NICE SYSTEMS LTD
Form 20-F
April 06, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 20-F

o REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2008

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

o SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 0-27466

NICE-SYSTEMS LTD.

(Exact name of Registrant as specified in its charter)

N/A

(Translation of Registrant s name into English)

Israel

(Jurisdiction of incorporation or organization)

8 Hapnina Street, P.O. Box 690, Ra anana 43107, Israel

(Address of principal executive offices)

Dafna Gruber, +972-9-7753151, dafna.gruber@nice.com,
8 Hapnina Street, P.O.Box 690, Ra anana 43107, Israel

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange On Which Registered
American Depositary Shares, each representing one Ordinary Share, par value one New Israeli Shekel per share	**NASDAQ Global Select Market**

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

(Title of Class)

Indicate the number of outstanding shares of each of the issuer s classes of capital or common stock as of the close of the period covered by the annual report:

60,853,776 Ordinary Shares, par value NIS 1.00 Per Share (which includes 186,064 restricted shares)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

x Yes o No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934.

o Yes x No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days:

x Yes o No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x Accelerated filer o Non-accelerated filer o

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

x U.S. GAAP

o International Financial Reporting Standards as issued by the International Accounting Standards Board

o Other

If Other has been checked in response to the previous question indicate by check mark which financial statements the registrant has elected to follow:

o Item 17 o Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

o Yes x No

PRELIMINARY NOTE

This annual report contains historical information and forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995 with respect to NICE s business, financial condition and results of operations. The words anticipate, believe, estimate, expect, intend, may, plan, project, should, strategy, continue, goal and target and similar expre NICE or its management, are intended to identify forward-looking statements. Such statements reflect the current views and assumptions of NICE with respect to future events and are subject to risks and uncertainties. The forward-looking statements relate to, among other things: operating results; anticipated cash flows; gross margins; adequacy of resources to fund operations; our ability to maintain our average selling prices despite the aggressive marketing and pricing strategies of our competitors; our ability to maintain and develop profitable relationships with our key distribution channels, one of which constitutes 13% of our revenues; the financial strength of our key distribution channels; and the market s acceptance of our technologies, products and solutions.

In connection with the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, we are identifying important factors that, individually or in the aggregate, could cause actual results and outcomes to differ materially from those contained in any forward-looking statements made by us; any such statement is qualified by reference to the following cautionary statements. Many factors could cause the actual results, performance or achievements of NICE to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements, including, among others, changes in general economic and business conditions, the impact of the global credit crisis, changes in currency exchange rates and interest rates, difficulties or delays in absorbing and integrating acquired operations, products, technologies and personnel, changes in business strategy and various other factors, both referenced and not referenced in this annual report. These risks are more fully described under Item 3, Key Information Risk Factors of this annual report. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated, expected, intended, planned or projected. NICE does not intend or assume any obligation to update these forward-looking statements. Investors should bear this in mind as they consider forward-looking statements and whether to invest or remain invested in NICE-Systems Ltd. s securities.

In this annual report, all references to NICE, we, us or our are to NICE-Systems Ltd., a company organized under the laws of the State of Israel, and its wholly owned subsidiaries. For a list of our significant subsidiaries, please refer to page 47 of this annual report.

In this annual report, unless otherwise specified or unless the context otherwise requires, all references to $ or dollars are to U.S. Dollars, all references to EUR are to Euros, all references to GBP are to British Pounds, all references to CHF are to Swiss Francs and all references to NIS are to New Israeli Shekels. Except as otherwise indicated, the financial statements of and information regarding NICE are presented in U.S. dollars.

During May 2006, we effected a two-for-one split of our ordinary shares. The split was effected by way of a 100% stock dividend, which had an ex-dividend date of May 31, 2006. Unless otherwise indicated, all ordinary share, option and per share amounts in this annual report have been adjusted to give retroactive effect to the stock split for all periods presented.

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PART I

Item 1. **Identity of Directors, Senior Management and Advisers.**

Not Applicable.

Item 2. **Offer Statistics and Expected Timetable.**

Not Applicable.

Item 3. **Key Information.**

Selected Financial Data

The following selected consolidated financial data as of December 31, 2007 and 2008 and for the years ended December 31, 2006, 2007 and 2008 have been derived from our audited Consolidated Financial Statements. These financial statements have been prepared in accordance with generally accepted accounting principles in the United States, or U.S. GAAP, and audited by Kost, Forer, Gabbay & Kasierer, a member of Ernst & Young Global. The selected consolidated statement of income data as of December 31, 2004, 2005 and 2006 and the selected consolidated balance sheet data for the years ended December 31, 2004 and 2005 have been derived from other Consolidated Financial Statements not included in this annual report and have also been prepared in accordance with U.S. GAAP and audited by Kost, Forer, Gabbay & Kasierer, a member of Ernst & Young Global. The selected consolidated financial data set forth below should be read in conjunction with and are qualified by reference to Item 5, Operating and Financial Review and Prospects and the Consolidated Financial Statements and notes thereto and other financial information included elsewhere in this annual report.

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	Year Ended December 31,				
	2004	2005	2006	2007	2008
	(U.S. dollars in thousands, except per share data)				
OPERATING DATA:					
Revenues					
Products	$ 182,616	$ 206,355	$ 261,098	$ 316,888	$ 351,680
Services	70,027	104,755	148,546	200,486	272,482
Total revenues	252,643	311,110	409,644	517,374	624,162
Cost of revenues					
Products	64,432	67,543	84,675	89,373	95,861
Services	49,876	68,683	89,539	116,969	142,885
Total cost of revenues	114,308	136,226	174,214	206,342	238,746
Gross profit	138,335	174,884	235,430	311,032	385,416
Operating expenses:					
Research and development, net	24,866	30,896	44,880	59,632	78,445
Selling and marketing	61,855	72,829	95,190	120,592	147,879
General and administrative	31,269	37,742	60,463	85,089	97,378
Amortization of acquired intangible assets	317	1,331	4,918	9,175	14,493
In process research and development write-off	-	-	12,882	3,710	-
Settlement and related expenses	-	-	-	-	9,870
Total operating expenses	118,307	142,798	218,333	278,198	348,065

	Year Ended December 31,				
Operating income	20,028	32,086	17,097	32,834	37,351
Financial income, net	3,556	5,398	13,272	14,824	11,289
Other income (expenses), net	54	(13)	623	(24)	(53)
Income before taxes on income	23,638	37,471	30,992	47,634	48,587
Taxes on income	2,319	902	8,591	10,254	9,480
Net income from continuing operations	21,319	36,569	22,401	37,380	39,107
Net income from discontinuing operations	3,236	-	-	-	-
Net income	$ 24,555	$ 36,569	$ 22,401	$ 37,380	39,107
Basic earnings per share:					
Continuing operations	$ 0.61	$ 0.95	$ 0.45	$ 0.69	$ 0.65
Discontinued operations	0.09	-	-	-	-
Net earnings	$ 0.70	$ 0.95	$ 0.45	$ 0.69	$ 0.65
Weighted average number of shares used in computing basic earnings per share (in thousands)	34,994	38,242	49,572	53,921	60,088
Diluted earnings per share:					
Continuing operations	$ 0.57	$ 0.89	$ 0.43	$ 0.67	$ 0.64
Discontinued operations	0.09	-	-	-	-
Net earnings	$ 0.66	$ 0.89	$ 0.43	$ 0.67	$ 0.64
Weighted average number of shares used in computing diluted earnings per share (in thousands)	37,406	41,292	52,002	55,926	61,268

	At December 31,				
	2004	2005	2006	2007	2008
BALANCE SHEET DATA:					
Working capital	$ 51,428	$ 274,708	$ 111,800	$ 152,883	$ 217,511
Total assets	298,311	617,250	784,344	1,192,334	1,288,705
Total debt	-	-	-	-	-
Shareholders' equity	222,871	487,041	569,574	903,794	970,822

Risk Factors

General Business Risks Relating to Our Business and Market

Conditions and changes in the local and global economic environments may adversely affect our business and financial results.

Adverse economic conditions in markets in which we operate can harm our business. Current global financial conditions have been characterized by increased volatility and several financial institutions have either gone into bankruptcy or have had to be rescued by governmental authorities. These current economic factors include diminished liquidity and tighter credit conditions, leading to decreased credit availability, as well as declines in economic growth and employment levels. It is commonly believed that the current recession will continue and perhaps even further deteriorate. Partly as a result, entire industries are facing extreme contraction and even the prospect of collapse. The credit crisis could have a number of follow-on effects on our business, including a possible: (i) slow-down in our business, resulting from lower customer expenditure, inability of customers to pay for products and services, insolvency of customers or insolvency of key partners, (ii) negative impact on our liquidity, financial condition and share price, which may impact our ability to raise capital in the market, obtain financing and other sources of funding in the future on terms favorable to us, and (iii) decrease in asset values that are deemed to be other than temporary, which may result in impairment losses. If such increased levels of volatility and market turmoil continue, it may materially adversely affect our results of operations and may increase the difficulty for us to accurately forecast and plan future business.

Unfavorable economic and market conditions and reduced information technology spending may lead to a decreased demand for our products and services and may harm our business, financial condition and results of operations.

We are subject to the effects of general global economic and market conditions. Recent events in the financial market may have an impact on our enterprise business and we may experience a slowdown in our business. To the extent that our business suffers as a result of such unfavorable economic and market conditions, our operating results may be materially adversely affected. In particular, enterprises may reduce spending in connection with their contact centers. Financial institutions may also reduce spending in relation to trading floors and operational risk management. IT-related capital expenditures are typically cyclical in nature, with generally higher budgets in times of improving economic conditions and lower budgets in times of economic slowdowns. In addition, our clients may, due to imminent regulatory or operational deadlines or objectives or for other reasons, prioritize other expenditures over the solutions that we offer.

Customer purchase decisions may be significantly affected by a variety of factors, including trends in spending for information technology and enterprise software, market competition, capital expenditure prioritization, budgeting and the viability or announcement of alternative technologies. Furthermore, even when information technology is a priority, prospective customers that made significant investments in internally developed solutions or in point solutions could incur significant costs in switching to third-party enterprise-wide products such as ours. The continuation and deterioration of the current economic conditions may have a material adverse impact on our business, financial condition and results of operations.

Operating globally exposes us to additional and unpredictable risks.

We sell our products and solutions throughout the world and intend to continue to increase our penetration of international markets. In 2006, 2007 and 2008, approximately 99% of our total sales were derived from sales to customers outside of Israel. A number of risks are inherent in international transactions. Our future results could be materially adversely affected by a variety of factors including changes in exchange rates, general economic conditions, regulatory requirements, tax structures or changes in tax laws or practices, and longer payment cycles in the countries in our geographic areas of operations. International sales and operations may be limited or disrupted by the imposition of governmental controls and regulations, export license requirements, political instability, trade restrictions, changes in tariffs and difficulties in managing international operations. We cannot assure you that one or more of these factors will not have a material adverse effect on our international operations and, consequently, on our business, financial condition and results of operations.

The markets in which we operate are highly competitive and we may be unable to compete successfully.

The market for our products, solutions and related services, in general, is highly competitive. Additionally, some of our principal competitors, such as Verint Systems, Inc., may have greater resources and larger customer bases than we do. We have seen evidence of price reductions by some of our competitors and expect to continue to see such behavior in the future, which, if we are required to match such discounting, will adversely affect our gross margins and results of operations. To date, we have been able to manage our product design and component costs. However, there can be no assurance that we will be able to continue to achieve reductions in component and product design costs. Further, the relative and varying rates of increases or decreases in product price and cost could have a material adverse impact on our earnings.

We are expanding the scope of our Voice Platforms and Applications to Enterprise Performance Management solutions, with a focus on analytic software solutions that are based on voice and data content analysis, including data based on transactions. The market for such content analysis applications is constantly gaining momentum. Successful positioning of our products is a critical factor in our ability to maintain growth. Furthermore, new potential entrants from the traditional enterprise business intelligence and business analytics sector may decide to develop recording and content analysis capabilities and compete with us in this emerging opportunity. As a result, we expect to continue to make significant expenditures on marketing. We cannot ensure that the market awareness or demand for our new products will grow as rapidly as we expect, or if at all, that we will successfully develop new products or introduce new applications for existing products, that such new products and applications will achieve market acceptance or that the introduction of new products or technological developments by others will not adversely impact the demand for our products.

The operational risk management market has emerged only in recent years and is highly competitive and fragmented. Our software solutions in this field compete with software developed internally by potential clients as well as software and other solutions offered by competitors.

With respect to the market for digital video products and applications (or Video Platforms and Applications), our Video Platforms and Applications are utilized by entities in the closed circuit television, or CCTV, security, gaming and retail industries to capture, store and analyze digital video and related data. The market for our Video Platforms and Applications is highly competitive and includes products offering a broad range of features and capacities. We compete with a number of large, established manufacturers of video recording systems and distributors of similar products, as well as new emerging competitors. The price per channel of digital recording systems has decreased throughout the market in recent years, primarily due to competitive pressures. We cannot assure you that the price per channel of digital recording systems will not continue to decrease or that our gross profit will not decrease as a result. Moreover, our penetration into this market may not experience the same growth rate as the entire company s growth rate, which might have a material adverse effect on our earnings.

With respect to the public safety part of our business, our ability to succeed depends on our ability to develop an effective network of distributors to the mid-low segment of the public safety market, while facing pricing pressures and low barriers to entry. We face significant competition from other well-established competitors, including CVDS Inc., VoicePrint Inc. and others. Prices have decreased throughout the market in recent years, primarily due to competitive pressures. We cannot assure you that prices will not continue to decrease or that our gross profit will not decrease as a result. We believe that our ability to sell and distribute our Voice Platforms and Applications in the public safety market depends on the success of our marketing, distribution and product development initiatives. We cannot assure you that we will be successful in these initiatives.

The Voice-over-Internet-Protocol (or VoIP) contact center and trading market is highly competitive and we may be unable to compete successfully. The recent expansion of VoIP into contact centers and trading floors may allow one or more of our competitors to take a leadership position with respect to this technology. Strategic partners may change their vendor preference as a result or may develop embedded VoIP recording as part of the VoIP switch or networking infrastructure. Successful marketing of our products and services to our customers and partners will be critical to our ability to maintain growth. We cannot assure you that our products or existing partnerships will permit us to compete successfully.

Risks associated with our distribution channels and key strategic partners may materially adversely affect our financial results.

