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

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**FORM 6-K**

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**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the month of January 2017 (Report No. 2)**

**Commission File Number: 0-27466**

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**NICE LTD.**

**(Translation of Registrant's Name into English)**

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**13 Zarchin Street, P.O. Box 690, Ra'anana, Israel**  
**(Address of Principal Executive Offices)**

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

Form 20-F  Form 40-F

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

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

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## CONTENTS

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

- 99.1 Press release dated January 11, 2017 announcing the pricing of offering of \$250,000,000 aggregate principal amount of 1.25% Exchangeable Senior Notes due 2024.

## 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 LTD.**

By: /s/ Yechiam Cohen

Name: Yechiam Cohen

Title: Corp. VP, General Counsel

Dated: January 12, 2017

## **EXHIBIT INDEX**

### **CONTENTS**

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

- 99.1 Press release dated January 11, 2017 announcing the pricing of offering of \$250,000,000 aggregate principal amount of 1.25% Exchangeable Senior Notes due 2024



## NICE Announces Pricing of Offering of \$250,000,000 of 1.25% Exchangeable Senior Notes Due 2024

**Hoboken, New Jersey, January 11, 2017**—NICE Ltd. (Nasdaq: NICE) (the “Company”) announced today the pricing of the offering by its wholly owned subsidiary, NICE Systems Inc. (“NICE Systems”) of \$250,000,000 aggregate principal amount of 1.25% Exchangeable Senior Notes due 2024 (the “Exchangeable Notes”) in a private placement under the Securities Act of 1933, as amended (the “Securities Act”). The Exchangeable Notes will be general unsecured obligations of NICE Systems, guaranteed by the Company. NICE Systems also granted to the initial purchasers of the Exchangeable Notes an option to purchase up to an additional \$37,500,000 aggregate principal amount of the Exchangeable Notes within a 13-day period beginning on, and including, the initial closing date. The offering of the Exchangeable Notes is expected to close on January 18, 2017, subject to customary closing conditions.

The Exchangeable Notes will bear interest at a fixed rate of 1.25% per year, payable semiannually in arrears on January 15 and July 15 of each year, beginning on July 15, 2017. The Exchangeable Notes will mature on January 15, 2024, unless earlier prepaid, redeemed or exchanged. The Exchangeable Notes will not be redeemable at NICE Systems’ option prior to their maturity date, except in the event of certain tax law changes.

Subject to satisfaction of certain conditions and during certain periods, the Exchangeable Notes will be exchangeable at the option of holders for (i) cash, (ii) American Depositary Shares (the “ADSs”), each representing one fully paid ordinary share, par value NIS 1.00 per share of the Company or (iii) a combination thereof, at NICE Systems’ election. The exchange rate will initially be 12.0260 ADSs per \$1,000 principal amount of Exchangeable Notes (equivalent to an initial exchange price of approximately \$83.15 per ADS). The exchange rate will be subject to adjustment in some events. In addition, following certain corporate events that occur prior to the maturity date or NICE Systems’ delivery of a notice of tax redemption, NICE Systems will increase, in certain circumstances, the exchange rate for a holder who elects to exchange its Exchangeable Notes in connection with such a corporate event or tax redemption, as the case may be. The initial exchange price of the Exchangeable Notes represents a premium of approximately 22.50% to the \$67.88 closing price of the ADSs on January 11, 2017.

If the Company or NICE Systems undergoes a fundamental change (as defined in the indenture governing the Exchangeable Notes), holders may require NICE Systems to prepay for cash all or part of their Exchangeable Notes at a prepayment price equal to 100% of the principal amount of the Exchangeable Notes to be prepaid, plus accrued and unpaid interest, if any, to, but excluding, the fundamental change prepayment date.

The Company expects that the net proceeds from the offering of the Exchangeable Notes will be approximately \$243.4 million, after deducting the initial purchasers’ fees and estimated offering expenses. NICE Systems intends to use approximately \$17.5 million of the net proceeds of the offering to pay the cost of the exchangeable note hedge transactions described below (such cost net of the proceeds received by the Company upon sale of the warrant transactions by the Company described below) and to use the remaining net proceeds of the offering to repay a portion of the outstanding borrowings under the Company’s and NICE Systems’ term loan facility.

