

UNITED STATES OF AMERICA
Before The
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 65301 / September 8, 2011

ADMINISTRATIVE PROCEEDING
File No. 3-13828

<p>In the Matter of</p> <p>Comverse Technology, Inc.,</p> <p style="text-align:right">Respondent.</p>
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**ORDER ON THE BASIS OF COMVERSE
TECHNOLOGY, INC.'S OFFER OF
SETTLEMENT, IMPLEMENTING
SETTLEMENT**

I.

The Securities and Exchange Commission (“Commission”) issued an Order Instituting Administrative Proceedings and Notice of Hearing Pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”) against Comverse Technology, Inc. (“Comverse” or “Respondent”) on March 23, 2010.

II.

Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of this proceeding and any other proceeding brought by or on behalf of the Commission, or to which the Commission is a party, Respondent consents to the entry of this Order, the following findings, conditions for company filings and consequent remedies set forth below.

III.

On the basis of this Order and Respondent’s Offer, the Commission finds¹ that:

1. Comverse (CIK No. 0000803014) is a New York corporation based in New York, New York. Its common stock is registered with the Commission pursuant to Exchange Act Section 12(g) and is quoted on the Pink Sheets under the symbol CMVT.PK.

¹ The findings herein are made pursuant to Comverse’s Offer of Settlement and are not binding on any other person or entity in this or any other proceeding.

2. Comverse is required to file reports pursuant to Exchange Act Section 13(a) and the rules and regulations thereunder, including Exchange Act Rules 13a-1 and 13a-13.

3. Prior to the institution of this proceeding, Comverse consented to the entry of final judgment against it in the action encaptioned SEC v. Comverse Technology, Inc., Civil Action No. 09-2588-DBH (E.D.N.Y.), pursuant to which Comverse was:

- a. ordered to “become current in its periodic reporting requirements pursuant to [Exchange Act] Section 13(a) and Rules 12b-20, 13a-1, and 13a-13 thereunder, by the earlier of February 8, 2010 or the date on which [Comverse] files a restatement” and
- b. permanently enjoined from, among other things, violating directly or indirectly Exchange Act Section 13(a) and the rules and regulations thereunder, “by failing to file, or by filing or causing to be filed, with the Commission” any report required by Exchange Act Section 13(a) and the rules and regulations.

The United States District Court for the Eastern District of New York entered the final judgment against Comverse on June 25, 2009 (“Injunction Order”).

4. When this proceeding was instituted on March 23, 2010, Comverse was in violation of the Injunction Order and Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder, while its common stock was registered with the Commission, in that it had not filed an annual report on Form 10-K since April 20, 2005 or quarterly reports on Form 10-Q since December 12, 2005. At the time, it was delinquent in filing the following four annual reports on Form 10-K and twelve quarterly reports on Form 10-Q:

- a. an annual report on Form 10-K for the fiscal year ended January 31, 2006 (“Fiscal Year 2005”), which was due May 2, 2006;
- b. a quarterly report on Form 10-Q for the quarter ended April 30, 2006 (“First Quarter 2006”), which was due June 14, 2006;
- c. a quarterly report on Form 10-Q for the quarter ended July 31, 2006 (“Second Quarter 2006”), which was due September 16, 2006;
- d. a quarterly report on Form 10-Q for the quarter ended October 31, 2006 (“Third Quarter 2006”), which was due December 16, 2006;
- e. an annual report on Form 10-K for the fiscal year ended January 31, 2007 (“Fiscal Year 2006”), which was due April 17, 2007;
- f. a quarterly report on Form 10-Q for the quarter ended April 30, 2007 (“First Quarter 2007”), which was due June 16, 2007;
- g. a quarterly report on Form 10-Q for the quarter ended July 31, 2007 (“Second Quarter 2007”), which was due September 15, 2007;

- h. a quarterly report on Form 10-Q for the quarter ended October 31, 2007 (“Third Quarter 2007”), which was due December 15, 2007;
- i. an annual report on Form 10-K for the fiscal year ended January 31, 2008 (“Fiscal Year 2007”), which was due April 15, 2008;
- j. a quarterly report on Form 10-Q for the quarter ended April 30, 2008 (“First Quarter 2008”), which was due June 14, 2008;
- k. a quarterly report on Form 10-Q for the quarter ended July 31, 2008 (“Second Quarter 2008”), which was due September 14, 2008;
- l. a quarterly report on Form 10-Q for the quarter ended October 31, 2008 (“Third Quarter 2008”), which was due December 15, 2008;
- m. an annual report on Form 10-K for the fiscal year ended January 31, 2009 (“Fiscal Year 2008”), which was due April 16, 2009;
- n. a quarterly report on Form 10-Q for the quarter ended April 30, 2009 (“First Quarter 2009”), which was due June 14, 2009;
- o. a quarterly report on Form 10-Q for the quarter ended July 31, 2009 (“Second Quarter 2009”), which was due September 14, 2009; and
- p. a quarterly report on Form 10-Q for the quarter ended October 31, 2009 (“Third Quarter 2009”), which was due December 15, 2009.

