

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

**FORM S-8**

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

**NICE-SYSTEMS LTD.**

(Exact Name of Registrant as Specified in Its Charter)

**ISRAEL**  
(State or Other Jurisdiction of Incorporation)

**N/A**  
(I.R.S. Employer Identification Number)

**22 Zarchin 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.  
461 From Road  
Paramus 07652  
United States**  
(Name and Address of Agent for Service)

**(201) 549-1735**  
(Telephone Number, Including Area Code, of Agent for Service)

Copies to:

**Adam M. Klein, Adv.  
Goldfarb Seligman & Co.  
98 Yigal Alon Street  
Tel Aviv 6789141 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"/>

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered <sup>(2)</sup>	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary Shares, par value NIS 1.00 per share <sup>(1)</sup>	1,000,000	\$ 40.68 <sup>(3)</sup>	\$ 40,680,000	\$ 4,727.02

- (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 \$40.68, the average of the high and low prices of the ADSs as reported on the Nasdaq Global Select Market on November 3, 2014, 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, the Company's Registration Statement on Form S-8 (File No. 333-162110) filed with the Commission on September 24, 2009, the Company's Registration Statement on Form S-8 (File No. 333-171165) filed with the Commission on December 15, 2010, and the Company's Registration Statement on Form S-8 (File No. 333-181375) filed with the Commission on May 14, 2012, 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 7,000,000 Ordinary Shares have been registered for issuance pursuant to the Plan.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

##### *Exemption of Office Holders*

Under the Companies Law, an Israeli company may not exempt an office holder from liability for breach of his duty of loyalty, but may exempt in advance an office holder from liability to the company, in whole or in part, for a breach of his duty of care (except in connection with distributions), provided the articles of association of the company allow it to do so. Our articles of association do not allow us to do so.

##### *Office Holder Insurance*

Our articles of association provide that, subject to the provisions of the Companies Law, including the receipt of all approvals as required therein or under any applicable law, we may enter into an agreement to insure an office holder for any responsibility or liability that may be imposed on such office holder in connection with an act performed by such office holder in such office holder's capacity as an office holder of us with respect to each of the following:

- a violation of his duty of care to us or to another person,
  - a breach of his duty of loyalty to us, provided that the office holder acted in good faith and had reasonable grounds to assume that his act would not prejudice our interests,
  - a financial obligation imposed upon him for the benefit of another person,
  - a payment which the office holder is obligated to make to an injured party as set forth in Section 52(54)(a)(1)(a) of the Israeli Securities Law, 5728-1968, as amended (the "Securities Law") and Litigation Expenses that the office holder incurred in connection with a proceeding under Chapters H'3, H'4 or I'1 of the Securities Law, and
  - any other event, occurrence or circumstance in respect of which we may lawfully insure an office holder.
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### *Indemnification of Office Holders*

Our articles of association provide that, subject to the provisions of the Companies Law, including the receipt of all approvals as required therein or under any applicable law we may indemnify an office holder with respect to any liability or expense for which indemnification may be provided under the Companies Law, including the following liabilities and expenses, provided that such liabilities or expenses were imposed upon or incurred by such office holder in such office holder's capacity as an office holder of us:

- a monetary liability imposed on or incurred by an office holder pursuant to a judgment in favor of another person, including a judgment imposed on such office holder in a settlement or in an arbitration decision that was approved by a court of law;
- reasonable Litigation Expenses, expended by the office holder as a result of an investigation or proceeding instituted against him by a competent authority, provided that such investigation or proceeding concluded without the filing of an indictment against him and either (A) concluded without the imposition of any financial liability in lieu of criminal proceedings or (B) concluded with the imposition of a financial liability in lieu of criminal proceedings but relates to a criminal offense that does not require proof of criminal intent (mens rea) or in connection with a financial sanction;

“conclusion of a proceeding without filing an indictment” in a matter in which a criminal investigation has been instigated and “financial liability in lieu of a criminal proceeding,” shall have the meaning as ascribed under the Companies Law. The term “Litigation Expenses” shall include, without limitation, attorneys’ fees and all other costs, expenses and obligations paid or incurred by an office holder in connection with investigating, defending, being a witness or participating in (including on appeal), or preparing to defend, be a witness or participate in any claim or proceeding relating to any matter for which indemnification may be provided;

- reasonable Litigation Expenses, which the Office Holder incurred or with which the Office Holder was charged by a court of law, in a proceeding brought against the Office Holder, by the Company, on its behalf or by another person, or in a criminal prosecution in which the Office Holder was acquitted, or in a criminal prosecution in which the Office Holder was convicted of an offense that does not require proof of criminal intent (mens rea);
- a payment which the office holder is obligated to make to an injured party as set forth in Section 52(54)(a)(1)(a) of the Securities Law, and Litigation Expenses that the office holder incurred in connection with a proceeding under Chapters H'3, H'4 or I'1 of the Securities Law; and
- any other event, occurrence or circumstance in respect of which we may lawfully indemnify an office holder.