We have agreements in place with many distributors, dealers and resellers to market and sell our products and services in addition to our direct sales force. We derive a significant percentage of our revenues from one of our distributor channels and new channels may, in the future, account for a significant percentage of our revenues. Our financial results could be materially adversely affected if our contracts with distribution channels or our other partners were terminated, if our relationship with our distribution channels or our other partners were to deteriorate or if the financial condition of our distribution channels or our other partners were to weaken. Moreover, our current distribution channels or our strategic partners may decide to enter into our markets in competition with us, which will likely result in the termination of our relationship and may lead to a significant reduction in sales through related channels.

A portion of our strategic partners are suppliers of telecommunication infrastructure equipment. If our competitors are able to penetrate our strategic relationships or if our strategic partners decide to end the relationship and expand its product offering to compete with us, this may result in a significant reduction of sales made by that strategic partner as well as to customers who use that partner s infrastructure or work in its environment, which is broader than that partner s direct business with us.

This is particularly relevant to our relationship with Avaya, one of the leading global providers of enterprise business communication platforms in voice, e-business and data. Avaya, our largest global distribution channel, accounted for approximately 16%, 13% and 13% of our revenues in 2006, 2007 and 2008, respectively. If Avaya enters into a strategic relationship with our competitors or decides to otherwise end the relationship and expand its product offering to compete with us, this may result in a significant reduction of sales made through Avaya, as well as to customers who use Avaya s infrastructure or work in its environment, which is broader than Avaya s direct business with us, as stated above.

As our market opportunities change, our reliance on particular distribution channels or strategic partners may increase, which may negatively impact our gross margins. There can be no assurance that we will be successful in maintaining or expanding these channels or partnerships. If we are not successful, we may lose sales opportunities, customers and market share. In addition, some of our distribution channels or our strategic partners have developed and marketed IP-based products, software applications and storage products and services in competition with us and there can be no assurance that our distribution channels or our strategic partners will not further develop or market such products and services in the future.

We may be unable to develop strategic alliances and marketing partnerships for the global distribution of our video platforms and applications, which may limit our ability to successfully market and sell these products.

The market for our video platforms and applications is highly competitive. We believe that developing marketing partnerships and strategic alliances is an important factor in our success in marketing our video platforms and applications and in penetrating new markets for such products. However, unlike our voice platforms and applications, we have only recently started to develop a number of strategic alliances for the marketing and distribution of our video platforms and applications. We cannot assure you that we will be able to develop such partnerships or strategic alliances on terms that are favorable to us, if at all. Failure to develop such arrangements that are satisfactory to us may limit our ability to successfully market and sell our video platforms and applications and may have a negative impact on our business and results of operations.

The markets in which we operate are characterized by rapid technological changes and frequent new products and service introductions. We may not be able to keep up with these rapid technological and other changes.

We operate in several markets, each characterized by rapidly changing technology, new product introductions and evolving industry standards. The introduction of products embodying new technology and the emergence of new industry standards can render existing products obsolete and unmarketable and can exert price pressures on existing products. A number of existing and potential competitors might introduce new and enhanced products that could adversely affect the competitive position of our products. Our most significant market is the market for voice recording platforms and related enhanced applications (or Voice Platforms and Applications). Voice Platforms and Applications are utilized by the enterprise sector, which includes entities operating in the contact center, trading floor, branches, home agents and back offices, and by the security sector, which includes homeland security and first responders, transportation organizations and the public and private sector, to capture, store, retrieve and analyze recorded data. The market for our Voice Platforms and Applications is, in particular, characterized by a group of highly competitive vendors that are introducing rapidly changing competitive offerings around evolving industry standards.

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Our ability to anticipate changes in technology and industry standards and to successfully develop and introduce new, enhanced and competitive products, on a timely basis, in all the markets in which we operate, will be a critical factor in our ability to grow and be competitive. As a result, we expect to continue to make significant expenditures on research and development, particularly with respect to new software applications, which are continuously required in all our business areas. The convergence of voice and data networks and wired and wireless communications could require substantial modification and customization of our current multi-dimensional products and business models, as well as the introduction of new multi-dimensional products. Further, customer acceptance of these new technologies may be slower than we anticipate. We cannot assure that the market or demand for our products and solutions will sustain or grow as rapidly as we expect, if at all, that we will successfully develop new products or introduce new applications for existing products, that such new products and applications will achieve market acceptance or that the introduction of new products or technological developments by others will not render our products obsolete. In addition, our products must readily integrate with major third party security, telephone, front-office and back-office systems. Any changes to these third party systems could require us to redesign our products, and any such redesign might not be possible on a timely basis or achieve market acceptance. Our inability to develop products that are competitive in technology and price and responsive to customer needs could have a material adverse effect on our business, financial condition and results of operations. Additional factors that could have a material adverse effect on our business, financial condition and results of operations include industry specific factors; our ability to continuously develop, introduce and deliver commercially viable products, solutions and technologies; the market s rate of acceptance of the product solutions and technologies we offer; and our ability to keep pace with market and technology changes and to compete successfully.

We depend on the success of our recording solutions.

Our recording solutions are based on a computer telephony integrated multi-channel voice recording and retrieval system. We are dependent on the success of our recording solutions to maintain profitability. Our recording solutions currently generate, and in recent years have generated, more than half of our revenues, and we anticipate that our recording solutions will continue to account for a significant portion of our sales in the next several years. A significant decline in sales of our recording solutions, or a significant decrease in the profit margin on such solutions, could have a material adverse effect on our business, financial condition or results of operations.

We face risks relating to large projects in the security market.

Some of the customer projects for which we offer our security products, solutions and related services are growing in size, especially city center protection projects. The larger and more complex such projects are, the greater the risks associated with such projects. These risks may include our exposure to penalties and liabilities resulting from a breach of contract, our ability to fully integrate our products with third party products, a combination of various technologies and complex environments, and our dependency upon subcontractors for various planning aspects, integration and the successful and timely completion of such projects. Also, we may be held liable for the failure of our subcontractors, from whom we may have no recourse. In addition, there may be more fluctuations in cash collection and revenue recognition with respect to such projects.

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We face risks relating to government contracts.

We sell our products and solutions to, among other customers, governments and governmental entities. These sales are subject to special risks, such as delays in funding, termination of contracts or sub-contracts at the convenience of the government, termination, reduction or modification of contracts or sub-contracts in the event of changes in the government s policies or as a result of budgetary constraints, and increased or unexpected costs resulting in losses or reduced profits under fixed price contracts. Such occurrences have happened in the past and we cannot assure you that we will not experience problems in the future in our performance of such government contracts.

Our business could be materially adversely affected as a result of the risks associated with acquisitions and investments. In particular, we may not succeed in making additional acquisitions or be effective in integrating such acquisitions.

As part of our growth strategy, we have made a number of acquisitions over the past few years and expect to continue to make acquisitions. We frequently evaluate the tactical or strategic opportunity available related to complementary businesses, products or technologies. The process of integrating an acquired company s business into our operations and/or of investing in new technologies, may result in unforeseen operating difficulties and large expenditures and may absorb significant management attention that would otherwise be available for the ongoing development of our business. Other risks commonly encountered with acquisitions include the effect of the acquisition on our financial and strategic position and reputation, the failure of the acquired business to further our strategies, the inability to successfully integrate or commercialize acquired technologies or otherwise realize anticipated synergies or economies of scale on a timely basis, and the potential impairment of acquired assets. Moreover, there can be no assurance that the anticipated benefits of any acquisition or investment will be realized. Future acquisitions or investments could result in potentially dilutive issuances of equity securities, the incurrence of debt and contingent liabilities, and amortization expenses related to intangible assets, any of which could have a material adverse effect on our operating results and financial condition. There can be no assurance that we will be successful in making additional acquisitions or effective in integrating such acquisitions into our existing business. In addition, if we consummate one or more significant acquisitions in which the consideration consists, in whole or in part, of ordinary shares or American Depositary Shares (ADSs), representing our ordinary shares, shareholders would suffer dilution of their interests in us. We have also invested in companies which can still be considered in the start-up or development stages. These investments are inherently risky as the market for the technologies or products they have under development are typically in the early stages and may never materialize. We could lose our entire initial investment in these companies. Due to changes in the industry and market conditions, we could also be required to realign our resources and consider restructuring or other action, which could result in an impairment of goodwill.

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We have expanded into new markets and may not be able to manage our expansion and anticipated growth effectively.

Over the last few years we have established a sales management and service infrastructure worldwide. In Asia and the Pacific (the APAC region), we recruited sales management and service personnel in order to bring about further growth in revenue in the Asia Pacific market and

expanded our professional services group to include business consultants. Also, since 2002 we have been expanding our presence in Europe and in the Middle East and Africa (the EMEA region) through organic growth and through acquisitions. We have also recruited sales personnel in order to bring about more growth in the South America region. We may establish additional operations within these regions or in other regions where growth opportunities are projected. However, we cannot assure you that our revenues will increase as a result of this expansion or that we will be able to recover the expenses we incurred in effecting the expansion. Our failure to effectively manage our expansion of our sales, marketing, service and support organizations could have a negative impact on our business. To accommodate our global expansion, we are continuously implementing new or expanded business systems, procedures and controls. There can be no assurance that the implementation of such systems, procedures, controls and other internal systems can be completed successfully.

Our evolving business strategy could adversely affect our business.

Historically we have supplied the hardware and some software for implementing multimedia recording solutions. Our shift towards providing value-added services and an enterprise software business model has required and will continue to require substantial change, potentially resulting in some disruption to our business. These changes may include expanded or differing competition resulting from entering the enterprise software market, increased need to expand our distribution network to include system integrators which could impact revenues and gross margins and, as our applications are sold either to our installed base or to new customers together with our recording platforms, the rate of adoption of our software applications by the market.

The changes in our business may place a significant strain on our operational and financial resources. We may experience substantial disruption from changes and could incur significant expenses and write-offs. Failing to carefully manage expense and inventory levels consistent with product demand and to carefully manage accounts receivable to limit credit risk, could materially adversely affect our results of operations.

We may be unable to commercialize new video content analysis applications.

We are currently in the process of developing and commercializing new video content analysis applications that will enable real-time detection of security threats. The market for such video content analysis applications is still in an early phase. In addition, because this is a new opportunity for changing security procedures and represents a transition to proactive security management, we are not able to predict the pace at which security organizations will adopt this technology, if at all. Successful positioning of our products is a critical factor in our ability to maintain growth. New potential entrants to the market may decide to develop video content analysis capabilities and compete with us in this emerging opportunity. As a result, we expect to continue to make significant expenditures on marketing. We cannot assure you that a market for these products will develop as rapidly as we expect or at all, that we will successfully develop new products or introduce new applications for existing products, that new products or applications will meet market expectations and needs, that we will be successful in penetrating these markets and in marketing our products or that the introduction of new products or technological developments by others will not adversely impact the demand for our video content analysis applications.

If the pace of spending by the U.S. Department of Homeland Security is slower than anticipated, our security business will likely be adversely affected, perhaps materially.

The market for our security solutions in CCTV continuous recording, public safety and law enforcement is highly dependent on the spending cycle and spending scope of the U.S. Department of Homeland Security, as well as local, state and municipal governments and security organizations in international markets. We cannot be sure that the spending cycle will materialize as we expect and that we will be positioned to benefit from the potential opportunities, especially in light of the current unfavorable economic and market conditions.

We face foreign exchange currency risks.

We are impacted by exchange rates and fluctuations thereof. We are likely to face risks from fluctuations in the value of the NIS, EUR, GBP and other currencies compared to the U.S. dollar, the functional currency in our financial statements. A significant portion of the expenses associated with our Israeli operations, including personnel and facilities related expenses, are incurred in NIS, whereas most of our business and revenues are generated mostly in U.S. dollars, but also in GBP, Euros and other currencies. In addition, a significant portion of the expenses associated with our European operations, are incurred in GBP and EUR. If the value of the U.S. dollar decreases against the NIS, our earnings may be negatively impacted. In 2007 and 2008, the value of the U.S. dollar significantly decreased against the NIS, which caused us to recognize higher dollar expenses. In 2008 the GBP and EUR decreased significantly against the U.S. dollar, which negatively impacted our earnings. We monitor foreign currency exposure and, from time to time, may use various instruments to preserve the value of sales transactions, expenses and commitments; however, this cannot assure our full protection against risks of currency fluctuations. For information on the market risks relating to foreign exchange, please see Item 11, Quantitative and Qualitative Disclosures about Market Risk in this annual report.

Our uneven sales patterns could significantly impact our revenues and earnings.

The sales cycle for our products and services is variable, typically ranging between a few weeks to several months from initial contact with the potential client to the signing of a contract. Frequently, sales orders accumulate towards the latter part of a given quarter. Looking forward, given the lead-time required by our contract manufacturer, if a large portion of sales orders are received late in the quarter, we may not be able to deliver products within the quarter and thus such sales will be deferred to a future quarter. There can be no assurance that such deferrals will result in sales in the near term, or at all. Thus, delays in executing client orders may affect our revenue and cause our operating results to vary widely. Additionally, as a high percentage of our expenses, particularly employee compensation, is relatively fixed, a variation in the level of sales, especially at or near the end of any quarter, may have a material adverse impact on our quarterly operating results.

In addition, our quarterly operating results may be subject to significant fluctuations due to other factors, including the timing and size of orders and shipments to customers, variations in distribution channels, mix of products, new product introductions, competitive pressures and general economic conditions. It is difficult to predict the exact mix of products for any period between hardware, software and services as well as within the product category between audio platforms and related applications, transactional related platforms, digital video and communications intelligence. Because a significant portion of our overhead consists of fixed costs, our quarterly results may be adversely impacted if sales fall below management s expectations. In addition, the period of time from order to delivery of our audio and video platforms and applications is short, and therefore our backlog for such products is currently, and is expected to continue to be, small and substantially unrelated to the level of sales in subsequent periods. As a result, our results of operations for any quarter may not necessarily be indicative of results for any future period. Due to all of the foregoing factors, in some future quarters our sales or operating results may be below our forecasts and the expectations of public market analysts or investors.

Our quarterly results are likely to fluctuate, which could cause us to miss market expectations and as a result may impact the trading price of our ordinary shares.

The trading price of our ordinary shares has experienced significant volatility in the past and may continue to do so in the future. Unfavorable changes, many of which are outside of our control, could have a material adverse effect on our business, operating results, and financial condition.

Historically, our revenues have reflected seasonal fluctuations related to slower spending activities in the first quarter, and the increased activity related to the year-end purchasing cycles of many users of our products. We believe that we will continue to encounter quarter-to-quarter seasonality. The current economic downturn could have a further impact on our quarter-to-quarter results and backlog

We operate with certain backlog and we face factors such as timing and volume of orders within a given period that affect our ability to fulfill these orders and to determine the amount of our revenues within the period.

