

As filed with the Securities and Exchange Commission on November 2, 2009

Registration No. 333-\_\_\_\_\_

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM S-8**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**NICE-SYSTEMS LTD.**

(Exact Name of Registrant as Specified in Its Charter)

**ISRAEL** **N/A**  
(State or Other Jurisdiction of Incorporation) (I.R.S. Employer Identification Number)

**8 Hapnina Street  
P.O. Box 690  
43107 Ra'anana  
Israel**  
(Address of Principal Executive Offices) (Zip Code)

**NICE-SYSTEMS LTD.  
AMENDED AND RESTATED  
1999 EMPLOYEE STOCK PURCHASE PLAN**  
(Full Title of the Plan)

**NICE-Systems Inc.  
301 Route 17 North  
10th Floor  
Rutherford, New Jersey 07070**  
(Name and Address of Agent For Service)

**(201) 964-2600**  
(Telephone Number, Including Area Code, of Agent for Service)

Copies to:

**Adam M. Klein, Adv.  
Goldfarb, Levy, Eran, Meiri, Tzafrir & Co.  
2 Weizmann Street  
Tel Aviv 64239 Israel  
+972-3-608-9999**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

|                         |                                     |                           |                          |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/>            | Smaller reporting company | <input type="checkbox"/> |

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### CALCULATION OF REGISTRATION FEE

| <b>Title of Securities To Be Registered</b>       | <b>Amount To Be Registered (2)</b> | <b>Proposed Maximum Offering Price Per Share</b> | <b>Proposed Maximum Aggregate Offering Price</b> | <b>Amount of Registration Fee</b> |
|---------------------------------------------------|------------------------------------|--------------------------------------------------|--------------------------------------------------|-----------------------------------|
| Ordinary Shares, par value NIS 1.00 per share (1) | 300,000                            | \$32.745 (3)                                     | \$9,823,500                                      | \$548.15                          |

- (1) American Depositary Shares (“ADSs”), evidenced by American Depositary Receipts (“ADRs”), issuable upon deposit of ordinary shares, par value NIS 1.00 per share (“Ordinary Shares”), of NICE-Systems Ltd. (the “Company”) are registered on a separate registration statement. Each ADS represents one Ordinary Share.
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers such indeterminate number of Ordinary Shares as may be offered or issued to prevent dilution resulting from stock splits, stock dividends, or similar transactions pursuant to the terms of the NICE-Systems Ltd. Amended and Restated 1999 Employee Stock Purchase Plan (the “Plan”).
- (3) Estimated in accordance with Rules 457(h)(1) and 457(c) promulgated under the Securities Act, solely for the purpose of calculating the registration fee, based on \$32.745, the average of the high and low prices of the ADRs as reported on the Nasdaq Global Select Market on October 27, 2009, a date within 5 business days prior to the filing of this Registration Statement.

## **EXPLANATORY NOTE**

This Registration Statement on Form S-8 is filed by the Company and relates to an additional 300,000 Ordinary Shares, issuable to participants in the Plan. In accordance with General Instruction E of Form S-8, the contents of the Company's Registration Statement on Form S-8 (File No. 333-111113) filed with the Securities and Exchange Commission (the "Commission") on December 12, 2003 and the Company's Post Effective Amendment No. 1 to Form S-8 (File No. 333-111113) filed with the Commission on May 22, 2006, are incorporated herein by reference and the information required by Part II is omitted, except as supplemented by the information set forth below. After giving effect to this filing, an aggregate of 1,737,888 Ordinary Shares have been registered for issuance pursuant to the Plan.

## **PART II**

### **INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

#### **ITEM 8. EXHIBITS**

The following exhibits are filed with or incorporated by reference into this Registration Statement (numbering corresponds to Exhibit Table in Item 601 of Regulation S-K):

- 4.1 Amended and Restated Memorandum of Association, as approved on December 21, 2006 (English translation) (filed as Exhibit 1.1 to NICE-Systems Ltd.'s Annual Report on Form 20-F filed with the Commission on June 13, 2006, and incorporated herein by reference).
- 4.2 Amended and Restated Articles of Association, as approved on December 21, 2006 (filed as Exhibit 1.2 to NICE-Systems Ltd.'s Annual Report on Form 20-F filed with the Commission on June 13, 2006, and incorporated herein by reference).
- 4.3 Form of Share Certificate (filed as Exhibit 4.1 to Amendment No. 1 to NICE-Systems Ltd.'s Registration Statement on Form F-1 (Registration No. 333-99640) filed with the Commission on December 29, 1995, and incorporated herein by reference).
- 4.4 NICE-Systems Ltd. Amended and Restated 1999 Employee Stock Purchase Plan (filed as Exhibit 4.1 to NICE-System Ltd.'s Post Effective Amendment No. 1 to Form S-8 (File No. 333-111113) filed with Commission on May 22, 2006, and incorporated herein by reference).
- 5 Opinion of Goldfarb, Levy, Eran, Meiri, Tzafrir & Co.
- 23.1 Consent of Kost, Forer, Gabbay & Kasierer, a member of Ernst & Young Global.
- 23.2 Consent of Goldfarb, Levy, Eran, Meiri, Tzafrir & Co. (included in Exhibit 5).
- 24 Power of Attorney (included in signature page of this Registration Statement).