The foregoing indemnification may be procured by us (a) retroactively and (b) as a commitment in advance to indemnify an office holder, provided that, in respect of bullet #1 above, such commitment shall be limited to (A) such events that in the opinion of the Board of Directors are foreseeable in light of our actual operations at the time the undertaking to indemnify is provided, and (B) to the amounts or criterion that the Board of Directors deems reasonable under the circumstances, and further provided that such events and amounts or criterion are set forth in the undertaking to indemnify, and which shall in no event exceed, in the aggregate, the greater of: (i) twenty five percent (25%) of our shareholder's equity at the time of the indemnification, or (ii) twenty five percent (25%) of our shareholder's equity at the end of fiscal year of 2010.

We have undertaken to indemnify our directors and officers pursuant to applicable law. We have obtained directors' and officers' liability insurance for the benefit of our directors and officers.

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### *Limitations on Exemption, Insurance and Indemnification*

The Companies Law provides that a company may not exempt or indemnify an office holder, or enter into an insurance contract, which would provide coverage for any monetary liability incurred as a result of any of the following:

- a breach by the office holder of his duty of loyalty unless, with respect to insurance coverage or indemnification, the office holder acted in good faith and had a reasonable basis to believe that the act would not prejudice the company;
- a breach by the office holder of his duty of care if the breach was done intentionally or recklessly (other than if solely done in negligence);
- any act or omission done with the intent to derive an illegal personal benefit; or
- a fine, civil fine or ransom levied on an Office Holder, or a financial sanction imposed upon an Office Holder under Israeli Law.

### *Required Approvals*

In addition, under the Companies Law, any exemption of, indemnification of, or procurement of insurance coverage for, our office holders must be approved by our audit committee and our board of directors and, if the beneficiary is a director, by our shareholders. We have obtained such approvals for the procurement of liability insurance covering our officers and directors and for the grant of indemnification letters to our officers and directors.

### **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 NICE Systems Ltd. (an English translation), as amended through December 21, 2006 (previously filed as Exhibit 1.1 to, and incorporated by reference from, NICE's Annual Report on Form 20-F filed with the Commission on June 13, 2007).
  - 4.2 Amended and Restated Articles of Association of NICE Systems Ltd., as amended through September 19, 2011 (previously filed as Exhibit 4.2 to, and incorporated by reference from, NICE's Registration Statement on Form S-8 filed with the Commission on October 26, 2011).
  - 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 (previously filed as Exhibit 4.5 to, and incorporated by reference from, NICE's Annual Report on Form 20-F filed with the Commission on March 26, 2014).
  - 5 Opinion of Goldfarb Seligman & Co.
  - 23.1 Consent of Kost, Forer, Gabbay & Kasierer, a member of Ernst & Young Global.
  - 23.2 Consent of Goldfarb Seligman & 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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**Goldfarb Seligman & Co.**  
Electra Tower  
98 Yigal Alon Street  
Tel Aviv 6789141, Israel

November 6, 2014

NICE Systems Ltd.  
22 Zarchin 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 1,000,000 of the Company's Ordinary Shares, NIS 1.00 nominal value per share, issuable under the NICE-Systems Ltd. 2008 Share Incentive 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. 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. We have also assumed that each individual grant under the Plan that will be made after the date hereof will be duly authorized by all necessary corporate action.

Based on the foregoing and subject to the qualifications stated herein, we advise you that in our opinion, the Shares, when issued and paid for pursuant to the terms of the Plan, will be duly authorized, validly issued, fully paid and non-assessable.

This opinion is rendered as of the date hereof, and we undertake no obligation to advise you of any changes in applicable law or any other matters that may come to our attention after the date hereof that may affect this opinion.

We hereby consent to the filing of this opinion as an exhibit to 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.

Sincerely,

/s/ Goldfarb Seligman & Co.  
Goldfarb, Seligman & Co.

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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 1,000,000 of its ordinary shares under its 2008 Share Incentive Plan of our report dated March 26, 2014 with respect to the consolidated financial statements of NICE-Systems Ltd., and the effectiveness of internal control over financial reporting of NICE-Systems Ltd., included in its Annual Report (Form 20-F) for the year ended December 31, 2013, 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 6, 2014

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