We derive a substantial portion of our sales through indirect channels, making it more difficult for us to predict revenues because we depend partially on estimates of future sales provided by third parties. In addition, changes in our arrangements with our network of channel partners or in the products they offer, such as our recent introduction of new support programs for our customers, which combines support from our channel partners with back-end support from us, could affect the timing and volume of orders. Furthermore, our expense levels are based, in part, on our expectations as to future revenues. If our revenue levels are below expectations, our operating results are likely to be adversely affected, since most of our expenses are not variable in the short term.

Due to the factors described above, it is possible that in a particular future quarter, our operating results may be below the expectations of public market analysts and investors. In this event, the price of our ordinary shares and ADSs would likely decline.

We might recognize a loss with respect to our investments in financial instruments.

We invest most of our cash in a variety of financial instruments. If the obligor of any of the instruments we hold defaults or undergoes reorganization in bankruptcy, we may lose a portion of such investment and our financial income may decrease. In addition, to the extent the general downturn in the credit markets continues, it could adversely affect the liquidity of our investments, or the downgrading of the credit rating of our investments could cause us to recognize some loss. For information on the types of our investments, see Item 11, Quantitative and Qualitative Disclosures About Market Risk in this annual report.

Incorrect or improper use of our products or failure to properly provide professional services and maintenance services could result in negative publicity and legal liability.

Our products and solutions are complex and are deployed in a wide variety of network environments. The proper use of our software requires extensive training and, if our software products are not used correctly or as intended, inaccurate results may be produced. Our products may also be intentionally misused or abused by clients who use our products. The incorrect or improper use of our products or our failure to properly provide installation, training, project management, consulting and maintenance services to our clients may result in losses suffered by our clients, which could result in negative publicity and product liability or other legal claims against us.

We rely on software from third parties. If we lose the right to use that software, we would have to spend additional capital to redesign our existing software or develop new software.

We integrate various third party software products as components of our products. We utilize third party software products to enhance the functionality of our products. Our business could be disrupted if functional versions of this software were either no longer available to us or no longer offered to us on commercially reasonable terms. In either case, we would be required to spend additional capital to either redesign our software to function with alternate third party software or develop these components ourselves. We might as a result be forced to limit the features available in our current or future product offerings and the commercial release of our products could be delayed.

Undetected problems in our products could directly impair our financial results and we could face potential product liability claims against us.

If flaws in the design, production, assembly or testing of our products and solutions (by us or our suppliers) were to occur, we could experience a rate of failure in our products or solutions that would result in substantial repair, replacement or service costs and potential liability and damage to our reputation. There can be no assurance that our efforts to monitor, develop, modify and implement appropriate test and manufacturing processes for our products or solutions will be sufficient to permit us to avoid a rate of failure in our products or solutions that results in substantial delays in shipment, significant repair or replacement costs or potential damage to our reputation, any of which could have a material adverse effect on our business, results of operations and financial condition.

We may be subject to claims that our products are defective or that some function or malfunction of our products caused or contributed to property, bodily or consequential damages. We attempt to minimize this risk by incorporating provisions into our distribution and standard sales agreements that are designed to limit our exposure to potential claims of liability. No assurance can be given that all claims will be barred by the contractual provisions limiting liability or that the provisions will be enforceable. We carry product liability insurance in the amount of $25,000,000 per occurrence and $25,000,000 overall per annum. No assurance can be given that the amount of any individual claim or all claims will be covered by the insurance or that the amount of any individual claim or all claims in the aggregate will not exceed insurance policy coverage limits. A significant liability claim against us could have a material adverse effect on our results of operations and financial position.

If our advanced compliance recording solutions fail to record our customers interactions, we may be subject to liability and our reputation may be harmed.

Many of our customers use our solutions to record and to store recordings of commercial interactions. These recordings are used to provide back-up and verification of transactions and to guard against risks posed by lost or misinterpreted voice communications. These customers rely on our solutions to record, store and retrieve voice and other data in a timely, reliable and efficient manner. If our solutions fail to record our customers interactions or our customers are unable to retrieve stored recordings when necessary, we may be subject to liability and our reputation may be harmed. Although we attempt to limit any potential exposure through quality assurance programs, insurance and contractual terms, we cannot assure you that we will eliminate or successfully limit our liability for any failure of our recording and storage solutions.

Our software products are highly complex, and any undetected software errors in our products could adversely affect our reputation, result in significant costs to us, impair our ability to market our products and expose us to legal liability.

Our software products are highly complex. Despite extensive testing by us and by our clients, we have in the past discovered errors, failures, bugs or other weaknesses in our software applications and will likely continue to do so in the future. Such errors, failures, bugs or other weaknesses in products released by us could result in product returns, loss of or delay in market acceptance of our products, loss of competitive position, or claims by clients or others, which would seriously harm our revenues, financial condition and results of operations. Correcting and repairing such errors, failures or bugs could also require significant expenditures of our capital and other resources and could cause interruptions, delays or cessation of our product licensing.

In addition, the identification of errors in our software applications or the detection of bugs by our clients may damage our reputation in the market as well as our relationships with existing clients, which may result in our inability to attract or retain clients.

Further, since our products are used for compliance recording and operational risk management functions that are often critical to our clients, the licensing and support of our products makes us potentially subject to product liability claims. Any product liability insurance we carry may not be sufficient to cover our losses resulting from any such product liability claims. The successful assertion of one or more large product liability claims against us could have a material adverse effect on our results of operations and financial condition.

Inadequate intellectual property protections could prevent us from enforcing or defending our intellectual property and we may be subject to liability in the event our products infringe on the proprietary rights of third parties and we are not successful in defending such claims.

Our success is dependent, to a significant extent, upon our proprietary technology. We currently hold 50 U.S. patents and 71 patents issued in additional countries covering substantially the same technology as the U.S. patents. We have over 150 patent applications pending in the United States and other countries. We rely on a combination of patent, trade secret, copyright and trademark law, together with non-disclosure and non-competition agreements, as well as third party licenses to establish and protect the technology used in our systems. However, we cannot assure you that such measures will be adequate to protect our proprietary technology, that competitors will not develop products with features based upon, or otherwise similar to our systems, or that third party licenses will be available to us or that we will prevail in any proceeding instituted by us in order to enjoin competitors from selling similar products. Although we believe that our products do not infringe upon the proprietary rights of third parties, we cannot assure you that one or more third parties will not make a contrary claim or that we will be successful in defending such claim.

We generally distribute our software products under software license agreements that restrict the use of our products by terms and conditions prohibiting unauthorized reproduction or transfer of the software products. However, effective copyrights and other intellectual property rights protection may be inadequate or unavailable to us in every country in which our software products are available, and the laws of some foreign countries may not be as protective of intellectual property rights as those in Israel and the United States.

From time to time, we receive cease and desist letters alleging patent infringements. No formal claims or other actions have been filed with respect to such alleged infringements, except for claims filed by Dictaphone and Verint America Inc. (both of which have since been settled and dismissed) and Multi-Format, Inc. (see Item 8, Financial Information Legal Proceedings in this annual report). We cannot assure you, however, that we will be successful in defending against the claim that has been asserted or any other claims that may be asserted. We also cannot assure you that such claim will not have a material adverse effect on our business, financial condition, or operations. Defending infringement claims or other claims could involve substantial costs and diversion of management resources.

In addition, to the extent we are not successful in defending such claims, we may be subject to injunctions with respect to the use or sale of certain of our products or to liabilities for damages and may be required to obtain licenses which may not be available on reasonable terms, any of which may have a material adverse impact on our business or financial condition.

We use certain open source software tools that may be subject to intellectual property infringement claims, the assertion of which could impair our product development plans, interfere with our ability to support our clients or require us to pay licensing fees.

Certain of our software products contain a limited amount of open source code and we may use more open source code in the future. Open source code is code that is covered by a license agreement that permits the user to liberally use, copy, modify and distribute the software without cost, provided that users and modifiers abide by certain licensing requirements. The original developers of the open source code provide no warranties on such code.

As a result of our use of open source software, we could be subject to suits by parties claiming ownership of what we believe to be open source code and we may incur expenses in defending claims that we did not abide by the open source code license. If we are not successful in defending against such claims, we may be subject to monetary damages or be required to remove the open source code from our products. Such events could disrupt our operations and the sales of our products, which would negatively impact our revenues and cash flow.

In addition, under certain conditions, the use of open source code to create derivative code may obligate us to make the resulting derivative code available to others at no cost. The circumstances under which our use of open source code would compel us to offer derivative code at no cost are subject to varying interpretations. If we are required to publicly disclose the source code for such derivative products or to license our derivative products that use an open source license, our previously proprietary software products may be available to others without charge. If this happens, our customers and our competitors may have access to our products without cost to them, which could harm our business.

We monitor our use of such open source code to avoid subjecting our products to conditions we do not intend. The use of such open source code, however, may ultimately subject some of our products to unintended conditions so that we are required to take remedial action that may divert resources away from our development efforts.

We depend upon outsourcers for the manufacture of our key products. The failure of our product manufacturers to meet our quality or delivery requirements would likely have a material adverse effect on our business, results of operations and financial condition.

In 2002, we entered into a manufacturing agreement with Flextronics Israel Ltd., a subsidiary of Flextronics, a global electronics manufacturing services company. Under this agreement, Flextronics provides us with a comprehensive manufacturing solution that covers all aspects of the manufacture of our products from order receipt to product shipment, including purchasing, manufacturing, testing, configuration, and delivery services. This agreement covers all of our products. As a result of these arrangements, we are dependent on Flextronics to process orders and manufacture our products. Consequently, the manufacturing process of our products is not in our direct control.

We may from time to time experience delivery delays due to the inability of Flextronics to consistently meet our quality or delivery requirements and we may experience production interruptions if Flextronics is for any reason unable to continue the production of our products. Should we have on-going performance issues with our contract manufacturers, the process to move from one contractor to another is a lengthy and costly process that could affect our ability to execute customer shipment requirements and/or might negatively affect revenue and/or costs. If this manufacturer or any other manufacturer were to cancel contracts or commitments with us or fail to meet the quality or delivery requirements needed to satisfy customer orders for our products, we could lose time-sensitive customer orders and have significantly decreased quarterly revenues and earnings, which would have a material adverse effect on our business, results of operations and financial condition.

If we lose our key suppliers, our business may suffer.

Certain components and subassemblies that are used in the manufacture of our existing products are purchased from a single or a limited number of suppliers. In the event that any of these suppliers are unable to meet our requirements in a timely manner, we may experience an interruption in production until an alternative source of supply can be obtained. Any disruption, or any other interruption of a supplier s ability to provide components to us, could result in delays in making product shipments, which could have a material adverse effect on our business, financial condition and results of operations. In addition, some of our major suppliers use proprietary technology and software code that could require significant redesign of our products in the case of a change in vendor. Further, as suppliers discontinue their products, or modify them in manners incompatible with our current use, or use manufacturing processes and tools that could not be easily migrated to other vendors, we could have significant delays in product availability, which would have a significant adverse impact on our results of operations and financial condition. Although we generally maintain an inventory for some of our components and subassemblies to limit the potential for an interruption and we believe that we can obtain alternative sources of supply in the event our suppliers are unable to meet our requirements in a timely manner, we cannot assure you that our inventory and alternative sources of supply would be sufficient to avoid a material interruption or delay in production and in availability of spare parts.

The European Union has issued directives relating to the sale in member countries of electrical and electronic equipment, including products sold by us. If our products fail to comply with these directives, we could be subject to penalties and sanctions that could materially adversely affect our business.

A directive issued by the European Union on the Restriction of the Use of Certain Hazardous Substances in Electrical and Electronic Equipment, or RoHS, came into effect on July 1, 2006. Our products meet the requirements of the RoHS directive and we are making every effort in order to maintain compliance, without otherwise adversely affecting the quality and functionalities of our products. Our inability or failure to comply with these regulations, including by reason of failure by our suppliers to comply with the directive, may restrict us for a period of time from conducting certain business in the European Union and could have a material adverse effect on our results of operations.

A further directive on Waste Electrical and Electronic Equipment, or WEEE, published by the European Union in 2003, promotes waste recovery with a view to reducing the quantity of waste for disposal and saving natural resources, in particular by reuse, recycling and recovery of waste electrical and electronic equipment. Our products fall within the scope of the WEEE directive, and we have set up the operational and financial infrastructure required for collection and recycling of WEEE, as stipulated in the WEEE directive, including product labeling,

registration and the joining of compliance schemes. We are taking and will continue to take all requisite steps to ensure compliance with this directive. If we fail to maintain compliance, we may be restricted from conducting certain business in the European Union, which could adversely affect our results of operations.

The countries of the European Union, as a single market for our products, accounted in 2008 for approximately 21% of our revenues. If our products fail to comply with WEEE or RoHS directives or any other directive issued from time to time by the European Union, we could be subject to penalties and other sanctions that could have a material adverse effect on our results of operations and financial condition. In addition, similar regulations are being formulated in other parts of the world. We may incur substantial costs in complying with other similar programs that might be enacted outside Europe in the future.

If we lose our key personnel or cannot recruit additional personnel, our business may suffer.

If our growth continues or as a result of regular recruitment, we will be required to hire and integrate new employees. Recruiting and retaining qualified engineers and computer programmers to perform research and development and to commercialize our products, as well as qualified personnel to market and sell those products, are critical to our success. As of December 31, 2008, approximately 25% of our employees were devoted to research and product development and approximately 20% were devoted to marketing and sales. There can be no assurance that we will be able to successfully recruit and integrate new employees. There is often intense competition to recruit highly skilled employees in the technology industry. We may also experience personnel changes as a result of our move from multimedia recording equipment towards business performance solutions. An inability to attract and retain highly qualified employees may have an adverse effect on our ability to develop new products and enhancements for existing products and to successfully market such products, all of which would likely have a material adverse effect on our results of operations and financial position. Our success also depends, to a significant extent, upon the continued service of a number of key management, sales, marketing and development employees, the loss of any of whom could materially adversely affect our business, financial condition and results of operations.

If we are unable to maintain the security of our systems, our business, financial condition and operating results could be harmed.

The occurrence, or perception of occurrence, of security breaches in the operation of our business or by third parties using our products could harm our business, financial condition and operating results. Some of our customers use our products to compile and analyze highly sensitive or confidential information. We may come into contact with such information or data when we perform service or maintenance functions for our customers. While we have internal policies and procedures for employees in connection with performing these functions, the perception or fact that any of our employees has improperly handled sensitive information of a customer or a customer s customer could negatively impact our business. If, in handling this information we fail to comply with our privacy policies or privacy and security laws, we could incur civil liability to government agencies, customers and individuals whose privacy was compromised. If personal information is received or used from sources outside the U.S., we could be subject to civil, administrative or criminal liability under the laws of other countries. In addition, third parties may attempt to breach our security or inappropriately use our products through computer viruses, electronic break-ins and other disruptions. If successful, confidential information, including passwords, financial information, or other personal information may be improperly obtained and we may be subject to lawsuits and other liability. Any internal or external security breaches could harm our reputation and even the perception of security risks, whether or not valid, could inhibit market acceptance of our products.

