accounts payable | 30,967 | 36,664 |
| Accrued expenses and other current liabilities | 75,420 | 99,774 |
| Contract liabilities | 72,165 | 83,158 |
| Liabilities held for sale | 13,542 | — |
| Total current liabilities | 242,094 | 319,596 |
| Long-term contract liabilities | 10,971 | 14,520 |
| Deferred income taxes | 3,378 | 3,447 |
| Operating lease liabilities | 12,103 | 17,179 |
| Other liabilities | 10,769 | 10,774 |
| Total liabilities | 279,315 | 365,516 |
| Commitments and Contingencies | | |
| Stockholders' equity: | | |
| Common stock - \$0 par value; Authorized 300,000,000 shares. Issued and outstanding 68,246,519 and 67,217,688 at October 31, 2022 and January 31, 2022, respectively | — | — |
| Additional paid-in capital | 333,944 | 316,706 |
| Accumulated deficit | (101,918) | (14,890) |
| Accumulated other comprehensive loss | (19,096) | (16,679) |
| Total Cognyte Software Ltd. stockholders' equity | 212,930 | 285,137 |
| Noncontrolling interest | 15,008 | 13,952 |
| Total stockholders' equity | 227,938 | 299,089 |
| Total liabilities and stockholders' equity | \$ 507,253 | \$ 664,605 |

Table 3
COGNYTE SOFTWARE LTD.
Condensed Consolidated Statements of Cash Flows
(Unaudited)

| (in thousands) | Nine Months Ended October 31, | |
|---|-------------------------------|--------------------|
| | 2022 | 2021 |
| Cash flows from operating activities: | | |
| Net (loss) income | \$ (83,900) | \$ 1,267 |
| Adjustments to reconcile net loss to net cash (used in) provided by operating activities: | | |
| Depreciation and amortization | 13,502 | 16,404 |
| Allowance for credit losses | 867 | 1,149 |
| Stock-based compensation, excluding cash-settled awards | 16,260 | 26,484 |
| Provision from deferred income taxes | (31) | — |
| Non-cash gains on derivative financial instruments, net | (759) | (142) |
| Other non-cash items, net | 1,819 | 687 |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | 45,045 | 1,968 |
| Contract assets | 2,844 | 2,941 |
| Inventories | (11,598) | (1,943) |
| Prepaid expenses and other assets | (190) | 7,482 |
| Accounts payable and accrued expenses | (22,374) | (11,342) |
| Contract liabilities | (6,815) | (38,268) |
| Other liabilities | 1,951 | 1,756 |
| Other, net | (2,758) | 1,146 |
| Net cash (used in) provided by operating activities | \$ (46,137) | \$ 9,589 |
| Cash flows from investing activities: | | |
| Purchases of property and equipment | (6,649) | (8,497) |
| Purchases of short-term investments | (42,641) | (48,530) |
| Maturities and sales of short-term investments | 38,218 | 37,425 |
| Settlements of derivative financial instruments not designated as hedges | 433 | (249) |
| Cash paid for capitalized software development costs | (2,710) | (4,651) |
| Change in restricted bank time deposits, including long-term portion | 150 | 5,632 |
| Other investing activities | — | 512 |
| Net cash used in investing activities | \$ (13,199) | \$ (18,358) |
| Cash flows from financing activities: | | |
| Repayment of credit facility - presented as short-term loan | (50,000) | — |
| Dividend paid to former parent | — | (35,000) |
| Dividends paid to noncontrolling interest | (1,443) | (1,861) |
| Payments of contingent consideration for business combinations (financing portion) | — | (2,738) |
| Other financing activities | — | (181) |
| Net cash used in financing activities | \$ (51,443) | \$ (39,780) |
| Foreign currency effects on cash, cash equivalents, restricted cash, and restricted cash equivalents | (482) | (285) |
| Net decrease in cash, cash equivalents, restricted cash and restricted cash equivalents | (111,262) | (48,834) |
| Cash, cash equivalents, restricted cash, and restricted cash equivalents, beginning of period | 158,220 | 114,657 |
| Cash, cash equivalents, restricted cash, and restricted cash equivalents, end of period | \$ 46,958 | \$ 65,823 |
| Reconciliation of cash, cash equivalents, restricted cash and restricted cash equivalents at end of period: | | |
| Cash and cash equivalents | \$ 42,643 | \$ 53,079 |
| Restricted cash and cash equivalents included in restricted cash and cash equivalents and restricted bank time deposits | 4,132 | 10,502 |
| Restricted cash and cash equivalents included in other assets | 183 | 2,242 |
| Total cash, cash equivalents, restricted cash, and restricted cash equivalents | \$ 46,958 | \$ 65,823 |

