

NICE SYSTEMS LTD  
Form S-8  
December 15, 2010

As filed with the Securities and Exchange Commission on December 15, 2010

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.  
2008 SHARE INCENTIVE 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:

Edgar Filing: NICE SYSTEMS LTD - Form S-8

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

## CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered (2)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary Shares, par value NIS 1.00 per share (1)	1,000,000	\$ 32.065 (3)	\$ 32,065,000	\$ 2,286.60

(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. 2008 Share Incentive 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 \$32.065, the average of the high and low prices of the ADRs as reported on the Nasdaq Global Select Market on December 10, 2010, 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 1,000,000 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. 333-153230) filed with the Securities and Exchange Commission (the "Commission") on August 28, 2008 and the Company's Registration Statement on Form S-8 (File No. 333-162110) filed with the Commission on September 24, 2009, 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 5,000,000 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 of the Company (an English translation), as amended through December 21, 2006 (previously filed as Exhibit 1.1 to the Company's Annual Report on Form 20-F filed with the Commission on June 13, 2007, and incorporated herein by reference).
  - 4.2 Amended and Restated Articles of Association of the Company, as amended through June 29, 2010 (previously filed as Exhibit 4.2 to the Company's Registration Statement on Form S-8 (Registration No. 333-168100) filed with the Commission on July 14, 2010, and incorporated herein by reference).
  - 4.3 Form of Share Certificate (filed as Exhibit 4.1 to Amendment No. 1 to the Company'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. 2008 Share Incentive Plan, as amended.
  - 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).
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INDEX TO EXHIBITS

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