Our business could be materially adversely affected by changes in the legal and regulatory environment.

Our business, results of operations and financial condition could be materially adversely affected if laws, regulations or standards relating to our products or us are newly implemented or changed. In addition, our revenues would be harmed if we fail to adapt our products to changes in regulations applicable to the business of certain of our clients, such as securities trading, broker sales compliance and anti-money laundering laws and regulations.

If we fail to maintain effective internal controls in accordance with Section 404 of the Sarbanes-Oxley Act of 2002, it could have a material adverse effect on our business, operating results and share price.

The Sarbanes-Oxley Act of 2002 imposes certain duties on us. Our efforts to comply with the requirements of Section 404, which first applied to our financial statements for 2006, have resulted in increased general and administrative expenses and a devotion of management time and attention to compliance activities, and we expect these efforts to require the continued commitment of significant resources. If we fail to maintain the adequacy of our internal controls, we may not be able to ensure that we can conclude on an ongoing basis that we have effective internal control over financial reporting. In addition, we may identify material weaknesses or significant deficiencies in our internal control over financial reporting. Failure to maintain effective internal control over financial reporting could result in investigation and/or sanctions by regulatory authorities, and could have a material adverse effect on our business and operating results, investor confidence in our reported

financial information, and the market price of our ordinary shares and ADSs.

Additional tax liabilities could materially adversely affect our results of operations and financial condition.

As a global corporation, we are subject to income and other taxes both in Israel and various foreign jurisdictions. Our domestic and international tax liabilities are subject to the allocation of revenues and expenses in different jurisdictions and the timing of recognizing revenues and expenses. Additionally, the amount of income taxes paid is subject to our interpretation of applicable laws in the jurisdictions in which we do business. From time to time, we are subject to income and other tax audits. While we believe we comply with applicable tax laws, there can be no assurance that a governing tax authority will not have a different interpretation of the law and assess us with additional taxes. Should we be assessed additional taxes, there could be a material adverse effect on our results of operations and financial condition.

Risks relating to Israel

We are subject to the political, economic and security conditions in Israel.

Our headquarters, research and development and main manufacturing facilities, as well as the facilities of Flextronics Israel Ltd., our key manufacturer, are located in the State of Israel, and we are directly affected by the political, economic and security conditions to which Israel is subject. Since the establishment of the State of Israel in 1948, a number of armed conflicts have taken place between Israel and its Arab neighbors. A state of hostility, varying in degree and intensity, has led to security and economic problems for Israel. Since October 2000, there has been a high level of violence between Israel and the Palestinians. Hamas, an Islamist movement responsible for many attacks, including missile strikes, against Israelis, won the majority of the seats in the Parliament of the Palestinian Authority in January 2006 and took control of the entire Gaza Strip by force in June 2007. Further, in the summer of 2006, Israel engaged in a war with Hezbollah, a Lebanese Islamist Shiite militia group, which involved thousands of missile strikes and disrupted most day-to-day civilian activity in northern Israel. Rocket strikes from Gaza have increased since June 2007, and thousands of rockets have been fired at population centers in southern Israel, leading to an armed conflict between Israel and Hamas in January 2009. In addition, acts of terrorism, armed conflicts or political instability in the region could negatively affect local business conditions and harm our results of operations. We cannot predict the effect on the region of any diplomatic initiatives or political developments involving Israel or the Palestinians or other countries in the Middle East. Furthermore, several countries restrict doing business with Israel and Israeli companies, and additional companies may restrict doing business with Israel and Israeli companies as a result of an increase in hostilities. Our products are heavily dependent upon components imported from, and most of our sales are made to, countries outside of Israel. Accordingly, our operations could be materially adversely affected if trade between Israel and its present trading partners were interrupted or curtailed.

Some of our officers and employees are currently obligated to perform annual military reserve duty and some were called to duty during the summer of 2006 and in January 2009. Additionally, in the event of a military conflict, including the ongoing conflict with the Palestinians, these persons could be required to serve in the military for extended periods of time. We cannot assess the full impact of these requirements on our workforce or business and we cannot predict the effect on us of any expansion or reduction of these obligations.

Service and enforcement of legal process on us and our directors and officers may be difficult to obtain.

Service of process upon our directors and officers, most of whom reside outside the United States, may be difficult to obtain within the United States. Furthermore, since the majority of our assets and most of our directors and officers are located outside the United States, any judgment obtained in the United States against us or these individuals or entities may not be collectible within the United States. Additionally, it may be difficult to enforce civil liabilities under U.S. federal securities law in original actions instituted in Israel. Israeli courts may refuse to hear a claim based on a violation of U.S. securities laws because Israel is not the most appropriate forum to bring such a claim. In addition, even if an Israeli court agrees to hear a claim, it may determine that Israeli law and not U.S. law is applicable to the claim. If U.S. law is found to be applicable, the content of applicable U.S. law must be proved as a fact, which can be a time-consuming and costly process. Certain matters of procedure will also be governed by Israeli law. There is little binding case law in Israel addressing these matters.

Our results may be affected by the availability of government grants and tax benefits. Our participation in these programs restricts our ability to freely transfer manufacturing rights and technology out of Israel.

We derive and expect to continue to derive significant benefits from various programs including Israeli tax benefits relating to our Approved and Privileged Enterprise programs and certain grants from the Office of the Chief Scientist of the Ministry of Industry, Trade and Labor, or OCS, for research and development. To be eligible for these grants, programs and tax benefits, we must continue to meet certain conditions, including making certain specified investments in fixed assets and conducting the research, development and manufacturing of products developed with such OCS grants in Israel (unless a special approval has been granted for performing manufacturing activities outside Israel). From time to time, the Israeli Government has discussed reducing or eliminating the availability of these grants, programs and benefits and there can be no assurance that the Israeli Government s support of grants, programs and benefits will continue. If grants, programs and benefits available to us or the laws, rules and regulations under which they were granted are eliminated or their scope is further reduced, or if we fail to meet the conditions of existing grants, programs or benefits and are required to refund grants or tax benefits already received (together with interest and certain inflation adjustments) or fail to meet the criteria for future Approved or Privileged Enterprises, our business, financial condition and results of operations could be materially adversely affected including an increase in our provision for income taxes.

On April 1, 2005, an amendment to the Israeli law which deals with Approved Enterprises came into force. Pursuant to the amendment, a company s facility will be granted the status of Approved Enterprise only if it is proven to be an industrial facility (as defined in such law) that contributes to the economic independence of the Israeli economy and is a competitive facility that contributes to the Israeli gross domestic product. The amendment incorporates certain changes to both the criteria and procedure for obtaining Approved Enterprise status for an investment program, and changes to the tax benefits afforded in certain circumstances to Approved Enterprises under such law (which is referred to as a Privileged Enterprise following such amendment). We have four Privileged Enterprise programs, which are covered by the amendment. While we believe that we meet the statutory conditions as set out in the amendment, there can be no assurance that the tax authorities in Israel will concur. Should it be determined that these Privileged Enterprise programs do not meet the statutory conditions, our provision for income taxes will increase materially.

As a result of the amendment, tax-exempt income generated under the provisions of the amended law, will subject us to taxes upon dividend distribution or complete liquidation.

We do not intend to distribute any amounts of our undistributed tax exempt income as dividends as we intend to reinvest our tax-exempt income. Accordingly, no deferred income taxes have been provided on income attributable to our Approved or Privileged Enterprise programs as the undistributed tax exempt income is essentially permanent in duration.

Under Israeli law, products incorporating know-how developed with grants from the OCS are required to be manufactured in Israel, unless prior approval of a governmental committee is obtained. As a condition to obtaining this approval, we may be required to pay to the OCS up to 300% of the grants we received and to repay these grants on an accelerated basis, depending on the portion of manufacturing performed outside Israel. In addition, we are prohibited from transferring to third parties the technology developed with these grants without the prior approval of a governmental committee and, possibly, the payment of a fee. See Item 4, Information on the Company Research and Development in this annual report, for additional information about OCS programs.

Provisions of Israeli law may delay, prevent or impede an acquisition of us, which could prevent a change of control.

Israeli corporate law regulates mergers and tender offers, requires tender offers for acquisitions of shares above specified thresholds and regulates other matters that may be relevant to these types of transactions. Furthermore, Israeli tax considerations may make potential transactions unappealing to us or to some of our shareholders. These provisions could delay, prevent or impede an acquisition of us. See Item 10, Additional Information Mergers and Acquisitions in this annual report, for additional discussion about some anti-takeover effects of Israeli law.

Risks related to our Ordinary Shares and ADSs

Our share price is volatile and may decline.

Numerous factors, some of which are beyond our control, may cause the market price of our ordinary shares or our ADSs, each of which represents one ordinary share, to fluctuate significantly. These factors include, among other things, announcements of technological innovations, development of or disputes concerning our intellectual property rights, customer orders or new products by us or our competitors, currency exchange rate fluctuations, earnings releases by us or our competitors, general economic and market conditions, market conditions in the industry and the general state of the securities markets, with particular emphasis on the technology and Israeli sectors of the securities markets.

Future sales of our ADSs may impact the market price of our ADSs.

If we or our shareholders sell substantial amounts of our ADSs in the public market, the market price of our ADSs could decline. These sales also might make it more difficult for us to sell equity or equity-related securities in the future at a time and price that we deem appropriate. Following an acquisition, our ADSs held by new holders may become freely tradable.

Item 4. **Information on the Company.**

History and Development of the Company

Our legal and commercial name is NICE-Systems Ltd. We are a company limited by shares organized under the laws of the State of Israel. We were originally incorporated as NICE Neptun Intelligent Computer Engineering Ltd. on September 28, 1986 and were renamed NICE-Systems Ltd. on October 14, 1991. Our principal executive offices are located at 8 Hapnina Street, P.O. Box 690, Ra anana 43107, Israel and the telephone number at that location is +972-9-775-3030. Our agent for service in the United States is our subsidiary, Nice Systems Inc., 301 Route 17 North, 10th Floor, Rutherford, New Jersey 07070.

For a summary of our recent acquisitions and dispositions, please see Item 5, Operating and Financial Review and Prospects Recent Acquisitions and Dispositions in this annual report.

Business Overview

We are a leading provider of solutions that capture, manage and analyze unstructured multimedia content and transactional data enabling companies and public organizations to comply with internal and governmental regulations, enhance business and operational performance, address security threats and behave in a proactive manner. Unstructured multimedia content includes phone calls to contact centers, trading floors, branches, home agents and back offices and emergency services and first responders, video captured by closed circuit cameras, radio communications between emergency services and first responders personnel, internet sessions, email and instant messaging and converged multimedia solutions for command and control centers. Our solutions include integrated, scalable, multimedia recording platforms, software applications and related professional services. These solutions address critical business processes and risk management, compliance procedures and security needs of companies and public organizations. Our solutions facilitate faster decision-making and near real-time action, improving business and employee performance, reducing exposure to operational risk such as fraud, compliance and anti-money laundering, and enhancing security and public safety. Our customers are from a variety of industries, such as financial services, telecommunications, healthcare, outsourcers, retail, service providers and utilities. Our security solutions are primarily focused on homeland security and first responder organizations, transportation organizations, and the public and private sectors. Our solutions are deployed at over 24,000 customers, including over 85 of the Fortune 100 companies.

For a breakdown of total revenues by products and services for each of the last three years, please see Item 5, Operating and Financial Review and Prospects Results of Operations.

Industry Background and Trends

Heightened regulatory and compliance requirements and the high cost of dispute resolution. Regulatory pressures have increased for corporations and public organizations worldwide. Such regulation is driven by both accounting scandals (e.g., the Sarbanes-Oxley Act) and security concerns (e.g., anti-money laundering legislation). The hiring of additional finance and accounting employees and increased civil penalties and auditor expenses have raised the financial costs of both noncompliance and ongoing compliance. In addition, it continues to be important to be able to resolve certain communication disputes, such as between counterparties in a securities trade, in an efficient and definitive manner and to reduce fraud from the same trade. Existing business intelligence and other IT solutions have addressed these growing challenges to some degree. However, companies and public organizations require improved solutions that not only provide better compliance and fraud detection but also more current, near real-time information with increased operational visibility. These solutions need to reduce the costs associated with ongoing compliance, while creating the required audit trail for regulatory purposes. Recent events in the financial industry, including the credit crisis, may also increase regulation in the future.

Increased focus on productivity, operational performance and profitability. Companies are increasingly focused on improving productivity and increasing profitability by creating better-quality customer experiences and through achieving higher efficiencies across the enterprise. These objectives require organizations to better manage their customer, partner and employee relationships, analyze critical customer data, maximize the value of customer interactions and execute customer-focused business processes. Considering the high cost of acquiring new customers and the maturation of many industries, it is increasingly important to maximize revenue from the retention and continued satisfaction of current customers. Similarly, due to the high cost of hiring and training new employees, it is important for organizations to address employee concerns in a timely fashion to maximize employee retention and productivity.

The contact center has emerged as the primary point of an enterprise s interaction with its customers, rendering it essential to improving customer satisfaction and driving revenue. The importance of the contact center, combined with the complexity of the requirements for its effective management, have led to a need for an ever broadening set of management tools. Companies are seeking more advanced and more integrated solutions to enable quality monitoring, workforce management, performance management, analysis, feedback and coaching, to better utilize their resources.

Companies have historically invested in business intelligence solutions and operational systems which rely on structured transactional data contained in Customer Relationship Management (CRM), Enterprise Resource Planning (ERP) and other application databases. Traditional business intelligence solutions unlock value contained in these structured data by collecting historical data, attempting to extract from it patterns which may predict future customer behavior. Recently, however, companies have recognized the value contained in other types of data, including the vast amounts of unstructured multimedia content that is generated by ongoing interactions with their customers, employees or partners. Furthermore, many operational decisions can be greatly enhanced by providing near real-time insight into both transactions and interactions. By employing software-based analytics on unstructured multimedia content, in combination with data from transactions, companies are able to detect customer intent, often through interactions in which a customer may express concerns or desires or provide other signals of their intentions. Equipped with such an early detection system, companies can take proactive measures to reduce customer churn, focus their marketing efforts, stop fraud, and address employee dissatisfaction. By better understanding unstructured data, companies can develop a more comprehensive view across the enterprise, increase revenue and improve service quality, productivity and profitability.

