

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13A-16 OR 15D-16 OF
THE SECURITIES EXCHANGE ACT OF 1934

For the month of July 2009 (report no4)

Commission File Number: 0-27466

NICE-SYSTEMS LTD.

(Translation of Registrant's Name into English)

8 Hapnina Street, P.O. Box 690, Ra'anana, Israel

(Address of Principal Executive Offices)

Indicate by check mark whether the Registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the Registrant is submitting this Form 6-K in paper as permitted by Regulations S-T Rule 101(b)(1):

Yes No

Indicate by check mark if the Registrant is submitting this Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes No

Indicate by check mark whether by furnishing the information contained in this Form 6-K, the Registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the Registrant in connection with Rule 12g3-2(b): 82- N/A

THE GAAP FINANCIAL STATEMENTS ATTACHED TO THE PRESS RELEASE ATTACHED HERETO AS EXHIBIT 99.1 OF THIS REPORT ON FORM 6-K ARE HEREBY INCORPORATED BY REFERENCE INTO NICE-SYSTEMS LTD.'S ("NICE") REGISTRATION STATEMENTS ON FORM F-3 (REGISTRATION STATEMENTS NOS. 333-07130, 333-07266, 333-07740, 333-12996, 333-12350, 333-109766 AND 333-127883) AND NICE'S REGISTRATION STATEMENTS ON FORM S-8 (REGISTRATION STATEMENT NOS. 333-06784, 333-08146, 333-11842, 333-09350, 333-11154, 333-13686, 333-111112, 333-111113, 333-134355, 333-144589 333-145981 AND 333-153230), AND TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS SUBMITTED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

CONTENTS

This Report on Form 6-K of NICE consists of the following documents, which are attached hereto and incorporated by reference herein:

99.1. Press Release: NICE Systems Reports Results for Second Quarter 2009, dated July 29, 2009.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

NICE-SYSTEMS LTD.

By: /s/ Yechiam Cohen

Name: Yechiam Cohen

Title: General Counsel

Dated: July 29, 2009

EXHIBIT INDEX

99.1 Press Release: NICE Systems Reports Results for Second Quarter 2009, dated July 29, 2009.



NICE Systems Reports Second Quarter 2009 Results

Second Quarter 2009 non-GAAP highlights included:

- \$140.5 million in revenues, up from \$139.2 million in the first quarter
- Earnings per fully diluted share reached \$0.36, up from \$0.35 sequentially
- Operating margin increased to 17.5%
- Book to Bill ratio of 1
- Net cash generated from operations \$29.2 million

Ra'anana, Israel, July 29, 2009 - NICE Systems (NASDAQ: NICE), the global provider of advanced solutions that enable organizations to extract Insight from Interactions to drive performance, today announced results for the second quarter of 2009.

Second quarter 2009 non-GAAP revenue was \$140.5 million, 9.6% down from \$155.3 million in the second quarter of 2008 and up 0.9% from \$139.2 million in the first quarter. First half 2009 non-GAAP revenue was \$279.7 million, 7.4% lower than \$302.0 million in the first half 2008.

Non-GAAP gross margin in the second quarter of 2009 reached 62.9%, or \$88.4 million gross profit, compared to 65.5%, or \$101.7 million respectively, in the second quarter of 2008.

Non-GAAP operating margin in the second quarter of 2009 reached 17.5%, up from 16.5% in the second quarter 2008 and from 16.8% in the first quarter. Non-GAAP operating profit was \$24.6 million, compared to \$25.7 million in the second quarter of 2008 and up from \$23.3 million in the first quarter of 2009.

Second quarter 2009 non-GAAP net income was \$22.1 million, or 15.7% of revenues, compared to \$24.0 million, or 15.4% of revenues in the second quarter of 2008. Second quarter 2009 non-GAAP net income was up from \$21.4 million in the first quarter 2009. Non-GAAP earnings per fully diluted share in the second quarter were \$0.36, compared to \$0.39 in the second quarter of 2008. Non-GAAP earnings per fully diluted share were up from \$0.35 in the first quarter 2009.