In connection with the pricing of the Exchangeable Notes, NICE Systems has entered into privately negotiated exchangeable note hedge transactions with one or more of the initial purchasers and/or their respective affiliates (the “option counterparties”). The exchangeable note hedge transactions will cover, subject to customary anti-dilution adjustments substantially similar to those applicable to the Exchangeable Notes, the same number of ADSs that will initially underlie the Exchangeable Notes. The exchangeable note hedge transactions are expected generally to reduce potential dilution to the ADSs and/or offset potential cash payments NICE Systems is required to make in excess of the principal amount, in each case, upon any exchange of the Exchangeable Notes. Concurrently with NICE Systems’ entry into the exchangeable note hedge transactions, the Company has entered into warrant transactions with the option counterparties relating to the same number of ADSs, with a strike price of \$101.8200, subject to customary anti-dilution adjustments. These warrant transactions could separately have a dilutive effect on the ADSs to the extent that the market price per ADS exceeds the applicable strike price of the warrants on one or more of the applicable expiration dates unless, subject to the terms of the warrant transactions, the Company elects to cash settle the warrants. If the initial purchasers exercise their option to purchase additional Exchangeable Notes, NICE Systems may enter into additional exchangeable note hedge transactions with the option counterparties and the Company may enter into additional warrant transactions with the option counterparties.

In connection with establishing their initial hedges of the exchangeable note hedge transactions and warrant transactions, the option counterparties and/or their respective affiliates have advised NICE Systems that they expect to purchase ADSs or other securities of NICE Systems’ in secondary market transactions and/or enter into various derivative transactions with respect to the ADSs concurrently with or shortly after the pricing of the Exchangeable Notes, including with certain investors

in the Exchangeable Notes. This activity could increase (or reduce the size of any decrease in) the market price of ADSs or the Exchangeable Notes at that time. In addition, the option counterparties and/or their respective affiliates may modify their hedge positions by entering into or unwinding various derivatives with respect to the ADSs and/or purchasing or selling ADSs or other securities of NICE Systems' in secondary market transactions following the pricing of the Exchangeable Notes and prior to the maturity of the Exchangeable Notes (and are likely to do so following exchange of the Exchangeable Notes, during any observation period related to an exchange of the Exchangeable Notes or upon any repurchase or mandatory prepayment of Exchangeable Notes by NICE Systems (whether upon a fundamental change or otherwise)). The effect, if any, of these activities on the market price of ADSs or the Exchangeable Notes will depend in part on market conditions and cannot be ascertained at this time, but any of these activities could cause or prevent an increase or a decline in the market price of ADSs or the Exchangeable Notes, which could affect the ability of noteholders to exchange Exchangeable Notes and, to the extent the activity occurs following exchange or during any observation period related to an exchange of the Exchangeable Notes, it could affect the amount of cash and/or the number and value of ADSs noteholders receive upon exchange of the Exchangeable Notes.

The offering is being made to qualified institutional buyers pursuant to Rule 144A under the Securities Act. Neither the Exchangeable Notes nor any of the ADSs issuable upon exchange of the Exchangeable Notes have been or are expected to be registered under the Securities Act or under any state securities laws and, unless so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall it constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

#### **About NICE Ltd.**

NICE Ltd. is the worldwide leading provider of enterprise software solutions that empower organizations to make smarter decisions based on advanced analytics of structured and unstructured data. The Company's solutions help the world's largest organizations deliver better customer service, ensure compliance, combat fraud and safeguard citizens. Over 25,000 organizations in more than 150 countries, including over 80 of the Fortune 100 companies, are using the Company's solutions.

#### **Forward-Looking Statements**

This press release contains forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. Such forward-looking statements include statements regarding the expected completion of the offering of the Exchangeable Notes, the Company's intended use of the net proceeds of the offering and the actions of the option counterparties or their affiliates with respect to the exchangeable note hedge transactions. Such statements are based on the current beliefs, expectations and assumptions of the management of the Company. In some cases, such forward-looking statements can be identified by terms such as believe, expect, may, will, intend, project, plan, estimate or similar words. Forward-looking statements are subject to a number of risks and uncertainties that could cause the actual results or performance of the Company to differ materially from those described herein, including but not limited to the impact of the global economic environment on the Company's customer base (particularly financial services firms) potentially impacting the Company's business and financial condition; competition; changes in technology and market requirements; decline in demand for the Company's products; inability to timely develop and introduce new technologies, products and applications; difficulties or delays in absorbing and integrating acquired operations, products, technologies and personnel; loss of market share; an inability to maintain certain marketing and distribution arrangements; and the effect of newly enacted or modified laws, regulation or standards on the Company and the Company's products. For a more detailed description of the risk factors and uncertainties affecting the Company, refer to the Company's reports filed from time to time with the Securities and Exchange Commission, including the Company's Annual Report on Form 20-F. The forward-looking statements contained in this press release are made as of the date of this press release, and the Company undertakes no obligation to update or revise them, except as required by law.

#### **Investors**

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