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Internet Protocol adoption driving proliferation of multimedia content. IP is emerging as the standard for enterprise communications and is being deployed widely. The adoption of IP is expanding the type and volume of interactions between companies and their customers, employees and partners. This proliferation, together with businesses replacement of legacy communications systems and related infrastructure, has created additional growth in the need for IP-based communications solutions. To remain competitive, businesses use email, internet and other multimedia, IP-based communications, such as VoIP, in addition to traditional means of communications, such as mail and analog voice calls. Additionally, VoIP has enabled enterprises to rapidly and economically deploy contact center solutions to branch offices and other remote locations, including to agents working from their homes. Due to these and other trends, the amount and types of communications within businesses have increased dramatically. As a result, many businesses are faced with the increasing challenge of better understanding the variety of unstructured multimedia content generated by these customer, employee and partner interactions. Similarly, we believe the security market is beginning to migrate to multimedia IP-based technologies in an effort to respond to security threats and challenges in a cost-effective and flexible manner, in addition to the general trend of proliferation of security and surveillance sensors, such as access control, fire alarm and intrusion detection.

Security challenges for public safety and homeland security. Terrorist attacks around the world have significantly changed the geopolitical landscape and created long-term consequences for public safety, security and intelligence agencies. In addition, transportation organizations, local authorities and government-related organizations have become increasingly aware of the benefits technology can provide in the areas of crime prevention and public safety. These organizations face new challenges in detecting, protecting against and effectively responding to threats to public safety and homeland security. As a result of these global trends, these organizations face the growing challenge of storing, managing and analyzing vast amounts of multimedia content generated by traditional and IP-based communications captured by an increasing variety of detection devices. The challenge is exacerbated by the proliferation of video data generated by both cameras deployed by the organizations as well as video streamed from citizens mobile phones. Emergency services and public organizations require increasingly sophisticated solutions to analyze this content in order to strengthen the measures they take for public safety and security. These solutions need to identify threats as they occur and analyze video footage to identify suspicious objects or behavior more quickly and effectively.

Increased focus on physical corporate security. Companies operating throughout the world have recognized that threats to their facilities, IT networks and personnel need to be addressed at all times. For example, many companies have determined that they need to establish measures for personnel screening and observation, invest in enhanced physical security measures and incident response capability, and deploy a variety of systems to address network-based vulnerabilities. As a result of these global trends in security needs, more companies face the

growing challenge of storing and analyzing vast amounts of content, such as voice, video and other IP-based communications, captured by an increasing variety of detection devices, such as closed circuit television.

Increased urbanization raises rates of crime and risks of terror attacks. Increased urbanization in both developed and developing countries results in higher rates of various types of crime (such as robbery, theft, murder and other assaults) and greater fears of terror attacks in city centers and other metropolitan areas and systems (such as mass transit). These growing concerns are driving large-scale security projects in these areas, aiming at improving the security of the citizens. These large-scale projects include installation and implementation of wide-scale security systems, which better synchronize and correlate multimedia data sources in order to assist law enforcement officials to detect and prevent crimes and terror attacks and investigate quickly in order to apprehend the suspects.

Our Strategy

The key elements of our strategy include the following:

Drive adoption of our next-generation convergence analytics in both the enterprise and security markets. We intend to continue to address the growing unmet need to capture, manage and analyze unstructured data in a more accurate and timely fashion in a wide variety of business and operational environments. Furthermore, we aim to drive the combination of such insight from unstructured information with near real-time data from transactional systems, known as convergence analytics, to provide enterprises and organizations with a more complete and timely view of their operations. Accordingly, we plan to continue to target these opportunities through focused sales and marketing, by developing industry specific applications that are enabled or greatly enhanced by convergence analytics, and by providing value-added services that facilitate the implementation of our solutions. Moreover, we plan to continue to invest in research and development and strategic alliances to enhance our industry-leading solutions and deliver superior insight to drive improved operational and business results. We will continue to leverage the technology, operational and partnership synergies we derive from serving both the enterprise and the security markets.

Continue to dominate the evolution of the contact center market and expand our differentiated end-to-end contact center solution. With the increasing strategic importance and complexity of the contact center, customers have a growing need for comprehensive management solutions. We believe our set of integrated and modular tools and business processes for contact center management represent a differentiated approach and value for our customers. We intend to augment and expand our offering of end-to-end solutions to maintain our industry leadership position.

Drive deployment of our solutions through value-added services. Our customers face diverse business and deployment challenges. We have developed a unique professional service organization that helps our customers capture the full value from our solutions. We help our customers analyze their business issues and re-engineer critical processes to address their specific needs. These value-added services should allow us to accelerate the market penetration of our advanced solutions and expand our offering to our installed base.

Expand and leverage our existing customer base, strategic alliances and global infrastructure. With over 24,000 customers in more than 150 countries, including over 85 of the Fortune 100 companies, we believe there are abundant opportunities to up-sell and cross-sell within our existing customer base by increasing their use of the full breadth of our solutions and by migrating them to our next-generation portfolio. We also have strong strategic relationships with industry leaders such as Avaya Inc., Cisco, Honeywell International Inc., IPC Systems, Inc., Motorola, Inc. and Orange Business Services. We intend to continue to leverage these relationships and invest in nurturing new strategic alliances to increase the value of our solutions to our customers, to strengthen our channels to market and to enhance our market position. We have a global infrastructure that can support, directly or through our partners, customers around the world 24 hours a day, seven days a week. We intend to utilize this infrastructure to address the growing needs of our customers.

Continue to pursue selective acquisitions. We have a successful acquisition history spanning nine transactions over the past seven years. We intend to continue augmenting our organic growth through additional acquisitions that broaden our product and technology portfolio, expand our presence in selected vertical markets and geographic areas, broaden our customer base, and increase our distribution channels and vertical market access. We believe our acquisition strategy is aligned with our customers desire to procure broader, higher value solutions from a smaller group of strategic vendors.

Our Solutions

We have developed fully integrated solutions that include software applications and hardware components that can be deployed in a modular manner. This flexibility allows our customers to incorporate additional functions and capabilities as their business or operational needs change. The key features of our solutions include:

Ability to capture, manage, analyze and act upon vast amounts of complex, unstructured multimedia content. Our solutions capture and store a wide variety of unstructured multimedia content, allowing both our enterprise and security customers to capture valuable interaction data. They are designed to optimally manage the storage and retrieval of unstructured data within centralized data storage warehouses, which maximizes the efficiency of our customers networked environments. Our solutions can be integrated with various enterprise software applications and storage systems. As a result, our solutions enable our customers to capture and manage efficiently and reliably the vast amounts of unstructured data that are generated by their daily operations. This allows our customers to gain insight, improve profitability, enhance operational effectiveness and meet compliance and regulatory requirements and allows our security customers to create situational awareness, manage events and investigate them.

End-to-end management and optimization of the contact center. We provide a wide set of solutions that provide the enterprise with a comprehensive view of the contact center and powerful management capabilities. Our comprehensive product offering enables the enterprise to address the essential management functions required in the contact center, including quality monitoring, workforce management, performance management, analytics and unified dashboards and reporting. These modular applications can be deployed separately or as a single unified solution depending on the customer s needs. Our solutions enable organizations to:

Streamline and improve contact center operations, focusing on its agent and enterprise performance;

monitor and improve contact center business performance and customer satisfaction related processes;

identify training requirements and other necessary improvements;

allocate the appropriate workforce level and skills to optimize customer service; and

Deriving insights utilizing proprietary multi-dimensional analytic capabilities. We have developed advanced multi-dimensional analytics and applications that allow our customers to derive critical insights from the vast amounts of unstructured data that they capture. In the enterprise sector, our multi-dimensional analytics enable the analysis of a wide variety of attributes related to any particular voice or data interaction. For example, our solutions can analyze context intonation, emotion level and key phrases used in a voice interaction, as well as unstructured text. This analysis enables our customers to detect early signs of customer churn, gain valuable information about competitors, and identify critical market information, thereby driving the opportunity for increased revenue, profitability and productivity. Through video content analysis provided by our solutions, our security customers are able to identify suspicious objects or behavior more quickly and effectively in order to better respond in real-time to threats, prevent intrusions, detect irregular behavior, reduce crime and accelerate investigations.

Enterprise-wide risk management platform with dozens of specific compliance, fraud prevention and money laundering specific solutions. Our Actimize solutions are based on a scalable, proprietary software platform and flexible applications that address hundreds of compliance, fraud and money-laundering scenarios across an enterprise. Used by over 100 large financial services institutions, Actimize solutions monitor billions of transactions a day, analyzing high volumes of complex data on a real-time basis and enabling customers to detect anomalous transactions, generate alerts and facilitate corrective actions.

End-to-end security solutions. We integrated a suite of security solutions that address organizations complete security needs from real-time threat detection and verification to post incident investigation and resolution. Many of the world s largest and busiest airports, transportation centers and transit companies, as well as government agencies and first responders, use our security solutions to monitor, manage and enhance security in every aspect of their operations. Our intelligent surveillance solutions can instantaneously alert customers to potential security threats, leading to a more timely and informed response. In the public safety sector, our solutions, experience and know-how are helping teams work smarter and faster to detect threats, mobilize resources, investigate incidents and prosecute criminals. With our intelligent video solutions, teams stay a step ahead of critical incidents, through real-time intelligence delivered to command and control centers and responders. Our security solutions also link disparate systems, data sources and departments to streamline incident reconstructions and investigations. Top financial companies, educational institutions, correctional facilities, utilities, casinos, and other critical infrastructure sites also rely on our end-to-end security solutions to improve safety and security, reduce risk and losses, and enhance operational performance and business results.

Products

Our enterprise business solutions include recording, monitoring, quality management, interaction analytics, workforce management, business performance management and feedback solutions, which are designed to capture interactions, analyze them and take action based on this analysis to drive enterprise performance. They also help protect businesses and customers against risks posed by lost or misinterpreted voice or data communications as well as capture and improve contact center agent performance and the customers experience. Our workforce and performance management solutions assist enterprises in delivering high quality of service to their customers by assuring that employees with the right skills interact with customers and that these interactions are measured against their objectives.

Our operational risk compliance, fraud detection and anti-money-laundering, or AML, solutions for financial institutions are built on the Actimize enterprise software platform, incorporating a graphical development interface and case management dashboard with a real-time analytics detection engine. Our securities trading and broker sales practices compliance applications identify high-risk activities by monitoring and correlating various data elements that include transactions, accounts, traders, interactions and market activities. Our fraud prevention solutions pinpoint suspicious patterns and abnormal behavior within mountains of data to assist in the identification of financial crimes, both internal (such as employee fraud or rogue trading) and external (such as online and call center fraud, payment fraud, ATM fraud and more). Our AML solutions help institutions detect suspicious money transfer activities and money laundering related issues with new accounts (customer due diligence). Our applications include transaction monitoring and suspicious activity reporting for all types of financial services institutions, including securities, banking, insurance, credit card and money services industries. We also provide enterprise wide case management and investigation applications that are used by our clients to aggregate, analyze and investigate risk related cases across the organization. Our enterprise-wide platform serves as the foundation for the packaged applications we offer to our customers in the areas of securities trading and broker sales practices compliance, fraud prevention, AML and enterprise case management, as detailed below.

Our security solutions are comprised of voice platforms and applications, digital video platforms and applications, and lawful interception products. Our voice platforms and applications offering to the security market ranges in size and complexity from small, single-site single-recorder systems to large, multi-site, multi-recorder systems integrated with trunked radio and computer-aided dispatch systems. We provide emergency services and air traffic control organizations with a full range of recording features for voice, radio and trunked radio, including on-line access to hundreds of hours of recording for a quick response time, a choice of different types of archiving media, and a dubbing capability to edit calls on-line for courtroom presentations. The system enables the organizations to re-construct scenarios, investigate and improve performance. Our digital video platforms and applications provide continuous CCTV management, recording, archiving, analysis and debriefing capabilities that meet the needs of today s demanding security environments. Our lawful interception products enable the interception, delivery, monitoring, collection and advanced analysis of telecommunication interactions. These products handle both telephony and Internet data on the same platform and are fully compliant with the international standards defined by the European Telecommunications Standards Institute (ETSI), under various European legislations, and the Telecommunications Industry Association (TIA), under the Communications Assistance for Law Enforcement Act (CALEA).

Products	Markets Served	Purpose
NICE SmartCenter	Enterprise	Leverages the synergies of the combined capabilities of NICE Perform, NICE Quality Management, NICE Interaction Analytics, NICE Feedback, IEX TotalView and Performance Manager, as detailed below.
NICE Perform	Enterprise	Records and analyzes customer interactions with contact center agents, financial trading floors, investment banking and enterprises, with a separate suite of applications for contact centers and investment banking, including for organizations that have a relatively small number of input channels
NICE Quality Management	Enterprise	Delivers comprehensive tools for implementing a multifaceted quality program encompassing agents, supervisors, evaluators and managers, and the ability to improve the quality and effectiveness of customer interactions in contact centers

Products	Markets Served	Purpose
NICE Interaction Analytics	Enterprise	Utilizes a multi-dimensional analysis approach to analyze customer interactions and provide automated business insight and root cause analysis based on speech analytics, E-mail and chat analysis, call flow analysis, screen content analysis and integration with CRM data
NICE Packaged Business Solution	Enterprise	A comprehensive, out-of-the-box solution designed to address common contact center challenges such as First Call Resolution, Average Handling Time and customer retention. The Packaged Business solutions are designed to provide immediate value, reduce deployment time and significantly improve return on investment
NICE Feedback	Enterprise	Advanced solution for collecting real-time customer feedback after a call or any other type of interaction with the organization. It enables businesses to enhance customer satisfaction, calibrate quality measurements and optimize processes
IEX TotalView	Enterprise and Security	Forecasts customer interactions, schedules agents with appropriate skills to manage and optimize level of customer service and resources, measures agent and team performance and supports managing overall contact center performance

Performance Manager	Enterprise	Maps enterprise business objectives to group and individual goals; tracks and reports performance against these goals
NiceUniverse	Enterprise	Evaluates agent performance and raises the level of customer service in contact centers through advanced voice and desktop screen recording technologies
NiceLog	Enterprise and Security	Provides digital voice recording system, and a computer telephony integrated multi-channel voice recording and retrieval system, and is available for a range of environments, including VoIP
NICE VoIP Logger	Enterprise and Security	Builds on NiceLog technology to provide a complete solution to capture and log audio in VoIP telephony
Network Embedded Logger	Enterprise	Offers a Linux based VoIP Logger embedded in Cisco routers, suitable for branch recording with NICE Perform
NICE Storage Center	Enterprise and Security	Provides central storage option; integrates with various enterprise storage networks (SAN, NAS or DAS) for long term or medium term voice storage
NiceCall Focus III	Enterprise and Security	Provides a competitively priced voice recording system for organizations that have a relatively small number of input channels and a cost-effective solution for branch recording (TDM only) with centralized storage