On a GAAP basis: Second quarter 2009 revenue was \$140.5 million, compared to \$154.1 million in the second quarter of 2008. First half 2009 revenue was \$279.6 million, compared to \$298.6 million in the first half 2008. Second quarter 2009 gross margin was 59.6%, compared with 62.0% in the second quarter of 2008; The company achieved operating profit of \$12.2 million, up from an operating loss of \$0.2 million, in the second quarter of 2008; and second quarter 2009 net income increased to \$11.6 million, or \$0.19 per fully diluted share, up from net income of \$1.5 million, or \$0.02 per share, on a fully diluted basis, for the second quarter of 2008.

Second quarter 2009 operating cash flow was \$ 29.2 million. Total cash and equivalents as of June 30, 2009 were \$558.8 million, with no debt, up from \$529.9 million as of March 31, 2009.

"In the second quarter we started to see improvement, with bookings, revenues, operating margins, and profitability coming in higher than the first quarter. Business improved in both the Americas and APAC, in the different product lines. Looking ahead, we believe that these trends and the strong pipeline of large security projects will translate into top and bottom line growth in the second half of 2009, compared to the first half of the year," said Haim Shani, Chief Executive Officer, NICE Systems Ltd.

Conference Call

NICE management will host a teleconference, today, July 29, 2009, at 8:30 ET, 15:30 Israel, to discuss the results and the company's outlook. Please call the following dial-in numbers to participate in the first quarter 2009 call:

United States + 1-888-407-2553 or + 1-888-281-1167, International +972-3- 918-0610, Israel +972-3- 918-0610. This call will be webcast live on <http://www.nice.com/>. An online replay will also be available approximately three hours following the call. A telephone replay of the call will be available for 72 hours after the live broadcast, and may be accessed by dialing: United States + 888-782-4291, International +972-3- 925-5954, Israel +972-3-925-5954.

Non-GAAP financial measures consist of GAAP financial measures adjusted to exclude: amortization of acquired intangible assets, termination expenses and other related costs, stock based compensation expenses, settlement and related expenses, as well as certain business combination accounting entries. The purpose of such adjustments is to give an indication of our performance exclusive of non-cash charges and other items that are considered by management to be outside of our core operating results. Our non-GAAP financial measures are not meant to be considered in isolation or as a substitute for comparable GAAP measures, and should be read only in conjunction with our consolidated financial statements prepared in accordance with GAAP. Our management regularly uses our supplemental non-GAAP financial measures internally to understand, manage and evaluate our business and make operating decisions. These non-GAAP measures are among the primary factors management uses in planning for and forecasting future periods. Business combination accounting rules requires us to recognize a legal performance obligation related to a revenue arrangement of an acquired entity. The amount assigned to that liability should be based on its fair value at the date of acquisition. The non-GAAP adjustment is intended to reflect the full amount of such revenue. We believe this adjustment is useful to investors as a measure of the ongoing performance of our business. We believe these non-GAAP financial measures provide consistent and comparable measures to help investors understand our current and future operating cash flow performance. These non-GAAP financial measures may differ materially from the non-GAAP financial measures used by other companies. Reconciliation between results on a GAAP and non-GAAP basis is provided in a table immediately following the Consolidated Statements of Income.

About NICE

NICE Systems (NASDAQ: NICE) is the leading provider of Insight from Interactions solutions and value-added services, powered by advanced analytics of unstructured multimedia content – from telephony, web, radio and video communications. NICE’s solutions address the needs of the enterprise and security markets, enabling organizations to operate in an insightful and proactive manner, and take immediate action to improve business and operational performance and ensure safety and security. NICE has over 24,000 customers in more than 150 countries, including more than 85 of the Fortune 100 companies. More information is available at <http://www.nice.com/>.

