

Filename: zk96935.htm  
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**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**AMENDMENT NO. 1 TO  
SCHEDULE TO**

**TENDER OFFER STATEMENT UNDER  
SECTION 14(d)(1) or 13(e)(1) OF THE SECURITIES EXCHANGE ACT OF 1934**

**NICE-SYSTEMS LTD.**

(Name of Subject Company (Issuer) and Filing Person (Offeror))

**Options to Purchase Ordinary Shares, par value one New Israeli Shekel per share**  
(Title of Class of Securities)

M7494X101  
(CUSIP Number of Ordinary Shares Underlying Class of Securities)

**Dafna Gruber**  
**Corporate Vice President and Chief Financial Officer**  
**NICE-Systems Ltd.**  
**8 Hapnina Street**  
**P.O.Box 690**  
**Ra'anana 43107, Israel**  
**Telephone: +972-9-775-3151**

(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications on Behalf of Filing Person)

*With copies to:*

**Adam M. Klein, Esq.**  
**Goldfarb, Levy, Eran, Meiri, Tzafrir & Co.**  
**2 Weizmann Street**  
**Tel Aviv 64239, Israel**  
**Telephone: +972-3-608-9947**  
**Telecopy: +972 3-521-2212**

**Kenneth L. Henderson, Esq.**  
**Bryan Cave LLP**  
**1290 Avenue of the Americas**  
**New York, New York 10104**  
**Telephone: (212) 541-2000**  
**Telecopy: (212) 541-4630**

**CALCULATION OF FILING FEE**

Transaction valuation\*  
\$6,500,000

Amount of filing fee\*\*  
\$362.70

\* Estimated solely for purposes of determining the filing fee. This amount assumes that options to purchase an aggregate of 1,734,422 ordinary shares of NICE-Systems Ltd. having an aggregate value of \$6,500,000 will be exchanged for new options or new restricted share units and cancelled pursuant to this exchange offer. The aggregate value of such securities was calculated based on the Black-Scholes option pricing model as of June 17, 2009.

\*\* The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, as modified by Fee Rate Advisory No. 5 for Fiscal Year 2009, equals \$55.80 per \$1,000,000 of transaction valuation. The transaction valuation set forth above was calculated for the sole purpose of determining the filing fee, and should not be used or relied upon for any other purpose.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$362.70  
Form or Registration No.: 005-56249

Filing party: NICE-Systems LTD.  
Date filed: June 23, 2009.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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This Amendment No. 1 (this "Amendment No. 1) amends and supplements the Tender Offer Statement on Schedule TO ("Schedule TO") filed with the Securities and Exchange Commission of June 23, 2009, relating to an offer by NICE-Systems Ltd. (the "Company") to exchange certain outstanding options to purchase ordinary shares held by certain employees granted under the Company's 2003 Stock Option Plan and Actimize Ltd. 2003 Omnibus Stock Option and Restricted Stock Incentive Plan.

Only those items amended are reported in this Amendment No. 1. Except as specifically provided herein, the information contained in the Schedule TO remains unchanged and this Amendment No. 1 does not modify any of the information previously reporting on the Schedule TO.

**ITEM 12. Exhibits.**

The Exhibit Index included in this Schedule TO is incorporated herein by reference.

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

NICE-SYSTEMS LTD.

By: /s/ Dafna Gruber

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Dafna Gruber  
Corporate Vice President and  
Chief Financial Officer

Date: June 25, 2009

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## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
(a)(1)(A)	Offer to Exchange Certain Outstanding Options, dated June 23, 2009, including Summary Term Sheet.
(a)(1)(B)	Form of Email to be Sent to Eligible Employees Upon Commencement of the Offer to Exchange, from Haim Shani, Chief Executive Officer of NICE-Systems Ltd.
(a)(1)(C)	Form of Email to be Sent to Eligible Employees Upon Commencement of the Offer to Exchange, from the Vice President of Corporate Human Resources of NICE-Systems Ltd.
(a)(1)(D)	Form of Letter to Eligible Option Holders.
(a)(1)(E)	Form of Paper Election Form.
(a)(1)(F)	Form of Election Form – Web Submission.
(a)(1)(G)	Form of Paper Notice of Withdrawal.
(a)(1)(H)	Form of Notice of Withdrawal – Web Submission.
(a)(1)(I)	Form of E-mail Communication Regarding Confirmation of Receipt of Election Form.
(a)(1)(J)	Form of E-mail Communication Regarding Confirmation of Receipt of Notice of Withdrawal.
(a)(1)(K)	Employee Training Materials.
(a)(1)(L)	Annual Report on Form 20-F for the fiscal year ended December 31, 2008 filed with the Securities and Exchange Commission on April 6, 2009 (Commission File No. 000-27466), incorporated herein by reference.
(a)(1)(M)	Current Report of Foreign Private Issuer on Form 6-K filed with the Securities and Exchange Commission on May 7, 2009 (Commission File No. 000-27466), incorporated herein by reference.
(a)(1)(N)*	Form of E-mail sent to employees residing in Israel regarding the distribution of the username and password for the exchange offer website.
(a)(1)(O)*	Form of E-mail sent to employees residing in the United States regarding the distribution of the username and password for the exchange offer website.
(a)(1)(P)*	Form of Letter sent to employees residing in the United States and the United Kingdom distributing each employee's username and password for the exchange offer website.
(a)(1)(Q)*	Form of Letter sent to employees residing in Israel and Hong Kong distributing each employee's username and password for the exchange offer website.
(b)	Not applicable.
(d)(1)	NICE Systems Ltd. 2003 Stock Option Plan, as amended (filed as Exhibit 4.4 to NICE-System Ltd.'s Annual Report on Form 20-F (File No. 000-27466) filed with the Securities and Exchange Commission on April 6, 2009, and incorporated herein by reference).

