
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 August 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 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



EXPLANATORY NOTE

On or about July 30, 2024, Cognyte Software Ltd. (the “*Company*”) first distributed a proxy statement (the “*Proxy Statement*”) and a proxy card relating to its Annual General Meeting of Shareholders to be held on September 4, 2024 (the “*Annual General Meeting*”) to all shareholders of record, as of the record date for the Annual General Meeting.

A supplement to the Proxy Statement (the “*Supplement*”) is furnished herewith as Exhibit 99.1. The Supplement contains additional agenda items relating to the Annual General Meeting proposed by certain shareholders as of the record date for the Annual General Meeting and the recommendation and analysis of the Company’s Board of Directors (the “*Board*”). Because the requesting shareholders hold in the aggregate more than 5% of the Company’s issued and outstanding ordinary shares, the Company is required, under regulations promulgated under the Israel Companies Law, 5759-1999, to add the proposed additional agenda items to the Annual General Meeting’s agenda, as set forth in the Supplement.

The requesting shareholders are solely responsible for the content of their proposals. The statement by the Board in opposition of the shareholder proposals is summarized in the Supplement and set forth in the letter to shareholders dated as of August 12, 2024 (the “*Letter*”). The Board recommends a vote **AGAINST** the shareholder proposals and stands by its recommendations as set forth in the Company’s Proxy Statement, which is available at the website of the Securities and Exchange Commission at https://www.sec.gov/Archives/edgar/data/1824814/000114036124034784/ef20032907_ex99-1.htm.

A copy of a revised proxy card containing the proposed additional agenda items is furnished herewith as Exhibit 99.2. A copy of the Letter is furnished herewith as Exhibit 99.3.

This Form 6-K and Exhibits 99.1 and 99.2 are hereby incorporated by reference into the Company’s Registration Statement on Form S-8 (File No. 333-252565 and Registration No. 333-278837).

Exhibit No. Description

[99.1](#) Supplement to the Proxy Statement with respect to the Company's Annual General Meeting of Shareholders to be held on September 4, 2024.

[99.2](#) Revised Proxy Card for the Company's Annual General Meeting of Shareholders to be held on September 4, 2024.

[99.3](#) Letter to shareholders, dated as of August 12, 2024.

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.

Date: August 12, 2024

COGNYTE SOFTWARE LTD.

By: /s/ Elad Sharon
Name: Elad Sharon
Title: Chief Executive Officer

**COGNYTE SOFTWARE LTD.
SUPPLEMENT TO THE
PROXY STATEMENT FOR THE
ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON SEPTEMBER 4, 2024**

Dear Shareholder,

This Supplement relates to the Notice of the Annual General Meeting of Shareholders of Cognyte Software Ltd. (the “Company” or “we”) to be held on September 4, 2024 (the “Meeting”), the proxy statement (the “Proxy Statement”) for the Meeting, which we filed with the U.S. Securities and Exchange Commission on July 30, 2024, and the proxy card, which we commenced mailing to our shareholders on or about July 30, 2024. On August 6, 2024, we received a request from Value Base Ltd. and certain of its affiliates who are shareholders as of the record date for the Meeting that the following proposed resolutions (the “Requesting Shareholder Proposed Resolutions”) be added to the agenda for the Meeting:

“RESOLVED, to approve that Mr. Tal Yaacobi be elected as a Class III director, to serve until the annual meeting of shareholders to be held during the fiscal year ending on January 31, 2028, and until his successor has been duly elected and qualified, or until his office is vacated in accordance with the Company's Articles of Association or the Companies Law.”

“RESOLVED, to approve the entry into an indemnification and exculpation agreement and provide liability insurance coverage and compensation to the Director Nominee as provided to other directors of the Company from time to time.”

In accordance with the provisions of regulations promulgated under the Israel Companies Law, 5759-1999, because the requesting shareholders hold in the aggregate more than 5% of the Company's issued and outstanding ordinary shares, we are required to add the Requesting Shareholder Proposed Resolutions to the agenda for the Meeting, which we are doing by means of this supplement (the “Supplement”). Except as provided in this Supplement, we are not amending or revising the Proxy Statement.