NiceUniverse Compact	Enterprise and Security	Provides a competitively priced voice recording and quality management system for organizations that have a relatively small number of input channels and a cost-effective solution for small contact centers with centralized management and storage
Actimize Trading Interaction Surveillance	Enterprise - Financial Institutions - Securities	Combines insights from transactional data with voice analytics to meet growing regulatory requirements for monitoring of market abuse, insider trading and other regulatory issues. Automates and enhances trading surveillance and the effectiveness of regulatory investigations

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Actimize Global Trading Compliance	Enterprise - Financial Institutions - Securities	Monitors across an extensive range of products and issues to identify suspicious activities like front running, wash transactions, etc. and provides the tools needed to effectively manage investigations, workflow, reporting and audit tracking
Actimize Sales Practices	Enterprise - Financial Institutions - Securities	Ensures sales practices compliance suitability, registration, sales of mutual funds and annuities, approval levels of options and more - across the organization by monitoring transactions, accounts and sales representatives
MiFID compliance	Enterprise - Financial Institutions - Securities	Addresses surveillance and supervision requirements based on the European Union MiFID (Markets in Financial Instruments Directive), such as best execution, systematic internalization, transparency, client categorization, suitability, and conflicts of interest regulation
Actimize Employee Fraud	Enterprise - Financial Institutions - Fraud	Monitors firm employees for easier to find policy violation and self dealing fraud as well as highly complex and more severe attacks
Actimize Remote Banking Fraud	Enterprise - Financial Institutions - Fraud	Monitors remote banking (online, call center, ACH, mobile and others) activities to detect suspicious patterns
Actimize Electronic Payments Fraud	Enterprise - Financial Institutions - Fraud	Provides high-volume, cross-channel (ACH, external debit and others) transaction monitoring of alerting, and real-time blocking for electronic payments fraud protection
Actimize Deposit Fraud	Enterprise - Financial Institutions - Fraud	Monitors account activity and highlights deposits that have been or are at a high risk for fraud
Actimize ATM and Debit Card Fraud	Enterprise - Financial Institutions - Fraud	Detects fraud from compromised debit cards and compromised ATM devices
Actimize Suspicious Activity Monitoring	Enterprise - Financial Institutions - AML	Identifies suspicious patterns and abnormal behavior to assist in the identification of money laundering activity

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Actimize Watch List Filtering	Enterprise - Financial Institutions - AML	Compares firm accounts to external regulatory and third-party lists (like Politically Exposed Persons, Office of Foreign Assets Control, etc) to comply with AML rules
Actimize Customer Due Diligence	Enterprise - Financial Institutions - AML	Provides dynamic, risk-based data collection capabilities verify client background and money source, while improving firm productivity and customer experience
Actimize Risk Case Manager	Enterprise - Financial Institutions	Web-based graphical user interface for managing enterprise-wide transactional risks
Mirra IV	Enterprise and Security	Provides small recording system that is suited to simple recording applications in which it can record up to 48 channels of voice traffic from a wide variety of analog and digital interfaces
NICE Inform	Security	Provides information management solution for comprehensive management of multimedia interactions for security command and control centers, enables effective management of multimedia incident information from various sources, for faster incident reconstruction, greater insight and improved response
NiceVision Net	Security	Provides a complete solution for IP video security, including encoders, decoders and network video recorders
NiceVision ControlCenter	Security	Provides an advanced control room management and network-based digital video matrix
NiceVision Analytics	Security	Provides a set of video content analytics applications for automated detection of threats, safety and operational related events
NiceVision Digital	Security	Provides a portfolio of digital video recorders for different capacities and performance requirements

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NiceVision SafeRoute	Security	Provides a solution for mobile video surveillance onboard public transport vehicles
FAST alpha Silver	Security	Provides high quality digital video monitoring and recording solution for large to mid-size applications
NiceTrack	Security	Provides interception, delivery, monitoring, collection and advanced analysis of telecommunication interactions

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NICE SmartCenter is a solution that enables call centers and enterprises to drive higher performance, operationally and in the level of their customer service. NICE SmartCenter leverages the synergies of the combined capabilities of NICE Perform, NICE Quality Management, NICE Interaction Analytics, NICE Feedback, IEX TotalView and Performance Manager. It provides a holistic view of contact center operations and business insight into market and customer dynamics. These capabilities are offered together with NICE s structured service and implementation methodology.

NICE Perform is our flagship enterprise product. It is an integrated suite of solutions that offers innovative ways for organizations to generate insight from interactions to enhance performance. NICE Perform combines multiple data sources in a fully integrated architecture with a centralized data warehouse, allowing interoperability of many data sources to address a variety of business issues with a high level of accuracy. The data sources include word spotting, phonetic search and transcription, emotion detection, talk pattern analysis, customer surveys, Computer Telephony Integration (CTI) analysis, application activities and business data. With a set of advanced engines, NICE Perform provides multi-dimensional analytics of these data sources. State-of-the-art visualization techniques help enable analysts and executives to quickly and easily identify trends, deviations and situations requiring immediate action. While providing critical statistical data, NICE Perform goes beyond the scope of transactional analytics to help decision makers understand customer intent and market dynamics, identify current and future trends early enough for proactive management of challenges, opportunities and changes, and enhance corporate governance throughout the enterprise. NICE Perform also contains the contact center quality management capabilities of NiceUniverse. In addition, NICE Perform includes advanced online coaching capabilities that enable supervisors to coach the contact center agents in order to improve their skills and to empower them and cover matters as needed by different departments, such as marketing or order administration.

On the infrastructure level, NICE Perform introduces a comprehensive VoIP solutions portfolio, as well as a vast integration portfolio for VoIP environments, tradition telephony and a mix of tradition and VoIP telephony. It allows customers to gradually migrate from traditional to VoIP telephony, while utilizing the same application suite. The reinforced infrastructure of NICE Perform provides unmatched scalability, resiliency and system redundancy by ensuring the availability of all the main system components and supporting multi-sites, datacenters and branch environments.

The system can integrate with various enterprise storage networks (ESM devices, SAN, NAS or DAS) for long-term or medium-term storage of recordings. Central storage sites can hold the entire recording from the organization s different sites, helping to reduce management costs and redundancy. The retrieval process is fully automated.

The system also provides a recording and quality management solution for organizations that require up to 100 input channels.

NICE Perform Compliance Suite is used by investment banks for compliance purposes and dispute resolution. Nice Perform provides an automated process and workflow to approve the playback of a call and includes an option for interaction analytics.

NICE Quality Management provides an all-inclusive ability to manage the quality and effectiveness of customer interactions and deliver a consistently satisfying customer experience. Flexible recording rules and powerful query capabilities let organizations capture and evaluate relevant interactions to develop fair, accurate and empowering insight into agent performance. NICE Quality Management solution automates many time-consuming tasks, freeing supervisory staff to focus on actions rather than process. Automated scoring and visualization help focusing on the most meaningful interactions, those interactions that reveal urgent issues and the best practices to be shared with the entire contact center.

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NICE Interaction Analytics is a powerful business solution that drives high performance and business excellence in the contact center. The solution offers companies the means to obtain multi-dimensional business insight to improve operational efficiency, increase customer loyalty and retention, and improve marketing and sales effectiveness. Analyzing contact center interaction data using NICE Interaction Analytics empowers organizations to meet short-term objectives such as improving First Call Resolution and reducing Average Handle Time (AHT). Additionally, the solution enables companies to achieve strategic goals such as predicting customer churn, increasing customer loyalty and satisfaction, and increasing marketing campaign effectiveness.

NICE Packaged Business Solution provides organizations with an innovative approach and quick turnaround in tackling some of their most pressing business issues, such as repeat callers, AHT optimization and customer churn. This solution offers highly valuable integration with the organization s existing business processes where organizations can automatically analyze customer interactions and perform root cause analysis identifying potential problems as well as deriving immediate insight into potential resolutions. The business package constitutes end-to-end, out-of-the-box solution that includes comprehensive reports, dashboards and workflows that enable rapid deployment and provide an accelerated return on investment.

NICE Feedback is a post-call customer feedback solution. It delivers customer insights, enabling companies to take timely business decisions that build customer satisfaction and loyalty. Feedback is easily collected from customers immediately after a call or any other interaction with your contact center. Getting a response while the experience is still fresh in the customer s mind improves accuracy and provides quick results. Furthermore, as NICE Feedback is fully integrated with the rest of the NICE SmartCenter suite of solutions, individual customer responses are correlated to specific interactions. This allows deeper understanding of the underlying factors that drive customer perceptions and helps pinpointing areas for improvement.

IEX TotalView is our workforce management solution. It helps manage the level of customer service by matching the right resources with the demand in complex environments where customers interact through multiple channels, including telephone, email and web, and where different skills are required to address customer needs. TotalView forecasts customer interactions based on data it collects from systems such as switches, ACDs, email servers, etc. It generates detailed schedules based on these forecasts as well as on preferences entered by individual employees. TotalView measures real-time adherence to these schedules to allow operations managers to respond quickly to changes. TotalView generates detailed reports of customer interaction patterns and service levels and is used by many of our customers as their central reporting system for customer service.

Performance Manager is a suite of performance management applications. It allows mapping strategic business goals to group and individual goals and managing them. It collects data from enterprise systems, such as CRM, HR, work force management, quality management, etc., and from communication infrastructure, such as switches and ACDs, normalizes it and creates a central repository for such data. Performance manager maps corporate business goals to group and individual key performance indicators, or KPIs, it measures and reports actual performance against these KPIs. The development and evaluation management modules automate the processes of employee evaluation, individual training and personal development based on the KPIs.

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NiceUniverse is a comprehensive quality management solution used to evaluate contact center agent performance and to raise the level of customer service in contact centers through advanced voice and desktop screen recording technologies. The NiceUniverse system provides objective evaluation tools and helps identify training requirements for contact center agents, including near real-time monitoring for instant access to live customer interactions and enhanced reporting and administration features. NiceUniverse uses a CTI that integrates with automatic call distributions (ACDs) that enable NiceUniverse to monitor and record agent sessions (voice and screen) on a user-defined schedule and store them in compressed digital format. Sessions can be retrieved later by the reviewers from their network PCs or thin clients, and agent performance is graded using customized on-screen templates. From these templates and other data, NiceUniverse generates detailed reports, statistics and graphs to help identify training requirements and set relevant benchmarks for contact center agents.

NiceLog, our digital voice recording system, is a computer telephony integrated multi-channel voice recording and retrieval system. NiceLog is an open architecture system based on PC architecture and advanced audio compression technology that performs continuous, reliable recordings of up to thousands of analog and digital telephone lines, as well as radio channels, and enables simultaneous access by multiple users. NiceLog can be used either as a stand-alone unit or as part of a highly expandable and scaleable system comprised of several seamlessly integrated units. Each NiceLog unit can simultaneously record, monitor, archive and play back voice communications. NiceLog is available for a range of environments, including traditional, hybrid or VoIP telephony environment.

NICE VoIP Logger builds on our NiceLog technology to provide a complete solution to capture and log audio in VoIP telephony environments. The VoIP Logger provides an IP-recording platform with a wide range of scaleable recording solutions that supports the leading telephony vendors. Our VoIP Loggers are fully integrated with the NICE product portfolio, making all of our applications available for use over VoIP. NICE VoIP Loggers can serve alongside other logger types in a mixed VoIP/non-VoIP environment with the same familiar application software; users are unaware of the voice capture method being used. NICE VoIP Logger s active recording solutions integrate with leading vendors such as Alcatel, Avaya, Cisco and Nortel, offering efficient centralized recording of distributed environments and other benefits.

Network Embedded Logger is a Linux based VoIP Logger embedded in Cisco routers suitable for branch recording with NICE Perform. The Network Embedded Logger does not require a dedicated server machine and provides a cost effective recording solution in Cisco environments. The Network Embedded Logger can support voice recording of up to 75 input channels.

NICE Storage Center, NiceLog s central storage option, can integrate with various enterprise storage networks (SAN, NAS or DAS) for long-term or medium-term voice storage. Central storage sites can hold the entire voice recording from the organization s different sites, helping to reduce management costs and redundancy. The retrieval process is fully automated.

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NiceCall Focus III is a voice recording system that records up to 48 input channels and provides up to 50,000 hours of on-line voice storage capacity and supports a wide range of archiving devices for long-term storage options. NiceCall Focus III offers a wide range of connectivity to PABX and radio systems and is built on the core technology of Nice High Density Logger. NiceCall Focus III provides organizations that have a relatively small number of input channels, such as public safety agencies, with a competitively priced yet technologically advanced digital recording product that offers many of the connectivity and processing features of NiceLog. NiceCall Focus III is being targeted primarily at public safety facilities, including 911 emergency centers, and utilities, as well as small bank branches, financial trading sites, and contact centers.

NiceUniverse Compact is a total recording and quality management solution for contact centers with up to 48 seats. NiceUniverse Compact integrates NICE s market-leading interaction recording infrastructure with its highly successful quality management offering, creating a powerful, cost-effective recording and quality management application packaged as a unique single-box solution, easily installed and maintained with a remarkably low total cost of ownership. NiceUniverse Compact is being targeted primarily at small contact centers with up to 48 seats, as well as public safety facilities that require total recording and quality management solutions.

Actimize Trading Interaction Surveillance, the financial industry s first cross-channel trading compliance solution, combines insight from transactional data with voice analytics to meet growing regulatory requirements for monitoring of market abuse and insider trading and other regulatory issues. Consolidated under one unified view, the solution monitors and links together transactional data and related voice conversations ensuring compliance officers can achieve broader and more effective cross-channel surveillance and more successful investigations. With automated and enhanced trading surveillance, businesses can reduce risk and operational costs, delivering fast return on investment.

Actimize Global Trading Compliance solution enables firms trading and sales, prime brokerage, correspondent business, asset managers, hedge funds, and exchanges to increase their insight into suspicious behavior and improve risk and compliance performance. The solution monitors across an extensive range of products and issues and provides the tools needed to effectively manage investigations, workflow, reporting, and audit tracking.

Actimize Sales Practices solution ensures sales practices compliance across the organization by monitoring transactions, accounts and sales representatives. The solution includes an integrated case manager and covers a broad range of sales practices issues and products such as suitability, registration, sales of mutual funds and annuities, approval levels of options and more.

MiFID compliance addresses surveillance and supervision requirements based on the European Union MiFID (Markets in Financial Instruments Directive), such as best execution, systematic internalization, transparency, client categorization, suitability, and conflicts of interest regulation.