Table 4
COGNYTE SOFTWARE LTD.
Reconciliation of GAAP to Non-GAAP Measures
(Unaudited)

| (in thousands, except per share data) | Nine Months Ended October 31, | | Three Months Ended October 31, | |
|--|----------------------------------|-------------------|-----------------------------------|-------------------|
| | 2022 | 2021 | 2022 | 2021 |
| Revenue | | | | |
| Total GAAP revenue | \$ 238,801 | \$ 349,085 | \$ 71,254 | \$ 118,360 |
| Revenue adjustments | 732 | 1,178 | 244 | 358 |
| Total non-GAAP revenue | <u>\$ 239,533</u> | <u>\$ 350,263</u> | <u>\$ 71,498</u> | <u>\$ 118,718</u> |
| Gross profit and gross margin | | | | |
| GAAP gross profit | 147,279 | 251,864 | 44,207 | 86,076 |
| GAAP gross margin | 61.7 % | 72.1 % | 62.0 % | 72.7 % |
| Revenue adjustments | 732 | 1,178 | 244 | 358 |
| Amortization of acquired technology | 512 | 512 | 171 | 171 |
| Stock-based compensation expenses | 2,025 | 3,091 | 554 | 880 |
| Restructuring expenses, net | 465 | 1 | 149 | — |
| Separation expenses, net | — | 30 | — | — |
| Non-GAAP gross profit | <u>\$ 151,013</u> | <u>\$ 256,676</u> | <u>\$ 45,325</u> | <u>\$ 87,485</u> |
| Non-GAAP gross margin | <u>63.0 %</u> | <u>73.3 %</u> | <u>63.4 %</u> | <u>73.7 %</u> |
| Research and development, net | | | | |
| GAAP research and development, net | 109,655 | 105,069 | 33,129 | 35,527 |
| As a percentage of GAAP revenue | 45.9 % | 30.1 % | 46.5 % | 30.0 % |
| Stock-based compensation expenses | (5,043) | (6,014) | (1,341) | (2,032) |
| Restructuring expenses, net | (1,329) | (189) | (396) | — |
| Separation expenses, net | — | (67) | — | — |
| Other adjustments | 2 | 40 | — | — |
| Non-GAAP research and development, net | <u>\$ 103,285</u> | <u>\$ 98,839</u> | <u>\$ 31,392</u> | <u>\$ 33,495</u> |
| As a percentage of non-GAAP revenue | 43.1 % | 28.2 % | 43.9 % | 28.2 % |
| Selling, general and administrative expenses | | | | |
| GAAP selling, general and administrative expenses | 119,273 | 139,019 | 36,828 | 43,059 |
| As a percentage of GAAP revenue | 49.9 % | 39.8 % | 51.7 % | 36.4 % |
| Stock-based compensation expenses | (9,192) | (17,343) | (2,902) | (4,895) |
| Acquisition (expenses) benefit, net | (656) | (432) | (559) | 128 |
| Restructuring (expenses) benefit, net | (2,707) | (429) | (41) | (85) |
| Separation expenses, net | (52) | (10,987) | (10) | (219) |
| Provision for legal claim | (37) | (1,391) | — | (1,249) |
| Other adjustments | (4) | (766) | — | (873) |
| Non-GAAP selling, general and administrative expenses | <u>\$ 106,625</u> | <u>\$ 107,671</u> | <u>\$ 33,316</u> | <u>\$ 35,866</u> |
| As a percentage of non-GAAP revenue | 44.5 % | 30.7 % | 46.6 % | 30.2 % |
| Operating (loss) income, operating margin and adjusted EBITDA | | | | |
| GAAP operating (loss) income | (82,402) | 6,571 | (26,001) | 7,239 |
| GAAP operating margin | (34.5)% | 1.9 % | (36.5)% | 6.1 % |
| Revenue adjustments | 732 | 1,178 | 244 | 358 |
| Amortization of acquired technology | 512 | 512 | 171 | 171 |
| Amortization of other acquired intangible assets | 753 | 1,205 | 251 | 251 |
| Stock-based compensation expenses | 16,260 | 26,448 | 4,797 | 7,807 |