5. After this proceeding was commenced, Comverse remained in violation of the Injunction Order and continued to be non-compliant with Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder, while its common stock was registered with the Commission, in that it did not timely file the following two annual reports on Form 10-K and four quarterly reports on Form 10-Q:

- a. an annual report on Form 10-K for the fiscal year ended January 31, 2010 (“Fiscal Year 2009”), which was due April 16, 2010;
- b. a quarterly report on Form 10-Q for the quarter ended April 30, 2010 (“First Quarter 2010”), which was due June 14, 2010;
- c. a quarterly report on Form 10-Q for the quarter ended July 31, 2010 (“Second Quarter 2010”), which was due September 14, 2010;
- d. a quarterly report on Form 10-Q for the quarter ended October 31, 2010 (“Third Quarter 2010”), which was due December 15, 2010;
- e. an annual report on Form 10-K for the fiscal year ended January 31, 2011 (“Fiscal Year 2010”), which was due April 16, 2011; and

- f. a quarterly report on Form 10-Q for the quarter ended April 30, 2011 (“First Quarter 2011”), which was due June 14, 2011.
6. On October 4, 2010, Converse filed with the Commission an annual report on Form 10-K which contained audited annual consolidated financial statements for Fiscal Years 2005 to 2008; unaudited condensed selected financial information for each of the four fiscal quarters in Fiscal Years 2007 and 2008; and unaudited restated selected financial information for the fiscal year ended January 31, 2005, with restatement adjustments for prior years going back to fiscal year ended December 31, 1991.
7. On January 25, 2011, Converse filed with the Commission its Fiscal Year 2009 Form 10-K. This filing was late.
8. On May 31, 2011, Converse filed with the Commission its Fiscal Year 2010 Form 10-K. This filing was late.
9. On June 22, 2011, Converse filed with the Commission its First Quarter 2011 Form 10-Q. This filing was late.
10. Converse continues to be in violation of Injunction Order today.

IV.

On July 26, 2011, Converse submitted an Offer of Settlement in which it agreed to the following:

- A. Converse shall file with the Commission, in accordance with the technical and substantive requirements for EDGAR documents, and in accordance with the requirements of Exchange Act Section 13(a) and the rules and regulations thereunder:
 - i. Quarterly reports on Form 10-Q for the quarters ended April 30, 2010, July 31, 2010, and October 31, 2010, by no later than 5:30 p.m. EDT on September 9, 2011; and
 - ii. A quarterly report on Form 10-Q for the quarter ending July 31, 2011, on time, meaning by no later than 5:30 p.m. EDT on September 9, 2011, or within the extended period of five calendar days permitted by Exchange Act Rule 12b-25, if Converse files a Form 12b-25.²
- B. If Converse makes all of the filings by the deadlines set forth in Paragraph IV.A., and the Division of Enforcement (“Division”) has not informed Converse of any deficiencies pursuant to Paragraph IV.D., the Division will notify the Office of the Secretary of the Commission of that fact, and the Secretary will thereupon

² For the Form 10-Q for the quarter ending July 31, 2011, Converse may rely on Rule 405(a)(2)(ii) of Regulation S-T when submitting the Interactive Data File that is required to comply with Paragraphs (d)(1) through (d)(4) and (e)(1) and (e)(2) of Rule 405 of Regulation S-T.

enter, without further notice, an order of the Commission in the form attached hereto as Exhibit A, terminating this proceeding without the requested remedy of revocation or suspension of registration.