The agenda for the Meeting, as set forth in the Proxy Statement, includes a proposed resolution, recommended by our Board of Directors (the “Board”), to re-elect each of Mr. Earl Shanks, our Chairman of the Board, and Mr. Elad Sharon, our Chief Executive Officer, as Class III directors. The proposed re-election is with respect to the two board positions that vacate at the Meeting, and there are no additional vacancies to accommodate election of a total of three directors. Accordingly, the proposal by Value Base Ltd. to elect Mr. Tal Yaacobi constitutes a contest to the proposal of the Company to re-elect Mr. Shanks and Mr. Sharon. In these circumstances, according to the Company's Articles of Association, the election of the directors shall be by a plurality of the voting power represented at the Meeting in person or by proxy and voting on the election of directors (which shall mean that the nominees receiving the largest number of “for” votes will be elected in such contested election). The affirmative vote of the holders of a majority of the voting power represented and voting in person or by proxy at the Meeting is required to adopt the Requesting Shareholder Proposed Resolution to approve the entry into an indemnification and exculpation agreement and provide liability insurance coverage and compensation to Mr. Tal Yaacobi as provided to other directors of the Company from time to time.

Our Board considered the Requesting Shareholder Proposed Resolutions and concluded that these resolutions are NOT in the best interests of the Company and our shareholders, for the reasons set forth in our letter to shareholders, dated August 12, 2024, that accompanies this Supplement to the Proxy Statement and is available on <https://www.cognyte.com/wp-content/uploads/2024/08/Letter-to-shareholders-August-12-2024.pdf> Accordingly, our Board unanimously recommends that you vote **AGAINST** the adoption of the Requesting Shareholder Proposed Resolutions.

In connection with the Meeting the Company distributed a proxy card in order to vote at the Meeting. Enclosed please find a revised proxy card for the Meeting, which includes also a place to vote on the Requesting Shareholder Proposed Resolutions. Whether or not you plan to attend the Meeting, it is important that your ordinary shares be represented and voted at the Meeting. If you have not already voted your ordinary shares on the proposals to be voted on at the Meeting, we urge you to do so today with the revised proxy card. Accordingly, please sign, date and mail the revised proxy card in the envelope provided or vote by telephone or over the Internet in accordance with the instructions on the proxy card. If you have already voted your shares on the proposals to be voted on at the Meeting, we encourage you to resubmit your vote on the proposals with the revised proxy card. The receipt of your revised proxy or voting instructions will revoke and supersede any proxy or voting instructions you previously submitted. If you have already voted and do not submit new voting instructions, you will be deemed to have elected to maintain your previously submitted proxy and voting instructions, and your previously submitted proxy or voting instructions will be voted at the Meeting in accordance with these original instructions while you will be deemed to have abstained from voting on the Requesting Shareholder Proposed Resolutions.

The Board recommends that you vote "FOR" proposals 1, 2, and 3 and "AGAINST" proposals 4 and 5. If you are a shareholder of record and you vote "FOR" more than two nominees for election to the Board on your proxy card, your votes on the director election proposals (i.e. proposals 1 and 4) will be invalid and will not be counted. If you are a beneficial holder and you vote "FOR" more than two nominees on your voting instruction form, your votes on the director election proposals (i.e. proposals 1 and 4) will be invalid and will not be counted. If you are a shareholder of record and you vote "FOR" with respect to fewer than two nominees for election to the Board on your proxy card, your shares will only be voted "FOR" that nominee you have so marked. If you are a beneficial holder and you vote "FOR" with respect to fewer than two nominees on your voting instruction form, your shares will only be voted "FOR" that nominee you have so marked.

Thank you for your continued support. If you have any questions, please contact Saratoga Proxy Consulting LLC, our proxy solicitor assisting us in connection with the Meeting, at (888) 368-0379 or (212) 257-1311 or by email at info@saratogaproxy.com.

Sincerely,
/s/ Earl Shanks
Earl Shanks
Chairman of the Board of Directors

August 12, 2024



COGNYTE SOFTWARE LTD.
 C/O BROADRIDGE CORPORATE ISSUER SOLUTIONS
 P.O. BOX 1342
 BRENTWOOD, NY 11717

VOTE BY INTERNET - www.proxyvote.com or scan the QR Barcode above
 Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS
 If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903
 Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL
 Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717 as soon as possible (the proxy card must be received no later than 11:59 p.m. (Eastern Time) the day before the meeting date).

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V55744-P16816

KEEP THIS PORTION FOR YOUR RECORDS
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

COGNYTE SOFTWARE LTD.

The Board of Directors recommends you vote FOR proposals 1, 2 and 3, and AGAINST proposals 4 and 5:

1. To re-elect each of Mr. Earl Shanks, Chairman of the Board and Mr. Elad Sharon Chief Executive Officer as Class III directors, to hold office until the close of the Company's annual general meeting of shareholders to be held during the fiscal year ending on January 31, 2028, and until their respective successors have been duly elected and qualified, or until their respective offices are vacated in accordance with the Company's Articles of Association or the Companies Law 5759:1999 (the "Companies Law").