| (in thousands, except per share data) | Nine Months Ended October 31, | | Three Months Ended October 31, | |
|--|----------------------------------|-------------------|-----------------------------------|------------------|
| | 2022 | 2021 | 2022 | 2021 |
| Acquisition expenses (benefit), net | 656 | 432 | 559 | (128) |
| Restructuring expenses, net | 4,501 | 619 | 586 | 85 |
| Separation expenses, net | 52 | 11,084 | 10 | 219 |
| Provision for legal claim | 37 | 1,391 | — | 1,249 |
| Other adjustments | 2 | 726 | — | 873 |
| Non-GAAP operating (loss) income | \$ (58,897) | \$ 50,166 | \$ (19,383) | \$ 18,124 |
| Depreciation and amortization | 12,191 | 11,592 | 3,980 | 3,999 |
| Adjusted EBITDA | \$ (46,706) | \$ 61,758 | \$ (15,403) | \$ 22,123 |
| Non-GAAP operating margin | (24.6)% | 14.3 % | (27.1)% | 15.3 % |
| Adjusted EBITDA margin | (19.5)% | 17.6 % | (21.5)% | 18.6 % |
| Other (expense) income reconciliation | | | | |
| GAAP other income (expense), net | 591 | (1,181) | 838 | (819) |
| Change in fair value of equity investment | (1,660) | (729) | — | — |
| Non-GAAP other (expense) income, net | \$ (1,069) | \$ (1,910) | \$ 838 | \$ (819) |
| Tax provision reconciliation | | | | |
| GAAP provision for income taxes | 2,089 | 4,123 | 1,642 | 2,912 |
| Effective income tax rate | (2.6)% | 76.5% | (6.5)% | 45.4% |
| Non-GAAP tax adjustments | 8,024 | 1,764 | (4,301) | (801) |
| Non-GAAP provision (benefit) for income taxes (1) | \$ 10,113 | \$ 5,887 | \$ (2,659) | \$ 2,111 |
| Non-GAAP effective income tax rate | (16.9)% | 12.2% | 14.3% | 12.2% |
| Net (loss) income attributable to Cognyte software Ltd. reconciliation | | | | |
| GAAP net (loss) income attributable to Cognyte Software Ltd. | \$ (87,028) | \$ (2,458) | \$ (27,786) | \$ 2,216 |
| Revenue adjustments | 732 | 1,178 | 244 | 358 |
| Amortization of acquired technology | 512 | 512 | 171 | 171 |
| Amortization of other acquired intangible assets | 753 | 1,205 | 251 | 251 |
| Stock-based compensation expenses | 16,260 | 26,448 | 4,797 | 7,807 |
| Acquisition expenses (benefit), net | 656 | 432 | 559 | (128) |
| Restructuring expenses, net | 4,501 | 619 | 586 | 85 |
| Separation expenses, net | 52 | 11,084 | 10 | 219 |
| Provision for legal claim | 37 | 1,391 | — | 1,249 |
| Other adjustments | 2 | 726 | — | 873 |
| Change in fair value of equity investment | (1,660) | (729) | — | — |
| Non-GAAP tax adjustments | (8,024) | (1,764) | 4,301 | 801 |
| Total adjustments | 13,821 | 41,102 | 10,919 | 11,686 |
| Non-GAAP net (loss) income attributable to Cognyte Software Ltd. | \$ (73,207) | \$ 38,644 | \$ (16,867) | \$ 13,902 |
| Table comparing GAAP diluted net loss per share attributable to Cognyte Software Ltd. to Non-GAAP diluted net loss (income) per share attributable to Cognyte Software Ltd. | | | | |
| GAAP diluted net (loss) income per share attributable to Cognyte Software Ltd. | \$ (1.29) | \$ (0.04) | \$ (0.41) | \$ 0.03 |
| Non-GAAP diluted net (loss) income per share attributable to Cognyte Software Ltd. | \$ (1.08) | \$ 0.58 | \$ (0.25) | \$ 0.21 |
| GAAP weighted-average shares used in computing diluted net loss per share attributable to Cognyte Software Ltd. | 67,692 | 66,393 | 68,081 | 67,372 |
| Additional weighted-average shares applicable to non-GAAP diluted net income per share attributable to Cognyte Software Ltd. | — | 688 | — | — |
| Non-GAAP diluted weighted-average shares used in computing net (loss) income per share attributable to Cognyte Software Ltd. | 67,692 | 67,081 | 68,081 | 67,372 |