- C. If Comverse fails to make any of the filings by the deadlines set forth in Paragraph IV.A., the Division will notify the Office of the Secretary of the Commission of that fact, and the Secretary will thereupon enter, without further notice, an order of the Commission pursuant to Exchange Act Section 12(j), in the form attached hereto as Exhibit B, that finds Comverse to have failed to comply with Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder, and revokes the registration of each class of Comverse's securities registered with the Commission pursuant to Exchange Act Section 12.
- D. If, by the deadlines set forth in Paragraph IV.A., Comverse makes each of the required filings but any filing is in a form that the Division, in consultation with the Division of Corporation Finance and any other appropriate Commission staff, but in the Division's sole discretion, determines is not in accordance with the technical and substantive requirements for EDGAR documents, or not in accordance with the requirements of Exchange Act Section 13(a) or the rules and regulations thereunder:
- i. The Division will inform Comverse of the nature of the deficiency/ies in any such filing within five business days from the date of the filing;
 - ii. Comverse will have until the later of (i) the fifth business day after the date of such notice, or (ii) the deadline by which such filing is due as set forth in Paragraph IV.A., to remedy the identified deficiency/ies and to resubmit such filing in accordance with the technical and substantive requirements for EDGAR documents, and in accordance with the requirements of Exchange Act Section 13(a) and the rules and regulations thereunder;
 - iii. If, after Comverse resubmits such filing pursuant to Paragraph IV.D.ii., the Division, in consultation with the Division of Corporation Finance and any other appropriate Commission staff, but in the Division's sole discretion, determines that any such filing continues to be not in accordance with the technical and substantive requirements for EDGAR documents, or not in accordance with the requirements of Exchange Act Section 13(a) or the rules and regulations thereunder, as previously noticed, the Division will notify the Secretary's Office of that fact and the Secretary will thereupon enter, without further notice, an order of the Commission pursuant to Exchange Act Section 12(j), in the form attached hereto as Exhibit B.
 - iv. If, after Comverse resubmits such filing pursuant to Paragraph IV.D.ii., and Comverse remedies the identified deficiency/ies, the Division will notify the Office of the Secretary of the Commission of that fact, and the

Secretary will thereupon enter, without further notice, an order of the Commission in the form attached hereto as Exhibit A.

V.

On the basis of the foregoing, IT IS ORDERED THAT:

Comverse's Offer of Settlement is accepted and a subsequent order resolving the proceeding will be issued in accordance with the terms of the Offer of Settlement described above.

By the Commission.

Elizabeth M. Murphy
Secretary

EXHIBIT A

**UNITED STATES OF AMERICA
Before The
SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934
Release No.**

**ADMINISTRATIVE PROCEEDING
File No. 3-13828**

In the Matter of

Comverse Technology, Inc.,

Respondent.

**ORDER TERMINATING
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 12(j) OF THE
SECURITIES EXCHANGE ACT OF 1934**

It is hereby ORDERED that this administrative proceeding is terminated and that final judgment shall enter without the imposition of a remedy pursuant to Section 12(j) of the Securities Exchange Act of 1934.

By the Commission.

Elizabeth M. Murphy
Secretary

EXHIBIT B

**UNITED STATES OF AMERICA
Before The
SECURITIES AND EXCHANGE COMMISSION**

SECURITIES EXCHANGE ACT OF 1934
Release No.

ADMINISTRATIVE PROCEEDING
File No. 3-13828

In the Matter of

Comverse Technology, Inc.,

Respondent.

**ORDER MAKING FINDINGS AND
REVOKING REGISTRATION OF
SECURITIES PURSUANT TO SECTION 12(j)
OF THE SECURITIES EXCHANGE ACT OF
1934**

I.

The Securities and Exchange Commission (“Commission”) deems it necessary and appropriate for the protection of investors to institute this Order Making Findings and Revoking Registration of Securities Pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”) pursuant to the Offer or Settlement submitted by Comverse Technology, Inc. (“Comverse” or “Respondent”), which was accepted by the Commission in an Order on the Basis of Comverse Technology, Inc.’s Offer of Settlement filed on [MONTH, DAY], 2011 (the “[MONTH, YEAR] Order”).

II.

Solely for the purpose of this proceeding and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, Respondent consents to the entry of this Order, as set forth below.

III.

On the basis of this Order and Respondent’s Offer of Settlement, the Commission finds that:

1. Comverse (CIK No. 0000803014) is a New York corporation based in New York, New York. Its common stock is registered with the Commission pursuant to Exchange Act Section 12(g) and is quoted on the Pink Sheets under the symbol CMVT.PK.

2. Comverse is required to file reports pursuant to Exchange Act Section 13(a) and the rules and regulations thereunder, including Exchange Act Rules 13a-1 and 13a-13.