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Actimize Employee Fraud monitors firm employees for easier to find policy violation and self-dealing fraud as well as highly complex and more severe attacks that could involve data theft, collusion identity shielding and others. The solution combines out-of-the-box detection and investigation capabilities and second tier of advanced analytic models and profiling techniques.

Actimize Remote Banking Fraud solution monitors remote banking activities such as on-line, telephone, call center, and other activities to detect suspicious patterns and generate a unified view of potential threats.

Actimize Electronic Payments Fraud solution provides high-volume, cross-channel transaction monitoring, alerting, and real-time blocking. The solution is highly accurate, delivering comprehensive electronic payments fraud protection.

Actimize Deposit Fraud solution monitors account activity and highlights deposits that have been or are at a high risk for fraud. The solution provides a comprehensive fraud monitoring system for both On-Us and deposit fraud.

Actimize ATM and Debit Card Fraud solution detects fraud from compromised debit cards and compromised ATM devices. Built on the Actimize fraud technology platform, the solution leverages real-time monitoring and highly accurate fraud analytics technologies to provide unsurpassed protection from fraud losses while minimizing operational overhead.

Actimize Suspicious Activity Monitoring identifies suspicious patterns and abnormal behavior to assist in the identification of money laundering activity. This addresses key aspects of AML compliance for the securities, banking and insurance sectors.

Actimize Watch List Filtering compares firm accounts to lists from regulatory bodies such as The US Office of Foreign Assets Control (OFAC), Bank of England (BOE), the European Parliament, the United Nations, and the Financial Action Task Force on Money Laundering

(FATF) as well as third party and internal lists.

Actimize Customer Due Diligence provides holistic life cycle risk management from initial collection of customer information and verification of customer identity, to assessing risk and efficiently investigating and managing cases. It is the only AML solution in the market that provides dynamic, risk-based data collection capabilities the Client Interview Module taking risk scoring and analytics to the branch level. All of these capabilities provide institutions with greater productivity and an improved customer experience.

Actimize Risk Case Manager, or RCM, is a Web-based graphical user interface for managing anomalous events and workflows. RCM presents users with real-time information to formulate tactical responses to alerts and conduct effective investigations. RCM aggregates information from our enterprise-wide solution as well as other third-party or internally developed solutions. This aggregation enables clients to consolidate business event management workflow across departments and lines of business providing them with an enterprise-wide view of operational risk. RCM includes a comprehensive repository of resolutions and audit trail capabilities that allow customers to take coordinated corrective action based on data from these various sources. RCM provides accountability by ensuring that events are resolved in accordance with standard policy or escalated for exception handling.

Mirra IV is a small recording system that is particularly suited to simple recording applications in which it can record up to 48 channels of voice traffic from a wide variety of analog and digital interfaces. Mirra has been designed to be simple to install, operate and maintain and has been sold to many local, city and state public safety organizations that have a single site operation. Digitized voice and associated data are stored on DVD disks that provide a robust and long-term archive medium. Mirra s design avoids using an internal hard disk for the operating system and consequently it starts-up very rapidly and avoids the maintenance liabilities associated with hard disks.

NICE Inform is our flagship product for security command and control centers. NICE Inform is an incident information management solution that provides comprehensive management of multimedia interactions for security command and control centers. NICE Inform provides innovative capabilities for effectively managing multimedia incident information from various sources for faster incident reconstruction, greater insight and improved response. The broad array of capabilities of NICE Inform can be tailored to the specific needs of command and control centers for first responders and homeland security, transportation, public and private sector organizations, and delivers improved collaboration and operational efficiency to enhance safety and security. NICE Inform captures, manages and analyzes information from multimedia sources including audio, video, text and data. Furthermore, it provides a complete, unified, chronological, multimedia history of incidents to enable streamlining of information sharing, investigations and evidence delivery.

NiceVision is a complete, open network video security solution. It consists of four product families: NiceVision Net, NiceVision ControlCenter, NiceVision Analytics and NiceVision Digital. NiceVision is a state-of-the-art digital video solution that provides management, recording, analysis and investigation for, among others, transportation facilities, critical facilities, city centers, Fortune 500 companies, correctional facilities and casinos.

NiceVision Net is an enterprise class, scalable IP video solution. It offers great flexibility, whether as an open solution to be fully integrated with a variety of third party edge devices and security management applications, or as a complete, end-to-end offering, as well as a superior level of reliability. Its high availability architecture, supported by unique features, such as patent pending zero points of failure encoder redundancy, ensures non-stop surveillance under any condition for mission critical applications.

NiceVision ControlCenter provides advanced real time event management and enhanced investigation tools, and is scalable to support large multi-user, multi-site environments. NiceVision ControlCenter seamlessly manages all other NiceVision solutions, enabling users to manage hybrid architectures with a smooth migration path to a full IP architecture.

NiceVision Analytics is a wide portfolio of video content analytics applications that enable automated detection of security, safety and operational hazards. NiceVision Analytics is integrated with NiceVision edge devices and DVRs and is managed by NiceVision ControlCenter for automated and enhanced event detection and management.

NiceVision Digital is a family of digital video recorders, or DVR, for different capacities and performance levels. NiceVision Digital is managed by NiceVision ControlCenter.

NiceVision SafeRoute is a complete solution for high performance mobile video surveillance designed to withstand the demanding conditions of public transport vehicles, such as railcars and transit buses. The solution helps transit agencies secure vehicles and keep passengers safe, improving loss prevention and ensuring driver compliance with safety procedures.

FAST alpha Silver is designed for applications requiring monitoring and recording of high video quality at high frame rate. The system supports distributed architecture over IP based networks, using encoders and digital video servers. Typical applications are ones that require high video quality, such as casinos, or distributed architecture, such as various transportation projects.

NiceTrack is a product line that provides law enforcement agencies, internal security services and intelligence organizations with end-to-end solutions for the interception, delivery, monitoring, collection and advanced analysis of telecommunication interactions. This product line provides intelligence analysts with a broad intelligence perspective to ensure that crucial information is always delivered to decision makers and operational staff in near real-time. NiceTrack also features an open architecture design that offers government-related organizations the flexibility to build an effective intelligence platform customized and localized to suit specific operational requirements. NiceTrack, as a lawful interception solution, is fully compliant with the international standards defined by ETSI (under various European legislations) and TIA (under the CALEA legislation).

Strategic Relationships

We have a dedicated sales organization for all of our products. In certain regions, most significantly, North America, a substantial part of our sales are made directly, while in other regions, most notably, Asia Pacific, sales are made through our distribution channels. In addition, we partner with leading companies to deliver and support our solutions. For our contact center customers, we have entered into global distribution agreements as well as alliance and partnership programs with leading vendors including Avaya, Cisco and BT. In the financial institutions market, we have established marketing, sales and support arrangements with leading suppliers of complementary products including BT Group PLC, IBM, IPC and Orange Business Services. These companies market and distribute our products to their customers either as stand-alone solutions or as integrated parts of their own solutions. In the security markets, we have formed alliances for the co-marketing, distribution and implementation of our products with leading companies including CBORD Group Inc., Honeywell, M/A Com, Motorola, Northrop Grumman, PlantCML, Raytheon Company and Siemens.

Service and Support

We have focused on building a strong global service and support organization for all our systems and have focused on enabling our various regions to leverage the skills and personnel required by them on a global basis. Our partners and dealers are primarily responsible for supporting the day-to-day requirements of the end-users, while we provide technical support to such partners and dealers. In order to support our direct customers and partners, we established regional support centers, the largest of which is in Denver, Colorado, with an additional support center in Richardson, Texas, to support our customers and partners in the Americas. We also have a support center in Israel and several support locations in the United Kingdom to support EMEA customers, dealers and partners, a support center in India to support APAC customers, dealers and partners, and several other smaller support offices in various locations around the world. By globalizing our support organization, we also enable our multi-regional customers to enjoy full global service customized to their needs. We maintain at our headquarters a staff of highly skilled customer service engineers that offer support to our dealers or partners that offer direct support to our customers. These service engineers provide first class field services and support worldwide. We maintain regular technical training sessions for our dealers and installation support as well.

With the offering of software applications relating to NICE SmartCenter, we have introduced a broad professional services portfolio for the rendering of professional services and consultancy services, in addition to our legacy services. Such services include installation, training, project management and customization. These value added services enable our customers to improve their business processes, business analysis, operational efficiency and the services they provide to their customers.

Our systems are generally sold with a warranty for repairs of hardware and software defects and malfunctions. Our customers may renew maintenance agreement from our dealers or directly from us. The latest software maintenance agreements generally provide for maintenance, upgrades of standard system software (on a when-and-if-available basis) and on-site repair or replacement.

Software maintenance includes the modification of a software product after delivery to correct faults, improve performance or other attributes, or to adapt the product to a modified environment. Our software maintenance program includes an enhancement support program with on going delivery of like-for-like upgrade releases.

For our telecommunications monitoring systems, we provide all tiers of service and support either directly using our support organization or indirectly through local companies working closely with the law enforcement agencies.

Manufacturing and Source of Supplies

Our products are built in accordance with industry standard infrastructure and are PC compatible. The hardware elements in our products are based primarily on standard commercial off-the-shelf components and utilize proprietary in-house developed circuit cards and algorithms and digital processing techniques and software. We also have software only solutions for use on standard servers.

We manufacture our products through subcontractors. Under a manufacturing agreement with Flextronics Israel Ltd. (or Flextronics), a subsidiary of a global electronics manufacturing services company, Flextronics provides us with a turnkey manufacturing solution including order receipt purchasing, manufacturing, testing and configuration. This agreement covers all of our product lines, including our voice recording family of products, our video product lines, our upgrade lines and our spare parts and return material authorization (RMA). We believe this outsourcing agreement provides us with a number of cost advantages due to Flextronics large-scale purchasing power, and greater supply chain flexibility.

Some of the components we use have a single approved manufacturer while others have two or more options for purchasing. In addition, for some of the components and subassemblies we maintain an inventory to limit the potential for interruption. We also carry out relationships directly with some of the more significant manufacturers of our components. Although certain components and subassemblies we use in our existing products are purchased from a limited number of suppliers, we believe that we can obtain alternative sources of supply in the event that such suppliers are unable to meet our requirements in a timely manner.

Quality control is conducted at various stages at our manufacturing outsourcers facilities and at their subcontractors facilities. We generate reports to monitor our operations, including statistical reports that track the performance of our products from production to installation. This comprehensive data allows us to trace failure and to perform corrective actions accordingly.

We have qualified for and received the ISO-9001:2000 quality standard for all of our products, as well as the ISO 27001 and ISO 14001:2004 certifications.

Research and Development

We believe that the development of new products and the enhancement of existing products are essential to our future success. Therefore, we intend to continue to devote substantial resources to research and new product development, and to continuously improve our systems and design processes in order to reduce the cost of our products. Our research and development efforts have been financed through our internal funds and programs sponsored through the Government of Israel and the European community. We believe our research and development effort has been an important factor in establishing and maintaining our competitive position. Gross expenditures on research and development in 2006, 2007 and 2008 were approximately $48.0 million, $63.3 million and $83.3 million, respectively, of which approximately $1.9 million, $2.7 million and $3.6 million, respectively, were derived from third-party funding, and $1.2 million, $1.0 million and $1.3 million, respectively, were capitalized software development costs.

In 2008, we were qualified to participate in nine programs funded by the Office of the Chief Scientist, or OCS, of the Israeli Ministry of Industry, Trade and Labor to develop generic technology relevant to the development of our products. Such programs are approved pursuant to the Law for the Encouragement of Industrial Research and Development, 1984, or the Research and Development Law, and the regulations promulgated thereunder. We were eligible to receive grants constituting between 40% and 66% of certain research and development expenses relating to these programs. These programs are approved under certain Magnet consortiums and programs approved for companies with large research and development activities. Accordingly, the grants under these programs are not required to be repaid. However, the restrictions of the Research and Development Law described below apply to these programs. In 2006, 2007 and 2008, we received a total of $1.9 million, $2.0 million and $ 3.5 million from the OCS programs, respectively, and we anticipate receiving approximately $1.4 million in 2009 from 2008 programs.

We are eligible to receive grants from the OCS under its standard programs, usually constituting a grant of up to 50% of certain approved research and development expenses, for the research and development of certain approved technology. Under the terms of these programs, a grant recipient is required to pay royalties of 3% to 5% of the net sales of products incorporating technology developed in, and related services resulting from, a project funded by the OCS. Generally, the royalties are required to be paid beginning with the commencement of sales of such products and ending when 100% of the grant is repaid in NIS, linked to the U.S. dollar plus LIBOR interest. In 2008 we received no such grants. In 2007 we received grants in the amount of $0.8 million, solely with respect to Actimize s standard OCS program. Upon the acquisition of

Actimize, we decided to terminate the royalty bearing obligations under Actimize s standard OCS program. In March 2008, we paid the OCS $4.4 million in respect of the outstanding royalty obligations under such program. Notwithstanding the termination of such royalty obligations, the restrictions of the Research and Development Law described below still apply to this program.

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The Research and Development Law generally requires that the product incorporating know-how developed under an OCS-funded program be manufactured in Israel. However, upon the approval of the OCS, some of the manufacturing volume may be performed outside of Israel, provided that the grant recipient pays royalties at an increased rate, which may be substantial, and the aggregate repayment amount is increased, which increase might be up to 300% of the grant (depending on the portion of the total manufacturing volume that is performed outside of Israel). The OCS is authorized to approve the transfer of manufacturing rights outside Israel in exchange for an import of different manufacturing into Israel as a substitute, in lieu of the increased royalties. However, upon notification to the OCS, up to 10% of the grant recipient s approved Israeli manufacturing volume, measured on an aggregate basis, may be transferred out of Israel. The Research and Development Law also allows for the approval of grants in cases in which the applicant declares that part of the manufacturing will be performed outside of Israel or by non-Israeli residents and the OCS is convinced that doing so is essential for the execution of the program. This declaration will be a significant factor in the determination of the OCS whether to approve a program and the amount and other terms of benefits to be granted. For example, the increased royalty rate and repayment amount will be required in such cases.

The Research and Development Law also provides that know-how developed under an approved research and development program may not be transferred to third parties in Israel without the approval of the OCS. Such approval is not required for the sale or export of any products resulting from such research or development. The Research and Development Law further provides that the know-how developed under an approved research and development program may not be transferred to any third parties outside Israel, except in certain circumstances and subject to prior OCS approval. The OCS may approve the transfer of OCS-funded know-how outside Israel in the following cases: (a) the grant recipient pays to the OCS a portion of the sale price paid in consideration for such OCS-funded know-how (according to certain formulas); or (b) the grant recipient receives know-how from a third party in exchange for its OCS-funded know-how; or (c) such transfer of OCS-funded know-how arises in connection with certain types of cooperation in research and development activities.