Corporate Media

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*in Australia only

NICE SYSTEMS LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME

U.S. dollars in thousands (except per share amounts)

| | Three months ended | | Six months ended | |
|---|---------------------------|------------------|-------------------------|------------------|
| | June 30, | | June 30, | |
| | <u>2008</u> | <u>2009</u> | <u>2008</u> | <u>2009</u> |
| | <u>Unaudited</u> | <u>Unaudited</u> | <u>Unaudited</u> | <u>Unaudited</u> |
| Revenue | | | | |
| Product | \$ 88,451 | \$ 65,659 | \$ 172,121 | \$ 134,276 |
| Services | 65,687 | 74,791 | 126,461 | 145,334 |
| Total revenue | <u>154,138</u> | <u>140,450</u> | <u>298,582</u> | <u>279,610</u> |
| Cost of revenue | | | | |
| Product | 22,795 | 20,469 | 45,361 | 40,675 |
| Services | 35,854 | 36,234 | 69,821 | 72,135 |
| Total cost of revenue | <u>58,649</u> | <u>56,703</u> | <u>115,182</u> | <u>112,810</u> |
| Gross Profit | 95,489 | 83,747 | 183,400 | 166,800 |
| Operating Expenses: | | | | |
| Research and development, net | 19,186 | 17,535 | 38,020 | 36,011 |
| Selling and marketing | 37,692 | 33,825 | 73,522 | 67,879 |
| General and administrative | 25,155 | 16,547 | 49,571 | 33,285 |
| Amortization of acquired intangible assets | 3,779 | 3,647 | 6,984 | 7,252 |
| Settlement and related expenses | 9,870 | - | 9,870 | - |
| Total operating expenses | <u>95,682</u> | <u>71,554</u> | <u>177,967</u> | <u>144,427</u> |
| Operating income | (193) | 12,193 | 5,433 | 22,373 |
| Financial income, net | 3,828 | 1,828 | 7,504 | 4,618 |
| Other expenses, net | <u>(6)</u> | <u>(26)</u> | <u>(15)</u> | <u>(73)</u> |
| Income before taxes on income | 3,629 | 13,995 | 12,922 | 26,918 |
| Taxes on income | <u>2,118</u> | <u>2,405</u> | <u>3,479</u> | <u>4,707</u> |
| Net income | <u>\$ 1,511</u> | <u>\$ 11,590</u> | <u>\$ 9,443</u> | <u>\$ 22,211</u> |
| Basic earnings per share | <u>\$ 0.03</u> | <u>\$ 0.19</u> | <u>\$ 0.16</u> | <u>\$ 0.36</u> |
| Diluted earnings per share | <u>\$ 0.02</u> | <u>\$ 0.19</u> | <u>\$ 0.15</u> | <u>\$ 0.36</u> |
| Weighted average number of shares outstanding used to compute: | | | | |
| Basic earnings per share | 59,930 | 61,104 | 59,719 | 61,009 |
| Diluted earnings per share | 61,413 | 61,780 | 61,203 | 61,677 |

NICE SYSTEMS LTD. AND SUBSIDIARIES
NON-GAAP NET INCOME AND EARNINGS PER SHARE

U.S. dollars in thousands (except per share amounts)