Nominees:

- 1a. Earl Shanks
- 1b. Elad Sharon

Please note: If you vote "FOR" more than two nominees for election to the Board of Directors of the Company (the "Board") on your proxy card, your votes on the director election proposals (i.e. proposals 1 and 4) will be invalid and will not be counted. If you vote "FOR" with respect to fewer than two nominees for election to the Board on your proxy card, your shares will only be voted "FOR" that nominee you have so marked.

2. To approve amendments to the terms of employment of Mr. Elad Sharon, the Company's Chief Executive Officer, as detailed in the Proxy Statement, dated July 30, 2024.

Please note: By voting, whether by means of the enclosed proxy card, via telephone or internet voting, you will be deemed to confirm to the Company that you DO NOT have a personal interest in Proposal 2 and that you are NOT a controlling shareholder under the Companies Law (an "Interested Shareholder"). If you are an Interested Shareholder, please notify the Company, as described in this proxy card (in which case your vote will only count for or against the ordinary majority, and not for or against the special tally, required for approval and adoption of Proposal 2).

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

 Signature [PLEASE SIGN WITHIN BOX] Date

	For	Against	Abstain	
3. To approve the appointment of Kesselman & Kesselman, a member firm of PricewaterhouseCoopers International Limited, as the Company's independent auditors for the fiscal year ending January 31, 2025, and until the next annual general meeting of shareholders, and to authorize the Company's board of directors (with power of delegation to its audit committee) to set the fees to be paid to such auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4. Requesting Shareholder Proposed Resolution: To elect Mr. Tal Yaacobi as a Class III director, to serve until the annual meeting of shareholders to be held during the fiscal year ending on January 31, 2028, and until his successor has been duly elected and qualified, or until his office is vacated in accordance with the Company's Articles of Association or the Companies Law.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Nominee:				
4a. Tal Yaacobi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
5. Requesting Shareholder Proposed Resolution: To approve the entry into an indemnification and exculpation agreement and provide liability insurance coverage and compensation to Mr. Yaacobi as provided to other directors of the Company from time to time.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

 Signature (Joint Owners) Date

Important Notice Regarding the Availability of Proxy Materials for the Annual General Meeting:
The Proxy Statement and Form 20-F are available at www.proxyvote.com.

V55745-P16816

COGNYTE SOFTWARE LTD.

**Annual General Meeting of Shareholders
To be held September 4, 2024
This proxy is solicited by the Board of Directors**

The shareholder(s), revoking all proxies heretofore given, hereby appoint(s) Elad Sharon (other than with respect to Proposal 2), David Abadi and Ilan Rotem, or any one of them acting individually, as proxies, each with the power to appoint his substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the ordinary shares of COGNYTE SOFTWARE LTD. that the shareholder(s) is/are entitled to vote at the close of business on July 23, 2024, at the Annual General Meeting of Shareholders (the "Meeting") to be held at 5:30 PM (Israel time) on September 4, 2024, at the Company's headquarters at 33 Maskit, Herzliya Pituach, 4673333, Israel, and any adjournment or postponement thereof, on the following matters, which are more fully described in the Proxy Statement (the "Proxy Statement") relating to the Meeting.

This revised proxy is distributed in order to include the Requesting Shareholder Proposed Resolution detailed in proposal 4 and proposal 5. The Company's Board of Directors recommends a vote "AGAINST" both proposal 4 and proposal 5. This proxy, when properly executed, will be voted as directed by the undersigned shareholder. If a choice is not specified, this proxy will be voted "FOR" proposals 1 through 3, "AGAINST" proposals 4 and 5 and in the discretion of the proxies with respect to all other matters which may properly come before the meeting and any and all adjournments thereof. Both this proxy and the proxy previously distributed by the Company on or about July 30, 2024 are valid. In the event that a shareholder delivers more than one (1) proxy, the latest proxy properly signed and delivered shall be deemed valid.