3. Prior to the institution of this proceeding, Comverse consented to the entry of final judgment against it in the action encaptioned SEC v. Comverse Technology, Inc., Civil Action No. 09-2588-DBH (E.D.N.Y.), pursuant to which Comverse was:

- a. ordered to “become current in its periodic reporting requirements pursuant to [Exchange Act] Section 13(a) and Rules 12b-20, 13a-1, and 13a-13 thereunder, by the earlier of February 8, 2010 or the date on which [Comverse] files a restatement” and
- b. permanently enjoined from, among other things, violating directly or indirectly Exchange Act Section 13(a) and the rules and regulations thereunder, “by failing to file, or by filing or causing to be filed, with the Commission” any report required by Exchange Section 13(a) and the rules and regulations.

The United States District Court for the Eastern District of New York entered the final judgment against Comverse on June 25, 2009 (“Injunction Order”).

4. When this proceeding was instituted on March 23, 2010, Comverse was in violation of the Injunction Order and Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder, while its common stock was registered with the Commission, in that it had not filed an annual report on Form 10-K since April 20, 2005 or quarterly reports on Form 10-Q since December 12, 2005. At the time, it was delinquent in filing the following four annual reports on Form 10-K and twelve quarterly reports on Forms 10-Q:

- a. an annual report on Form 10-K for the fiscal year ended January 31, 2006 (“Fiscal Year 2005”), which was due May 2, 2006;
- b. a quarterly report on Form 10-Q for the quarter ended April 30, 2006 (“First Quarter 2006”), which was due June 14, 2006;
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- p. a quarterly report on Form 10-Q for the quarter ended October 31, 2009 (“Third Quarter 2009”), which was due December 15, 2009.

5. While this proceeding was pending, Comverse remained in violation of the Injunction Order and Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder, while its common stock was registered with the Commission, in that it had not timely filed the following two annual reports on Form 10-K and four quarterly reports on Form 10-Q:

- a. an annual report on Form 10-K for the fiscal year ended January 31, 2010 (“Fiscal Year 2009”), which was due April 16, 2010;
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- f. a quarterly report on Form 10-Q for the quarter ended April 30, 2011 (“First Quarter 2011”), which was due June 14, 2011.

6. On October 4, 2010, Converse filed with the Commission an annual report on Form 10-K which contained audited annual consolidated financial statements for Fiscal Years 2005 to 2008; unaudited condensed selected financial information for each of the four fiscal quarters in Fiscal Years 2007 and 2008; and unaudited restated selected financial information for the fiscal year ended January 31, 2005, with restatement adjustments for prior years going back to fiscal year ended December 31, 1991.

7. On January 25, 2011, Converse filed with the Commission its Fiscal Year 2009 Form 10-K. This filing was late.

8. On May 31, 2011, Converse filed with the Commission its Fiscal Year 2010 Form 10-K. This filing was late.

9. On June 22, 2011, Converse filed with the Commission its First Quarter 2011 Form 10-Q. This filing was late.

10. [INSERT PARAGRAPH(S) REGARDING NON-DEFICIENT FILINGS MADE BY THE DEADLINE SET FORTH IN THE OFFER OF SETTLEMENT.]

11. Converse remains in violation of the Injunction Order and continues not to be compliant with Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder, while its common stock is registered with the Commission, in that:

- a. Converse failed to file [FORM(S) DESCRIPTION] by its/their required due date of [DATE] as described in Section IV.A. of the [MONTH, YEAR] Order; and/or
- b. The Division of Enforcement has determined that Converse’s [FORM(S) DESCRIPTION] were not [made in accordance with the technical and substantive requirements for EDGAR documents, and/or in accordance with the requirements of Section 13(a) of the Exchange Act and the rules and regulations thereunder] as described in Section IV.D. of the [MONTH, YEAR] Order.]

IV.

Section 12(j) of the Exchange Act provides as follows:

The Commission is authorized, by order, as it deems necessary or appropriate for the protection of investors to deny, to suspend the effective date of, to suspend for a period not exceeding twelve months, or to revoke the registration of a security, if the Commission finds, on the record after notice and opportunity for hearing, that the issuer of such security has failed to comply with any provision of this title or the rules and regulations thereunder. No member of a national securities exchange, broker, or dealer shall make use of the mails or any means or instrumentality of interstate commerce to effect any transaction in, or to induce the

purchase or sale of, any security the registration of which has been and is suspended or revoked pursuant to the preceding sentence.

In view of the foregoing, the Commission finds that it is necessary and appropriate for the protection of investors to revoke the registration of each class of Respondent's securities registered pursuant to Exchange Act Section 12(j).

Accordingly, it is hereby ORDERED, pursuant to Exchange Act Section 12(j), that registration of each class of Respondent's securities registered pursuant to Section 12 of the Exchange Act be, and hereby is, revoked.

By the Commission.

Elizabeth M. Murphy
Secretary