| | Three months ended | | Six months ended | |
|--|--------------------|------------------|------------------|------------------|
| | June 30, | | June 30, | |
| | 2008 | 2009 | 2008 | 2009 |
| | Unaudited | Unaudited | Unaudited | Unaudited |
| GAAP net income | \$ 1,511 | \$ 11,590 | \$ 9,443 | \$ 22,211 |
| Adjustments | | | | |
| US GAAP valuation adjustment on acquired deferred revenue | | | | |
| Product Revenue | 399 | - | 1,945 | - |
| Service Revenue | 753 | 8 | 1,510 | 88 |
| Amortization of acquired intangible assets and acquisition related costs (a) | | | | |
| included in cost of product | 4,168 | 4,025 | 8,315 | 8,099 |
| included in operating expense | 3,779 | 3,647 | 6,984 | 7,252 |
| included in research and development | 315 | 167 | 536 | 335 |
| included in general and administrative expense | 174 | 138 | 442 | 276 |
| Equity based compensation expense | | | | |
| included in cost of product | 81 | 114 | 190 | 228 |
| included in cost of services | 806 | 457 | 1,640 | 819 |
| included in research & development | 1,462 | 658 | 3,102 | 902 |
| included in sales & marketing | 1,719 | 1,239 | 3,679 | 2,517 |
| included in general & administrative | 2,351 | 2,001 | 5,390 | 2,945 |
| Settlement and related expenses | 9,870 | - | 9,870 | - |
| Termination expenses and other related costs | | | | |
| included in cost of services | - | - | - | 321 |
| included in research & development | - | - | - | 991 |
| included in sales & marketing | - | - | - | 801 |
| included in general & administrative | - | - | - | 48 |
| included in other expenses, net | - | - | - | 52 |
| Tax benefit associated with amortization of acquired intangible assets, FAS 123R options compensation, acquired deferred revenue, and termination expenses and other related costs | (3,438) | (1,983) | (7,114) | (4,473) |
| Non-GAAP net income | <u>\$ 23,950</u> | <u>\$ 22,061</u> | <u>\$ 45,932</u> | <u>\$ 43,412</u> |
| Non-GAAP basic earnings per share | <u>\$ 0.40</u> | <u>\$ 0.36</u> | <u>\$ 0.77</u> | <u>\$ 0.71</u> |
| Non-GAAP diluted earnings per share | <u>\$ 0.39</u> | <u>\$ 0.36</u> | <u>\$ 0.74</u> | <u>\$ 0.70</u> |
| Weighted average number of shares outstanding used to compute: | | | | |
| Non-GAAP basic earnings per share | 59,930 | 61,104 | 59,719 | 61,009 |
| Non-GAAP diluted earnings per share (b) | 61,892 | 61,812 | 61,749 | 61,681 |

(a) Includes compensation expenses related to the acquisitions of US\$489 and US\$978 for 2008 and US\$305 and US\$611 for 2009 for the quarter and year to date respectively.

(b) For Non-GAAP earnings per share the diluted weighted average number of shares outstanding were calculated excluding the effects of expensing stock options under Statement 123R

NICE SYSTEMS LTD. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

U.S. dollars in thousands

| | December 31, 2008 | June 30, 2009 |
|---|------------------------------|----------------------------|
| | <u>Unaudited</u> | <u>Unaudited</u> |
| ASSETS | | |
| CURRENT ASSETS: | | |
| Cash and cash equivalents | \$ 144,376 | \$ 170,104 |
| Short-term investments | 186,072 | 197,526 |
| Trade receivables | 104,115 | 86,358 |
| Other receivables and prepaid expenses | 23,697 | 24,361 |
| Inventories | 11,500 | 11,053 |
| Deferred tax assets | 8,400 | 9,531 |
| | <u>478,160</u> | <u>498,933</u> |
| LONG-TERM ASSETS: | | |
| Marketable securities | 170,923 | 191,209 |
| Other long-term assets | 17,949 | 19,703 |
| Deferred tax assets | 7,373 | 7,325 |
| Property and equipment, net | 23,394 | 21,829 |
| Other intangible assets, net | 145,402 | 134,846 |
| Goodwill | 445,504 | 449,999 |
| | <u>810,545</u> | <u>824,911</u> |
| TOTAL ASSETS | <u><u>\$ 1,288,705</u></u> | <u><u>\$ 1,323,844</u></u> |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| CURRENT LIABILITIES: | | |
| Trade payables | \$ 23,060 | \$ 20,193 |
| Accrued expenses and other liabilities | 237,589 | 236,108 |
| | <u>260,649</u> | <u>256,301</u> |
| LONG-TERM LIABILITIES: | | |
| Deferred tax liabilities | 37,060 | 34,144 |
| Other long-term liabilities | 20,174 | 20,774 |
| | <u>57,234</u> | <u>54,918</u> |
| SHAREHOLDERS' EQUITY | <u>970,822</u> | <u>1,012,625</u> |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | <u><u>\$ 1,288,705</u></u> | <u><u>\$ 1,323,844</u></u> |