| (in thousands, except per share data) | Nine Months Ended October 31, | | Three Months Ended October 31, | |
|--|----------------------------------|-------------------|-----------------------------------|------------------|
| | 2022 | 2021 | 2022 | 2021 |
| Table of reconciliation from GAAP net loss attributable to Cognyte Software Ltd. to adjusted EBITDA | | | | |
| GAAP net loss attributable to Cognyte Software Ltd. | \$ (87,028) | \$ (2,458) | \$ (27,786) | \$ 2,216 |
| As a percentage of GAAP revenue | (36.4)% | (0.7)% | (39.0)% | 1.9 % |
| Net income attributable to noncontrolling interest | 3,128 | 3,725 | 981 | 1,292 |
| GAAP provision for income taxes | 2,089 | 4,123 | 1,642 | 2,912 |
| GAAP other expense (income), net | (591) | 1,181 | (838) | 819 |
| Amortization of acquired technology | 512 | 512 | 171 | 171 |
| Amortization of other acquired intangible assets | 753 | 1,205 | 251 | 251 |
| Depreciation and amortization | 12,191 | 11,592 | 3,980 | 3,999 |
| Revenue adjustments | 732 | 1,178 | 244 | 358 |
| Stock-based compensation expenses | 16,260 | 26,448 | 4,797 | 7,807 |
| Acquisition expenses (benefit), net | 656 | 432 | 559 | (128) |
| Restructuring expenses, net | 4,501 | 619 | 586 | 85 |
| Separation expenses, net | 52 | 11,084 | 10 | 219 |
| Provision for legal claim | 37 | 1,391 | — | 1,249 |
| Other adjustments | 2 | 726 | — | 873 |
| Adjusted EBITDA | \$ (46,706) | \$ 61,758 | \$ (15,403) | \$ 22,123 |
| As a percentage of non-GAAP revenue | (19.5)% | 17.6 % | (21.5)% | 18.6 % |

Table 5
COGNYTE SOFTWARE LTD.
Calculation of Change in Revenue on a Constant Currency Basis
(Unaudited)

| (in thousands) | GAAP Revenue | | Non-GAAP Revenue | |
|--|----------------------|-----------------------|----------------------|-----------------------|
| | Nine Months Ended | Three Months Ended | Nine Months Ended | Three Months Ended |
| Revenue for the three and nine months ended October 31, 2021 | \$ 349,085 | \$ 118,360 | \$ 350,263 | \$ 118,718 |
| Revenue for the three and nine months ended October 31, 2022 | \$ 238,801 | \$ 71,254 | \$ 239,533 | \$ 71,498 |
| Revenue for the three and nine months ended October 31, 2022 at constant currency (2) | \$ 244,500 | \$ 73,500 | \$ 245,000 | \$ 73,500 |
| Reported period-over-period revenue change | (31.6)% | (39.8)% | (31.6)% | (39.8)% |
| % impact from change in foreign currency exchange rates | 1.6 % | 1.8 % | 1.6 % | 1.8 % |
| Constant currency period-over-period revenue change | (30.0)% | (38.0)% | (30.1)% | (37.9)% |

For more information see "Supplemental Information About Constant Currency" at the end of this press release.

Footnotes

(1) The actual cash tax paid, net of refunds, was \$9.5 million and \$1.8 million for the nine and three months ended October 31, 2022, respectively, and \$6.1 million and \$2.8 million for the nine and three months ended October 31, 2021, respectively.

(2) Revenue for the three and nine months ended October 31, 2022, at constant currency is calculated by translating current-period GAAP or non-GAAP foreign currency revenue (as applicable) into U.S. dollars using average foreign currency exchange rates for the three and nine months ended October 31, 2021, rather than actual current-period foreign currency exchange rates.