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Ra'anana, State of Israel, on the 2<sup>nd</sup> day of November, 2009.

### NICE SYSTEMS LTD.

|                             |                         |
|-----------------------------|-------------------------|
| By: <u>/s/ Zeev Bregman</u> | <u>/s/ Dafna Gruber</u> |
| Zeev Bregman                | Dafna Gruber            |
| President and CEO           | CFO                     |

## POWER OF ATTORNEY

Know all men by these present, that each individual whose signature appears below constitutes and appoints Haim Shani, Dafna Gruber, and each of them, his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her place and stead, in any and all capacities, to sign any all amendments (including post-effective amendments) to this Registration Statement and to file the same with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby rectifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following person in the capacities and on the dates identified:

| <u>Signature</u>                                | <u>Title</u>                                                           | <u>Date</u>      |
|-------------------------------------------------|------------------------------------------------------------------------|------------------|
| <u>/s/ Ron Gutler</u><br>Ron Gutler             | Chairman of the Board of Directors                                     | November 2, 2009 |
| <u>/s/ Joseph Atsmon</u><br>Joseph Atsmon       | Vice-Chairman of the Board of Directors                                | November 2, 2009 |
| <u>/s/ Zeev Bregman</u><br>Zeev Bregman         | President and Chief Executive Officer<br>(Principal Executive Officer) | November 2, 2009 |
| <u>/s/ Dafna Gruber</u><br>Dafna Gruber         | Chief Financial Officer                                                | November 2, 2009 |
| <u>/s/ Rimon Ben-Shaoul</u><br>Rimon Ben-Shaoul | Director                                                               | November 2, 2009 |
| <u>/s/ Yoseph Dauber</u><br>Yoseph Dauber       | Director                                                               | November 2, 2009 |

\_\_\_\_\_  
/s/ Dan Falk  
Dan Falk

Director

November 2, 2009

\_\_\_\_\_  
John Hughes

Director

\_\_\_\_\_  
/s/ Yocheved Dvir  
Yocheved Dvir

Director

November 2, 2009

\_\_\_\_\_  
/s/ David Kostman  
David Kostman

Director

November 2, 2009

Authorized Representative in the  
United States:

NICE-SYSTEMS INC.

By: \_\_\_\_\_  
Name: David Ottensoser  
Title: Corporate Secretary

November 2, 2009

## INDEX TO EXHIBITS

| EXHIBIT NO. | DESCRIPTION                                                                                                                                                                                                                                                         |
|-------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
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| 23.1        | Consent of Kost, Forer, Gabbay & Kasierer, a member of Ernst & Young Global.                                                                                                                                                                                        |
| 23.2        | Consent of Goldfarb, Levy, Eran, Meiri, Tzafrir & Co. (included in Exhibit 5).                                                                                                                                                                                      |
| 24          | Power of Attorney (included in signature page of this Registration Statement).                                                                                                                                                                                      |

**EXHIBIT 5**

Goldfarb, Levy, Eran, Meiri, Tzafrir & Co.  
Law Offices  
2 Weizmann Street 64239  
Tel Aviv, Israel

November 2, 2009

NICE Systems Ltd.  
8 Hapnina Street  
P.O. Box 690  
43107 Ra'anana  
Israel

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), on behalf of NICE Systems Ltd. (the "Company"), relating to an additional 300,000 of the Company's Ordinary Shares, NIS 1.00 nominal value per share, issuable under the NICE-Systems Ltd. Amended and Restated 1999 Employee Stock Purchase Plan (the "Plan").

We are members of the Israel Bar and we express no opinion as to any matter relating to the laws of any jurisdiction other than the laws of Israel.

In connection with this opinion, we have examined such corporate records, other documents, and such questions of Israeli law as we have considered necessary or appropriate for the purposes of this. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of documents submitted to us as certified or photostatic copies, the authenticity of the originals of such copies and the due constitution of the Board of Directors of the Company.

Based on the foregoing and subject to the qualifications stated herein, we advise you that in our opinion, the shares being registered pursuant to the Registration Statement, when issued in conformance with the term and conditions of the Plan, will be duly authorized, validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as part of the Registration Statement. This consent is not to be construed as an admission that we are a person whose consent is required to be filed with the Registration Statement under the provisions of the Act.

Very truly yours,

/s/ Goldfarb, Levy, Eran, Meiri, Tzafrir & Co.



**EXHIBIT 23.1**

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form S-8 of NICE-Systems Ltd. for the registration of an additional 300,000 of its ordinary shares under its Amended and Restated 1999 Employee Stock Purchase Plan of our reports dated April 5, 2009 with respect to the consolidated financial statements of NICE-Systems Ltd. and its subsidiaries for the year ended December 31, 2008, and the effectiveness of internal control over financial reporting of NICE-Systems Ltd. which is included in its Annual Report (Form 20-F) for the year ended December 31, 2008, filed with the Securities and Exchange Commission.

/s/ KOST FORER, GABBAY & KASIERER

KOST FORER, GABBAY & KASIERER  
A Member of Ernst & Young Global

Tel-Aviv, Israel  
November 2, 2009