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- (d)(2) Actimize Ltd. 2003 Omnibus Stock Option and Restricted Stock Incentive Plan (filed as Exhibit 4.4 to NICE-System Ltd.'s Registration Statement on Form S-8 (Registration No. 333-145981) filed with the Securities and Exchange Commission on September 11, 2007, and incorporated herein by reference).
- (d)(3) NICE Systems Ltd. 2008 Share Incentive Plan, as amended (filed as Exhibit 4.8 to NICE-System Ltd.'s Annual Report on Form 20-F (File No. 000-27466) filed with the Securities and Exchange Commission on April 6, 2009, and incorporated herein by reference).
- (d)(4) Form of Option Agreement pursuant to the 2008 Share Incentive Plan, as amended (for participants in Hong Kong).
- (d)(5) Form of Option Agreement pursuant to the 2008 Share Incentive Plan, as amended (for participants in Israel).
- (d)(6) Form of Option Agreement pursuant to the 2008 Share Incentive Plan, as amended (for participants in the United Kingdom).
- (d)(7) Form of RSU Agreement pursuant to the 2008 Share Incentive Plan, as amended (for participants in the United States).
- (d)(8) Form of Notice provided to Employees in Israel regarding the exercise price reduction of certain outstanding options to acquire ordinary shares.
- (d)(9) Form of Option Exchange Agreement entered into by NICE-Systems Ltd. and certain Israeli Executive Officers.
- (d)(10) Form of Option Exchange Agreement entered into by NICE-Systems Ltd. and a certain U.S. Executive Officer.
- (g) Not applicable.
- (h) Not applicable.

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\* Filed herewith.

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Filename: exhibit\_a1n.htm  
Type: EX-99  
Comment/Description: Exhibit (a)(1)(N)  
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Exhibit (a)(1)(N)

Hi,

You will receive your username and password for the **Tamir Fishman's website** in the next few days from your regional Human Resources representative.

If you have viewed your account on the site within the last 6 months, you can use your existing username and password and will not receive new ones.

If you have any questions, please let me know.

Regards,  
Human Resources

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Filename: exhibit\_a1o.htm  
Type: EX-99  
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**Exhibit (a)(1)(O)**

Colleagues,

As a follow up to Shuli's e-mail below, I wanted to let you know that we will be mailing to your home address tomorrow, a letter from NICE that will have your username and password to the Tamir Fishman site so that you will be able to access your current option status as well as elect to exchange if you choose to.

Let me know if you have questions.

Regards,  
Human Resources

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Filename: exhibit\_a1p.htm  
Type: EX-99  
Comment/Description: Exhibit (a)(1)(P)  
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Exhibit (a)(1)(P)



23 June 2009

To:

From: Jill Meissner, Compensation & Benefits Analyst

Re: Tamir Fishman Database

Dear:

We are pleased to announce that you now have private access to the Tamir Fishman database. This access will allow you to manage your stock options on-line. You are now able to individually check your balances, prices and vesting schedule.

To access the database, you will log onto [www.tamirfishman.com](http://www.tamirfishman.com)

Your username is:

Your password is:

You will have the ability to change your password once you are logged in.

Please let me know if you have any questions.

Regards,

Jill Meissner

Filename: exhibit\_a1q.htm  
Type: EX-99  
Comment/Description: Exhibit (a)(1)(Q)  
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Exhibit (a)(1)(Q)

**TAMIR FISHMAN**

The Smart Way

To: **First Name Last Name**  
Employee #: \_\_\_\_\_

**Dear First Name,**

Tamir Fishman has been chosen by **Nice Systems** to manage the day-to-day administration of its Stock Option Plans.

We invite you to join our e-SOP online services, which we have devoted to your needs and convenience in all related to management of your stock options account.

Please access your personal options account, at [www.tamirfishman.com](http://www.tamirfishman.com), and enjoy the following services:

- Private and personal management of your stock options programs, tailored to your needs.
- Total availability: view and execute, your stock options account at any time.
- Examine the various options available to you, within your options activities.
- Generate personal activity and status reports.
- Update personal details and password.

**How does it work?**

**1. Enter Tamir Fishman web site, at [www.tamirfishman.com](http://www.tamirfishman.com), click on “eSOP” and enter your username and temporary password, which is indicated below.**

**Your user name:** \_\_\_\_\_

Your username will be required for every entry to your options account.

**2. Your password:** \_\_\_\_\_

This is a temporary password, to be used when first accessing your options account. During this first entry to your account, you will be asked to change this password. Please choose a password, which will be easy to remember. No record will appear in the Tamir Fishman options management system in respect to your new, personal password.

You may change your password at any time, through the personal profile page.

**3. For review your Exchange option – choose Exchange plan button.**

**Your username and password are intended for your personal use only, and you will be responsible for the security of these.**

If you have lost or misplaced your password, please call Tamir Fishman Customer Relations Center

Tel.: 972 3 6849282

Fax: 972 3 6853773

Email: [sop@tamfish.com](mailto:sop@tamfish.com)

Activity hours: Sundays: 08:30-16:30, Monday-Friday: 08:30-23:00 (IL Time)  
Sundays: 01:30-09:30, Monday-Friday: 01:30-16:00 (EST time)

Sincerely,  
Tamir Fishman