Cognyte Software Ltd. and Subsidiaries

Supplemental Information About Non-GAAP Financial Measures

The press release includes reconciliations of certain financial measures not prepared in accordance with GAAP, consisting of non-GAAP revenue, non-GAAP gross profit and gross margins, non-GAAP research and development expenses, net, non-GAAP selling, general and administrative expenses, non-GAAP operating (loss) income and operating margins, non-GAAP other (expense) income, net, non-GAAP provision for income taxes and non-GAAP effective income tax rate, non-GAAP net (loss) income attributable to Cognyte, adjusted EBITDA and adjusted EBITDA margin, non-GAAP diluted net (loss) income per share attributable to Cognyte and non-GAAP diluted weighted-average shares used in computing such measure. The tables above include a reconciliation of each non-GAAP financial measure for completed periods presented in this press release to the most directly comparable GAAP financial measure.

We believe these non-GAAP financial measures, used in conjunction with the corresponding GAAP measures, provide investors with useful supplemental information about the financial performance of our business by:

- facilitating the comparison of our financial results and business trends between periods, by excluding certain items that either can vary significantly in amount and frequency, are based upon subjective assumptions, or in certain cases are unplanned for or difficult to forecast,
- facilitating the comparison of our financial results and business trends with other software companies who publish similar non-GAAP measures, and
- allowing investors to see and understand key supplementary metrics used by our management to run our business, including for budgeting and forecasting, resource allocation, and compensation matters.

We also make these non-GAAP financial measures available because our management believes they provide meaningful information about the financial performance of our business and are useful to investors for informational and comparative purposes.

Non-GAAP financial measures should not be considered in isolation as substitutes for, or superior to, comparable GAAP financial measures. The non-GAAP financial measures we present have limitations in that they do not reflect all of the amounts associated with our results of operations as determined in accordance with GAAP, and these non-GAAP financial measures should only be used to evaluate our results of operations in conjunction with the corresponding GAAP financial measures. These non-GAAP financial measures do not represent discretionary cash available to us to invest in the growth of our business, and we may in the future incur expenses similar to or in addition to the adjustments made in these non-GAAP financial measures. Other companies may calculate similar non-GAAP financial measures differently than we do, limiting their usefulness as comparative measures.

Our non-GAAP financial measures are calculated by making the following adjustments to our GAAP financial measures:

Revenue adjustments. We exclude from our non-GAAP revenue the impact of fair value adjustments required under GAAP relating to software and software service revenue and professional service and other revenue acquired in a business acquisition, which would have otherwise been recognized on a stand-alone basis. We believe that it is useful for investors to understand the total amount of revenue that we and the acquired company would have recognized on a stand-alone basis under GAAP, absent the accounting adjustment associated with the business acquisition. We believe that our non-GAAP revenue measure helps management and investors understand our revenue trends and serves as a useful measure of ongoing business performance.

Amortization of acquired technology and other acquired intangible assets. When we acquire an entity, we are required under GAAP to record the fair values of the intangible assets of the acquired entity and amortize those assets over their useful lives. We exclude the amortization of acquired intangible assets, including acquired technology, from our non-GAAP financial measures because they are inconsistent in amount and frequency and are

significantly impacted by the timing and size of acquisitions. We also exclude these amounts to provide easier comparability of pre and post-acquisition operating results.

Stock-based compensation expenses. We exclude stock-based compensation expenses related to restricted stock awards, stock bonus programs, bonus share programs, and other stock-based awards from our non-GAAP financial measures. We evaluate our performance both with and without these measures because stock-based compensation is typically a non-cash expense and can vary significantly over time based on the timing, size and nature of awards granted, and is influenced in part by certain factors which are generally beyond our control, such as the volatility of the price of our ordinary shares. In addition, measurement of stock-based compensation is subject to varying valuation methodologies and subjective assumptions, and therefore we believe that excluding stock-based compensation from our non-GAAP financial measures allows for meaningful comparisons of our current operating results to our historical operating results and to other companies in our industry.

Acquisition expenses (benefit), net. In connection with acquisition activity (including with respect to acquisitions that are not consummated), we incur expenses, including legal, accounting, and other professional fees, integration costs, changes in the fair value of contingent consideration obligations, and other costs. Integration costs may consist of information technology expenses as systems are integrated across the combined entity, consulting expenses, marketing expenses, and professional fees, as well as non-cash charges to write-off or impair the value of redundant assets. We exclude these expenses from our non-GAAP financial measures because they are unpredictable, can vary based on the size and complexity of each transaction, and are unrelated to our continuing operations or to the continuing operations of the acquired businesses.

