

NICE SYSTEMS LTD
Form POS AM
March 12, 2008

As filed with the Securities and Exchange Commission on March 12, 2008

Registration No. 333-145996

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM F-3
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

NICE-SYSTEMS LTD.

(Exact name of Registrant as specified in its charter and translation of Registrant's name into English)

Israel

(State or other jurisdiction of
incorporation or organization)

N/A

(I.R.S. Employer
Identification No.)

**8 Hapnina Street
P.O. Box 690
Ra'anana 43107, Israel
972-9-775-3522**

(Address and telephone number of Registrant's principal executive offices)

**NICE Systems Inc.
301 Route 17 North
Rutherford, New Jersey 07070
Attention: David Ottensoser
(201) 964-2600**

(Name, address and telephone number of agent for service)

with copies to:

**Kenneth L. Henderson, Esq.
Gary W. Wolff, Esq.
Bryan Cave LLP
1290 Avenue of the Americas
New York, New York 10104
(212) 541-2000**

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

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective.

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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this Form is a registration statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

DEREGISTRATION OF UNSOLD SECURITIES AND WITHDRAWAL OF REGISTRATION STATEMENT

This Post-Effective Amendment No. 1 relates to the registration statement on Form F-3 (File No. 333-145996) (the Registration Statement) of NICE-Systems Ltd. (the Company) pertaining to the resale of American Depositary Shares (ADSs), each representing one of the Company s Ordinary Shares, held by selling securityholders listed therein (the Selling Securityholders), which was filed with the Securities and Exchange Commission and became effective on September 12, 2007.

The Company s contractual obligation to maintain the effectiveness of this Registration Statement with respect to the ADSs held by the Selling Securityholders has terminated and the Company wishes to discontinue the effectiveness of the Registration Statement. As a result and pursuant to the Company s undertaking in Item 10 of Part II of this Registration Statement, the Company hereby withdraws this Registration Statement, including all amendments, prospectus supplements and exhibits thereto, with respect to the unsold portion of securities registered in the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, NICE-SYSTEMS LTD. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Ra'anana, Israel on March 12, 2008.

NICE-SYSTEMS LTD.

By: /s/ Haim Shani

Haim Shani
Chief Executive Officer

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

| Name | Title(s) | Date |
|---------|------------------------------------|----------------|
| _____ | _____ | _____ |
| * _____ | Chairman of the Board of Directors | March 12, 2008 |

SIGNATURES

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Ron Gutler

/s/ Haim Shani
Haim Shani

Chief Executive Officer
(Principal Executive Officer)

March 12, 2008

/s/ Dafna Gruber
Dafna Gruber

Corporate Vice President and
Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)

March 12, 2008

*
Joseph Atsmon

Vice-Chairman of the Board of Directors

March 12, 2008

*
Rimon Ben-Shaoul

Director

March 12, 2008

*
Yoseph Dauber

Director

March 12, 2008

*
Dan Falk

Director

March 12, 2008

*
John Hughes

Director

*
Yocheved Dvir

Director

* By: /s/ Haim Shani
Haim Shani
Attorney-in-Fact

Authorized Representative in the United States:

NICE SYSTEMS INC.

March 12, 2008

By: /s/ David Ottensoser

David Ottensoser
Corporate Secretary