IMPORTANT NOTE: BY EXECUTING THIS PROXY CARD, THE UNDERSIGNED SHAREHOLDER IS CONFIRMING THAT HE, SHE OR IT DOES NOT HAVE A CONFLICT OF INTEREST (I.E., THE UNDERSIGNED IS NOT AN INTERESTED SHAREHOLDER) IN THE APPROVAL OF PROPOSAL 2 AND CAN THEREFORE BE COUNTED TOWARDS OR AGAINST THE MAJORITY REQUIRED FOR APPROVAL OF THAT PROPOSAL. IF YOU HAVE SUCH A CONFLICT OF INTEREST IN THE APPROVAL OF PROPOSAL 2, PLEASE NOTIFY ILAN ROTEM, THE COMPANY'S CHIEF LEGAL OFFICER, AT C/O COGNYTE SOFTWARE LTD., 33 MASKIT HERZLIYA PITUACH, 4673333, ISRAEL, TELEPHONE: +972-9-962-2323 OR EMAIL ILAN.ROTEM@COGNYTE.COM.

PLEASE SEE THE COMPANY'S PROXY STATEMENT FOR A FURTHER EXPLANATION AS TO WHO IS CONSIDERED AN "INTERESTED SHAREHOLDER".

Continued and to be signed on reverse side

Dear Fellow Shareholders:

This year's Annual Meeting of Shareholders (the "Annual Meeting") of Cognyte Software Ltd. ("Cognyte" or the "Company") will be held on September 4, 2024, and is particularly important. At this year's Annual Meeting, shareholders will have the opportunity to vote to reelect two of Cognyte's key leaders: the Company's independent Chairman, Earl Shanks, and its CEO, Elad Sharon, both of whom have been instrumental in driving the Company's strategy and business improvement.

In our proxy statement, you will find important information highlighting the Company's strategy, governance and recent progress, all of which have been driven by our leadership team and Board of Directors. We encourage you to read these materials carefully and vote today using the instructions on the enclosed proxy card.

Cognyte's Board of Directors and Management Are Executing on a Strategy that Is Delivering Results for Shareholders

The execution of Cognyte's current innovation and expansion strategy, led by CEO Elad Sharon, is working. We are leveraging our reputation for best-of-breed technological solutions with customers around the world and improving our competitive position.

Over the last year, these actions have returned Cognyte to growth, delivering sustained and expanding profitability, and strengthening our capital structure. The Company has generated three consecutive quarters of year-over-year Revenue and Adjusted EBITDA¹ growth while expanding Gross Margins. Our prospects for continued growth are evident in our strong short- and long-term remaining performance obligations (RPOs). And, in fact, we are projecting continued growth in FY 2025 and recently raised our guidance for the year, reflecting our confidence in our business and execution.

Importantly, shareholder returns have improved. Cognyte's stock has appreciated by more than 50% since Mr. Shanks was appointed Chairman – less than one year ago – significantly outperforming market and industry benchmarks as well as the stock performance of our peers.²

In a relatively short period of time, the Cognyte Board and management team have taken decisive actions to stabilize the business and improve the Company's financial performance, putting Cognyte on the right path. The Board expects fiscal 2025 to be a year of continued growth and improved operating leverage, enabling improved profitability and cash flow.

Cognyte Has Actively Sought, Received and Addressed Shareholder Feedback

Our Board believes that effective corporate governance includes regular, constructive dialogue with shareholders.

Over the past year, the Board and executive team have expanded our shareholder outreach program to improve corporate transparency and gather direct shareholder feedback. In 2023 and 2024, we proactively reached out to our top 20 institutional shareholders (and many others), representing approximately 60% of the outstanding shares.

We have engaged in extensive dialogue with our shareholders on topics ranging from business strategy, corporate governance, executive compensation, communications and disclosures, and other important topics.

Cognyte

Based on the feedback we received during these discussions, the Board has refined and advanced the Company's strategy, refreshed its own composition and leadership, and improved transparency and disclosures. For example, the Board:

- Established a Strategy Committee to work closely with management to identify and evaluate opportunities to accelerate Cognyte's growth;
- Appointed Earl Shanks, an accomplished former CFO of three multi-billion-dollar U.S. public companies with global operations, as independent Chairman;
- Added three new independent directors – Avi Cohen, Sarit Sagiv and Ron Shvili – all of whom possess highly relevant experience and valuable skills, with subject matter expertise in capital markets, financial reporting, governance and the security analytics market;
- Accepted the retirement of two of our directors, whose departure helped to facilitate the addition of new directors without the board's size becoming unwieldy;
- Enhanced disclosures regarding the Company's financial performance, including, for example, disclosures regarding new customer wins and recurring revenue, and corporate governance practices and policies, adding, for example, a skills matrix to our proxy statement to highlight the diverse skills and backgrounds of our directors and clarifying the Board's responsibilities, practices and role in overseeing the Company's management and strategy; and
- Enhanced disclosures to provide additional detail regarding the Board's approach to and philosophy for compensation of executive officers, including disclosure of the peer group we use as a benchmark and the criteria used in determining performance-based compensation. Our enhanced disclosures make clear that our compensation is predominantly at-risk, based on performance against key financial metrics that support long-term growth and profitability, and aligned with the interests of our shareholders.