Restructuring expenses. We exclude restructuring expenses from our non-GAAP financial measures, which include employee termination costs, facility exit costs, certain professional fees, asset impairment charges, and other costs directly associated with resource realignments incurred in reaction to changing strategies or business conditions. All of these costs can vary significantly in amount and frequency based on the nature of the actions as well as the changing needs of our business and we believe that excluding them provides easier comparability of pre- and post-restructuring operating results.

Separation expenses. On December 4, 2019, Verint announced its intention to separate into two independent publicly traded companies: Cognyte Software Ltd., which consists of Verint's Cyber Intelligence Solutions business, and Verint Systems Inc., which consists of its Customer Engagement Business. We incurred significant expenses to separate the aforesaid businesses, including third-party advisory, accounting, legal, consulting, and other similar services related to the separation as well as costs associated with accelerated depreciation and amortization of assets which became obsolete following the separation from Verint, including those related to human resources, brand management, real estate, and information technology to the extent not capitalized. These costs are incremental to our normal operating expenses and incurred solely as a result of the separation transaction. Accordingly, we are excluding these separation expenses from our non-GAAP financial measures in order to evaluate our performance on a comparable basis.

Provision for legal claim. We exclude from our non-GAAP financial measures accrual made for the settlement of certain legal claims related to our business acquisitions.

Other adjustments. We exclude from our non-GAAP financial measures rent expense for redundant facilities, gains on change in fair value of equity investment, gains or losses on sales of property and certain professional fees unrelated to our ongoing operations.

Non-GAAP income tax adjustments. We exclude our GAAP provision (benefit) for income taxes from our non-GAAP measures of net income attributable to Cognyte Software Ltd., and instead include a non-GAAP provision for income taxes, determined by applying a non-GAAP effective income tax rate to our income before provision for income taxes, as adjusted for the non-GAAP items described above. The non-GAAP effective income tax rate is generally based upon the income taxes we expect to pay in the reporting year. Our GAAP effective income tax rate can vary significantly from year to year as a result of tax law changes, settlements with tax authorities, changes in the geographic mix of earnings including acquisition activity, changes in the projected realizability of deferred tax assets, and other unusual or period-specific events, all of which can vary in size and frequency. We believe that our non-GAAP effective income tax rate removes much of this variability and facilitates meaningful comparisons of operating results across periods. We evaluate our non-GAAP effective income tax rate on an ongoing basis, and it can change from time to time. Our non-GAAP income tax rate can differ materially from our GAAP effective income tax rate.

Adjusted EBITDA

Adjusted EBITDA is a non-GAAP measure defined as net income (loss) attributable to non-controlling interest before interest expense, interest income, income taxes, depreciation expense, amortization expense, revenue adjustments, restructuring expenses, acquisition expenses, and other expenses excluded from our non-GAAP financial measures as described above. We believe that adjusted EBITDA is also commonly used by investors to evaluate operating performance between companies because it helps reduce variability caused by differences in capital structures, income taxes, stock-based compensation accounting policies, and depreciation and amortization policies. Adjusted EBITDA is also used by credit rating agencies, lenders, and other parties to evaluate our creditworthiness.

Supplemental Information About Constant Currency

Because we operate on a global basis and transact business in many currencies, fluctuations in foreign currency exchange rates can affect our consolidated U.S. dollar operating results. To facilitate the assessment of our performance excluding the effect of foreign currency exchange rate fluctuations, we calculate our GAAP and non-GAAP revenue, cost of revenue, and operating expenses on both an as-reported basis and a constant currency basis, allowing for comparison of results between periods as if foreign currency exchange rates had remained constant. We perform our constant currency calculations by translating current-period foreign currency results into U.S. dollars using prior-period average foreign currency exchange rates or hedge rates, as applicable, rather than current period exchange rates. We believe that constant currency measures, which exclude the impact of changes in foreign currency exchange rates, facilitate the assessment of underlying business trends.

Unless otherwise indicated, our financial outlook for each of revenue, operating margin, and diluted earnings per share, which is provided on a non-GAAP basis, reflects foreign currency exchange rates approximately consistent with rates in effect when the outlook is provided.

We also incur foreign exchange gains and losses resulting from the revaluation and settlement of monetary assets and liabilities that are denominated in currencies other than the entity's functional currency. Our financial outlook for diluted earnings per share includes net foreign exchange gains or losses incurred to date, if any, but does not include potential future gains or losses.