NICE SYSTEMS LTD. AND SUBSIDIARIES
CONSOLIDATED CASH FLOW STATEMENTS
U.S. dollars in thousands

| | Three months ended | | Six months ended | |
|--|---------------------------|-------------------|-------------------------|-------------------|
| | June 30, | | June 30, | |
| | 2008 | 2009 | 2008 | 2009 |
| | <u>Unaudited</u> | <u>Unaudited</u> | <u>Unaudited</u> | <u>Unaudited</u> |
| <u>Cash flows from operating activities:</u> | | | | |
| Net income | \$ 1,511 | \$ 11,590 | \$ 9,443 | \$ 22,211 |
| Adjustments required to reconcile net income to net cash provided by operating activities: | | | | |
| Depreciation and amortization | 10,600 | 11,001 | 20,660 | 21,946 |
| Stock based compensation | 6,419 | 4,469 | 14,001 | 7,411 |
| Excess tax shortfall (benefit) from share-based payment arrangements | (727) | (28) | (834) | 1 |
| Accrued severance pay, net | (125) | (484) | 123 | (1,046) |
| Amortization of discount (premium) and accrued interest on marketable securities | 858 | 438 | 1,147 | 665 |
| Loss (gain) on marketable securities sold, called or impaired | (179) | 15 | 370 | (697) |
| Deferred taxes, net | (62) | (2,428) | (3,494) | (4,882) |
| Decrease (increase) in trade receivables | (12,542) | 2,408 | (7,060) | 21,099 |
| Decrease (increase) in other receivables and prepaid expenses | (1,105) | 1,309 | (2,282) | (95) |
| Decrease (increase) in inventories | 944 | 480 | (80) | 1,191 |
| Increase (decrease) in trade payables | 422 | 4,002 | 2,135 | (2,990) |
| Increase (decrease) in accrued expenses and other liabilities | 7,201 | (3,479) | 26,402 | (2,475) |
| Other | 606 | (125) | 115 | 275 |
| Net cash provided by operating activities | <u>13,821</u> | <u>29,168</u> | <u>60,646</u> | <u>62,614</u> |
| <u>Cash flows from investing activities:</u> | | | | |
| Purchase of property and equipment | (3,772) | (1,377) | (7,043) | (3,925) |
| Proceeds from sale of property and equipment | - | 24 | 7 | 31 |
| Investment in marketable securities | (43,376) | (40,629) | (134,517) | (106,121) |
| Proceeds from maturity, call and sale of marketable securities | 38,205 | 55,945 | 87,601 | 101,615 |
| Investment in short-term bank deposits | (19) | (62,000) | (19) | (79,000) |
| Proceeds from short-term bank deposits | 39,022 | 8,413 | 39,047 | 52,450 |
| Capitalization of software development costs | (470) | (369) | (743) | (556) |
| Purchase of intangible assets | - | - | - | (1,000) |
| Payments for acquisitions | (18,957) | (4,435) | (21,750) | (4,444) |
| Received upon the realization of investment in an affiliate | 964 | - | 964 | - |
| Net cash provided by (used in) investing activities | <u>11,597</u> | <u>(44,428)</u> | <u>(36,453)</u> | <u>(40,950)</u> |
| <u>Cash flows from financing activities:</u> | | | | |
| Proceeds from issuance of shares upon exercise of share options and ESPP, net | 9,545 | 1,164 | 12,734 | 3,999 |
| Excess tax benefit (shortfall) from share-based payment arrangements | 727 | 28 | 834 | (1) |
| Net cash provided by financing activities | <u>10,272</u> | <u>1,192</u> | <u>13,568</u> | <u>3,998</u> |
| Effect of exchange rate changes on cash | (44) | 1,946 | 175 | 66 |
| Increase (decrease) in cash and cash equivalents | 35,646 | (12,122) | 37,936 | 25,728 |
| Cash and cash equivalents at beginning of period | <u>118,909</u> | <u>182,226</u> | <u>116,619</u> | <u>144,376</u> |
| Cash and cash equivalents at end of period | <u>\$ 154,555</u> | <u>\$ 170,104</u> | <u>\$ 154,555</u> | <u>\$ 170,104</u> |