

NICE SYSTEMS LTD  
Form F-6  
April 24, 2015

As filed with the U.S. Securities and Exchange Commission on April 24, 2015

Registration No.

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM F-6  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
For Depositary Shares Evidenced by American Depositary Receipts

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NICE-SYSTEMS LTD.  
(Exact name of issuer of deposited securities as specified in its charter)

Israel  
(Jurisdiction of incorporation or organization of issuer)

JPMORGAN CHASE BANK, N.A.  
(Exact name of depositary as specified in its charter)

4 New York Plaza, Floor 12, New York, NY, 10004  
Telephone (800) 990-1135  
(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

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Nice Systems Inc.  
461 From Road  
Paramus, NJ 07652  
(866) 999-6423  
(Address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Scott A. Ziegler, Esq.  
Ziegler, Ziegler & Associates LLP  
570 Lexington Avenue, 44th Floor  
New York, New York 10022  
(212) 319-7600

It is proposed that this filing become effective under Rule 466  
o immediately upon filing  
o on (Date) at (Time)

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If a separate registration statement has been filed to register the deposited shares, check the following box. o

CALCULATION OF REGISTRATION FEE

Title of each class of Securities to be registered	Amount to be registered	Proposed maximum aggregate price per unit (1)	Proposed maximum aggregate offering price (2)	Amount of registration fee
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one ordinary share of NICE-Systems Ltd.	100,000,000 American Depositary Shares	\$0.05	\$5,000,000	\$581.00

- (1) Each unit represents one American Depositary Share.  
 (2) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Receipts evidencing American Depositary Shares.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

PART I  
INFORMATION REQUIRED IN PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt (“ADR” or “American Depositary Receipt”) filed herewith as Exhibit A to the Fourth Amended and Restated Deposit Agreement filed as Exhibit (a) to this Registration Statement, which is incorporated herein by reference.

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Item Number and Caption	Location in Form of Receipt Filed Herewith as Prospectus
1. Name and address of depository	Introductory Article
2. Title of American Depositary Receipts and identity of deposited securities	Face of Receipt, top center
Terms of Deposit:	
(i) The amount of deposited securities represented by one unit of American Depositary Receipts	Face of Receipt, upper right corner
(ii) The procedure for voting, if any, the deposited securities	Articles 15, 16 and 18
(iii) The collection and distribution of dividends	Articles 4, 12, 13, 15 and 18
(iv) The transmission of notices, reports and proxy soliciting material	Articles 11, 15, 16 and 18
(v) The sale or exercise of rights	Articles 13, 14, 15 and 18
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Articles 12, 13, 15, 17 and 18
(vii) Amendment, extension or termination of the deposit agreement	Articles 20 and 21
(viii) Rights of holders of Receipts to inspect the transfer books of the depository and the list of holders of Receipts	Article 11

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(ix)	Restrictions upon the right to deposit or withdraw the underlying securities	Articles 2, 3, 4, 5, 6, 8 and 22
(x)	Limitation upon the liability of the depositary	Articles 14, 18, 19 and 21
3.	Fees and Charges	Articles 7 and 8

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Item 2. AVAILABLE INFORMATION

Item Number and Caption	Location in Form of American Depositary Receipt Filed Herewith as Prospectus
(b) Statement that NICE-Systems Ltd. is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with the Commission, and that such reports can be inspected by holders of American Depositary Receipts and copied at public reference facilities maintained by the Commission in Washington, D.C.	Article 11

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PART II  
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Deposit Agreement. Fourth Amended and Restated Deposit Agreement dated as of \_\_\_\_\_, 2015 among NICE-Systems Ltd., JPMorgan Chase Bank, N.A., as depositary (the "Depositary"), and all owners and holders from time to time of ADRs issued thereunder (the "Deposit Agreement"). Filed herewith as Exhibit (a).
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. Not applicable.
- (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. Not applicable.
- (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities being registered. Filed herewith as Exhibit (d).
- (e) \_\_\_\_\_ Certification under Rule 466. Not applicable.
- (f) \_\_\_\_\_ Power of Attorney. Included as part of the signature pages hereto.

Item 4. UNDERTAKINGS

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
  - (b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an American Depositary Receipt thirty days before any change in the fee schedule.
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SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A., on behalf of the legal entity created by the Deposit Agreement, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on April 24, 2015.

Legal entity created by the form of Deposit Agreement  
for the issuance of ADRs evidencing American  
Depositary Shares

By: JPMORGAN CHASE BANK, N.A.,  
as Depositary

By: /s/ Gregory A. Levendis  
Name: Gregory A. Levendis  
Title: Executive Director

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, NICE-Systems Ltd. has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Ra'anana, State of Israel, on April 24, 2015.

NICE-Systems Ltd.

By: /s/ Barak Eilam  
Name: Barak Eilam  
Title: Chief Executive  
Officer

/s/ Sarit  
By: Sarit Sagiv  
Name: Sarit Sagiv  
Title: Chief Financial Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Barak Eilam and Sarit Sagiv and each of them, with full power to act without the other, as his or her true and lawful attorney-in-fact and agent, each with full and several power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) and supplements to this Registration Statement and any and all related registration statements pursuant to Rule 462(b) of the Securities Act of 1933, as amended, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents of each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as they or he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitute or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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Under the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ David Kostman David Kostman	Chairman of the Board of Directors	April 24, 2015
/s/ Joseph Atsmon Joseph Atsmon	Vice Chairman of the Board of Directors	April 24, 2015
/s/ Barak Eilam Barak Eilam	Chief Executive Officer	April 24, 2015
/s/ Sarit Sagiv Sarit Sagiv	Chief Financial Officer	April 24, 2015
/s/ Rimon Ben-Shaoul Rimon Ben-Shaoul	Director	April 24, 2015
/s/ Dan Falk Dan Falk	Director	April 24, 2015
/s/ Yocheved Dvir Yocheved Dvir	Director	April 24, 2015
/s/ Shuki Ehrlich Shuki Ehrlich	Director	April 24, 2015
Leo Apotheker	Director	, 2015
/s/ Joe Cowan Joe Cowan	Director	April 24, 2015

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Under the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of NICE-Systems Ltd., has signed this Registration Statement in Paramus, New Jersey on April 24, 2015.

Authorized U.S. Representative

NICE Systems, Inc.

By:                   /s/ Jeffrey  
                          Levenberg  
                          Name: Jeffrey Levenberg  
                          Title: Corporate Secretary

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INDEX TO EXHIBITS

Exhibit  
Number

- (a) Form of Deposit Agreement
- (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depository, as to the legality of the securities to be registered.