This Year's Annual Meeting

At this year's Annual Meeting, Cognyte is nominating two candidates to the Board, both of whom serve in key leadership positions at the Company and both of whom possess skills and expertise critical to our strategy: Earl Shanks and Elad Sharon. We are also seeking the approval of our CEO's updated compensation plan, which reflects our pay-for-performance culture and the continued evolution of the plan.

Mr. Shanks, the independent Chairman of Cognyte's Board, has significant U.S. public company experience, including CFO roles with multiple global organizations. He has led many of the Board's interactions with shareholders recently and has been driving the Company's governance and disclosure enhancements.

Mr. Sharon, Cognyte's CEO, has significant experience in the intelligence and security industry, having previously served in senior operating, product development and R&D roles at Verint's Cyber Intelligence Solutions business before being appointed President of that business in 2016. He leads our management team in executing our strategy.

Despite the Company's recent progress and the critical role played by each of the Company's nominees for the Board, one of our shareholders, Value Base Fund ("Value Base"), is demanding a seat on the Board and has nominated one of its investment managers, Tal Yaacobi, to replace Mr. Shanks or Mr. Sharon on the Board.

Cognyte

We have engaged constructively with Value Base several times over the past few months to understand their perspectives and concerns and explore any insightful suggestions they may have to enhance Cognyte's strategy, or to improve value. To date, however, Value Base has not offered any meaningful recommendations. Instead, we were told that Mr. Yaacobi's American education, brief experience as an associate with a consulting firm, and knowledge of accounting would enhance our Board. But, there is no evidence to suggest Mr. Yaacobi can help support our global expansion efforts, nor has he provided any concrete suggestions for improving our strategy, operations, governance or disclosure.

Cognyte's Nominees Are Best Positioned to Continue to Drive the Company Forward

To deliver on Cognyte's full potential, the Company needs Board and executive leadership that has a deep understanding of global market opportunities and that is focused on global expansion rather than localizing the business. In addition, we need leaders that understand the Company's current strengths (and challenges), customers, technology, people, assets and opportunities, along with software industry expertise.

The Cognyte Board and management team fully reflect these important attributes, and are comprised of engaged, diverse and dynamic leaders, whose skillsets are closely aligned with the key drivers of our business. Mr. Shanks and Mr. Sharon are central to Cognyte's continuing business improvement and are dedicated to enhancing value for all shareholders. They know our business, and our customers, competitors, employees and shareholders, well. Removing either of them to elect Mr. Yaacobi, would substantially weaken the Board and threaten the Company's recent progress and global ambitions.

The CEO compensation plan has been designed to align Mr. Sharon's interests and incentives with those of our shareholders. The plan reflects feedback we have received from shareholders and practices that are common in our market.

To ensure Cognyte's strong momentum and progress continues, the Board urges shareholders to support the current strategy and Board. Please vote "FOR" Earl Shanks and Elad Sharon and "AGAINST" the election of Tal Yaacobi, and for the proposal to approve the amendments to our CEO's compensation plan, using the instructions on the enclosed proxy card.

Sincerely,

The Cognyte Software Ltd. Board of Directors

Shareholders can find out more about the 2024 Annual Meeting by visiting the Cognyte investor relations website at: <https://www.cognyte.com/investors/>

If you have any questions or require any assistance with voting your shares, please contact our proxy solicitor, Saratoga, at (888) 368-0379 or (212) 257-1311 or by email at info@saratogaproxy.com

¹ This letter includes certain financial measures not prepared in accordance with generally accepted accounting principles ("GAAP"), such as adjusted EBITDA. For a reconciliation of the non-GAAP financial measures to the most directly comparable GAAP financial measures, please refer to Cognyte's Notice and Proxy Statement for the Fiscal 2025 Annual Meeting of Shareholders.

² Source: FactSet. Data as of August 8, 2024. "Peers" refer to the companies disclosed in Cognyte's Notice and Proxy Statement for the Fiscal 2025 Annual Meeting of Shareholders and include AvePoint, BigCommerce Holdings, C3.ai, Cellebrite DI, Consensus Cloud Solutions, Domo, Enfusion, Everbridge, Kaltura, MeridianLink, Rapid7, Rimini Street, Riskified, SecureWorks, SimilarWeb, WalkMe and Zuora. Peer data refers to median.

Cognyte