The Research and Development Law imposes reporting requirements with respect to certain changes in the ownership of a grant recipient. The law requires the grant recipient and its controlling shareholders and non-Israeli interested parties to notify the OCS of any change in control of the recipient, or a change in the holdings of the means of control of the recipient that results in a non-Israeli becoming an interested party directly in the recipient, and requires the new interested party to undertake to the OCS to comply with the Research and Development Law. In addition, the rules of the OCS may require prior approval of the OCS or additional information or representations in respect of certain of such events. For this purpose, control is defined as the ability to direct the activities of a company other than any ability arising solely from serving as an officer or director of the company. A person is presumed to have control if such person holds 50% or more of the means of control of a company. Means of control refers to voting rights or the right to appoint directors or the chief executive officer. An interested party of a company includes a holder of 5% or more of its outstanding share capital or voting rights, its chief executive officer and directors, someone who has the right to appoint its chief executive officer or at least one director, and a company with respect to which any of the foregoing interested parties owns 25% or more of the outstanding share capital or voting rights or has the right to appoint 25% or more of the directors. Accordingly, any non-Israeli who acquires 5% or more of our ordinary shares or ADSs will be required to notify the OCS that it has become an interested party and to sign an undertaking to comply with the Research and Development Law.

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The funds available for OCS grants out of the annual budget of the State of Israel were reduced in recent years, and the Israeli authorities have indicated in the past that the government may further reduce or abolish OCS grants in the future. Even if these grants are maintained, we cannot presently predict what would be the amounts of future grants, if any, that we might receive.

In 2006, we were selected to participate in the Sixth Framework Programme (FP6). FP6 is the European Community Framework Programme for Research, Technological Development and Demonstration, which funds and promotes research. The total grant to be received under this program is EUR 329,000 during the 30 month period of FP6. There are no royalty obligations associated with receiving such funding. In 2006, 2007 and 2008, we received a total of EUR 266,000 and we anticipate receiving EUR 30,000 in 2009.

Intellectual Property

We currently rely on a combination of trade secret, patent, copyright and trademark law, together with non-disclosure and non-compete agreements, to establish and/or protect the technology used in our systems.

We currently hold 50 U.S. patents and 71 patents issued in additional countries covering substantially the same technology as the U.S. patents. We have over 150 patent applications pending in the United States and other countries. We believe that the improvement of existing products, and the development of new products are important in establishing and maintaining a competitive advantage. We believe that the value of our products is dependent upon our proprietary software and hardware continuing to be trade secrets or subject to copyright or patent protection. We generally enter into non-disclosure and non-compete agreements with our employees and subcontractors. However, there can be no assurance that such measures will protect our technology, or that others will not develop a similar technology or use technology in products competitive with those offered by us. Although we believe that our products do not infringe upon the proprietary rights of third parties, there can be no assurance that one or more third parties will not make a contrary claim or that we will be successful in defending such claim.

From time to time, we receive cease and desist letters claiming patent infringements. However, no formal claims or other actions have been filed with respect to such alleged infringement, except for claims filed by Dictaphone and Verint America Inc. (both of which have since been settled and dismissed) and Multi-Format, Inc. (for further information please see Item 8, Financial Information Legal Proceedings in this annual report). We cannot assure you, however, that we will be successful in defending such claims, if asserted, or that infringement claims or other claims, if asserted, will not have a material adverse effect on our business, financial condition and results of operations. Defending infringement claims or other claims could involve substantial costs and diversion of management resources. In addition, to the extent we are not successful in defending such claims, we may be subject to injunctions with respect to the use or sale of certain of our products or to liabilities for damages and may be required to obtain licenses which may not be available on reasonable terms.

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We own the following trademarks and/or registered trademarks in different countries: 360º View, Alpha, ACTIMIZE, Actimize logo, Customer Feedback, Dispatcher Assessment, Encorder, eNiceLink, Executive Connect, Executive Insight, FAST, FAST alpha Blue, FAST alpha Silver, FAST Video Security, Freedom, Freedom Connect, IEX, Interaction Capture Unit, Insight from Interactions, Investigator, Last Message Replay, Mirra, My Universe, NICE, NICE logo, NICE Analyzer, NiceCall, NiceCall Focus, NiceCLS, NICE Inform, NICE Learning, NiceLog, NICE Perform, NiceScreen, NICE SmartCenter, NICE Storage Center, NiceTrack, NiceUniverse, NiceUniverse Compact, NiceVision, NiceVision Alto, NiceVision Analytics, NiceVision ControlCenter, NiceVision Digital, NiceVision Harmony, NiceVision Mobile, NiceVision Net, NiceVision NVSAT, NiceVision Pro, Performix, Playback Organizer, Renaissance, Scenario Replay, ScreenSense, Tienna, TotalNet, TotalView, Universe and Wordnet.

Regulation

Israeli Export Restrictions

The export of certain defense products from Israel, such as our NiceTrack products, requires a permit from the Israeli Ministry of Defense. In addition, the sale of products to certain customers, mostly armed forces, also requires a permit from the Israeli Ministry of Defense. In 2008, the vast majority of our sales were not subject to such permit requirements. To date, we have encountered no difficulties in obtaining such permits. However, the Ministry of Defense notifies us from time to time not to conduct business with specific countries that are undergoing political unrest, violating human rights or exhibiting hostility towards Israel. We may be unable to obtain permits for our defense products we could otherwise sell in particular countries in the future.

European Environmental Regulations

Our European activities require us to comply with Directive 2002/95/EC of the European Parliament on the Restriction of the Use of Certain Hazardous Substances in Electrical and Electronic Equipment (RoHS), which came into effect on July 1, 2006. This directive provides that producers of electrical and electronic equipment may not place new equipment containing lead, mercury, cadmium, hexavalent chromium, polybrominated biphenyls and polybrominated diphenyl ethers, in amounts exceeding certain maximum concentration values, on the market in the European Union. Our products meet the requirements of the RoHS directive and we are making every effort in order to maintain compliance, without adversely affecting the quality and functionalities of our products. If we fail to maintain compliance, including by reason of failure of our suppliers to comply, we may be restricted from conducting certain business in the European Union, which could adversely affect our results of operations.

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Our European activities also require us to comply with Directive 2002/96/EC of the European Parliament on Waste Electrical and Electronic Equipment (WEEE). The WEEE directive covers the labeling, recovery and recycling of IT/Telecommunications equipment, electrical and electronic tools, monitoring and control instruments and other types of equipment, devices and items, and already partly came into effect on August 13, 2005. Our products fall within the scope of the WEEE directive, and we have set up the operational and financial

infrastructure required for collection and recycling of WEEE, as stipulated in the WEEE directive, including product labeling, registration and the joining of compliance schemes. We are taking and will continue to take all requisite steps to ensure compliance with this directive. If we fail to maintain compliance, we may be restricted from conducting certain business in the European Union, which could adversely affect our results of operations.

In addition, similar regulations are being formulated in other parts of the world. We may be required to complying with other similar programs that might be enacted outside Europe in the future.

Competition

The market for our enterprise interaction solutions is highly competitive and includes numerous products offering a broad range of features and capabilities. As the market is still developing, we anticipate that a number of our existing and potential competitors will be introducing new and enhanced products. Some of our competitors in the digital voice recording and contact center solutions include Aspect, Autonomy (formerly e-talk), eloyalty, Genesys, Cybertech and Verint Systems Inc.

We believe that competition in the evolving enterprise interaction solutions market is based on a number of factors related to the product offering and business model. With respect to products, we consider breadth of offering, application functionality, system performance and reliability, the ability to integrate with a variety of external computer and communications systems and ease of use as key factors. With respect to the business model, we consider marketing and distribution capacity, price and global service and support capacity as key factors. We believe that NICE solutions have a competitive advantage based on their ability to service large, multi-site, contact centers and their holistic integration of various unstructured data sources, their ability to extract insight with a multi-dimensional approach, their wide-range connectivity and compatibility with telephone and computer networks and their ease of use. We believe that we have a competitive advantage because of the strength of our installed customer base, size and capabilities of our global distribution network, our business partners, and our global service and support capacity.

The market for operational and transactional risk management software for financial services institutions, which has emerged only in recent years, is highly competitive and fragmented. The market is influenced by the introduction of new regulations and fraud patterns impacting the financial services industry. While no single company competes with us across all of our solutions, we face significant competition with respect to each solution that we offer. We believe that the principal competitive factors in this market include our deep domain expertise, speed of development, ability to provide service across the enterprise using one core platform and our ability to serve specific point solutions. Our software solutions compete with software internally developed by financial services institutions, as well as software and other solutions offered by commercial competitors, which include Fair Isaac, Fortent, Inc., Mantas, Inc., Norkom Group plc, Oracle Corporation, SAS Institute Inc. and Sungard Data Systems Inc.

Traditionally, public safety customer voice recording requirements for emergency phones and radio were relatively basic. As the command and control center is becoming more complex and advanced systems are being deployed, and as more trunk radio and IP-based systems are offered, the recording system has to be integrated with these systems. Our ability to deliver a more integrated and sophisticated recording system that can capture voice, video, data and meta-data information from trunk radio systems and computer aided dispatch, or CAD, systems, positions our products above the competition mainly in the large high-end emergency centers. In addition, we believe that applications for scenario reconstruction of an incident connecting multimedia sources (including voice), video, data, GIS and meta-data together give us an advantage over the competition. Some of our competitors in the public safety market include ASC Telecom, Verint Systems and Voiceprint.

There are several competitors who have products that compete with our video platform and applications. Our main competitors in this market are Bosch, GE (formerly Visiowave), IndigoVision, Schneider Electric (formerly Pelco) and Verint Systems. We believe that our approach to provide a full solution based on our self-developed recording, management software, networking devices and real-time content analysis, as well as open interfaces to third party devices and applications, creates a competitive advantage in this market.

There are a number of competitors in the telecommunications monitoring market, having products competing with our NiceTrack system, the major ones being ETI, JSI, Raytheon Company, Siemens and Verint Systems. We believe that our solution offers innovations that provide law enforcement agencies the tools and capabilities they require to meet the challenges of today s advanced telecommunications world, as well as being price competitive.

Organizational Structure

The following is a list of all of our significant subsidiaries, including the name, country of incorporation or residence, and the proportion of our ownership interest in each.

Name of Subsidiary	Country of Incorporation or Residence	Percentage of Ownership Interest
Nice Systems Australia PTY Ltd.	Australia	100%
NICE Systems Canada Ltd.	Canada	100%
Nice Systems S.A.R.L.	France	100%
NICE Systems GmbH	Germany	100%
NICE APAC Ltd.	Hong Kong	100%
NICE Systems Kft	Hungary	100%
Nice Interactive Solutions India Private Ltd.	India	100%
Nice Technologies Ltd.	Ireland	100%
Actimize Ltd.	Israel	100%
STS Software Systems (1993) Ltd.	Israel	100%
Actimize Japan KK Limited	Japan	100%
Nice Japan Ltd.	Japan	100%
IEX Corporation BV	Netherlands	100%
Nice Systems (Singapore) Pte. Ltd.	Singapore	100%
Nice Switzerland AG	Switzerland	100%
Actimize UK Limited	United Kingdom	100%
NICE CTI Systems UK Ltd.	United Kingdom	100%
Actimize Inc.	United States	100%
IEX Corporation	United States	100%
Nice Systems Inc.	United States	100%
Nice Systems Latin America, Inc.	United States	100%

Property, Plants and Equipment

Our executive offices and engineering, research and development operations are located in Ra anana, Israel, where we occupy approximately 140,000 square feet of space, pursuant to a lease expiring in 2013. The annual rent and maintenance fee for the facility is approximately $3.15 million, paid in NIS and linked to the U.S. consumer price index. We also occupy additional office space in North Ra anana, Israel, which is approximately 70,600 square feet, pursuant to a lease expiring in 2013. The annual rent and maintenance fee for this additional facility is approximately $1.94 million, paid in NIS and linked to the Israeli consumer price index.

We have leased various other offices and facilities in Israel and several other countries. Our material leased facilities consist of the following:

Our office in Petach Tikva, Israel, which occupies approximately 16,730 square feet. We expect to expand our North Ra anana facilities by an additional 20,042 square feet, effective as of September 2009. The enlarged office space in North Ra anana will replace the current office in Petach Tikva;

Our North American headquarters in Rutherford, New Jersey, which occupy approximately 28,400 square feet. We also have offices in New York, which occupy approximately 23,000 square feet;

Our office in Denver, Colorado, which occupies approximately 30,775 square feet;

Our office in Richardson, Texas, which occupies approximately 50,580 square feet.

Our office in Southampton, UK, which occupies approximately 34,680 square feet; and

Our office in Hong Kong, which occupies approximately 9,506 square feet.

We believe that our existing facilities are adequate to meet our current and foreseeable needs.

Item 4A. **Unresolved Staff Comments.**

None.

Item 5. **Operating and Financial Review and Prospects.**

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our Consolidated Financial Statements and the related notes and other financial information included elsewhere in this annual report. This discussion contains certain forward-looking statements that involve risks, uncertainties and assumptions. As a result of many factors, including those set forth under Item 3, Key Information Risk Factors and elsewhere in this report, our actual results may differ materially from those anticipated in these forward-looking statements. For more information about forward-looking statements, see the Preliminary Note that precedes the Table of Contents of this annual report.

Overview

We are a leading provider of solutions that capture, manage and analyze unstructured multimedia content and transactional data enabling companies and public organizations to comply with internal and governmental regulations, enhance business and operational performance, address security threats and behave in a proactive manner. Unstructured multimedia content includes phone calls to contact centers, trading floors, branches, home agents and back offices and emergency services and first responders, video captured by closed circuit cameras, radio communications between emergency services and first responders personnel, internet sessions, email and instant messaging and converged multimedia solutions for command and control centers. Our solutions include integrated, scalable, multimedia recording platforms, software applications and related professional services. These solutions address critical business processes and risk management, compliance procedures and security needs of companies and public organizations. Our solutions facilitate faster decision-making and near real-time action, improving business and employee performance, reducing exposure to operational risk such as fraud, compliance and anti-money laundering, and enhancing security and public safety. Our customers are from a variety of industries, such as financial services, telecommunications, health-care, outsourcers, retail, service providers and utilities. Our security solutions are primarily focused on homeland security and first responder organizations, transportation organizations, and the public and private sectors. Our solutions are deployed at over 24,000 customers, including over 85 of the Fortune 100 companies.

Our products are sold primarily through a global network of distributors, system integrators and strategic partners; a portion of product sales and most services are sold directly to end-users. One distributor accounted for approximately 16%, 13% and 13% of revenues in 2006, 2007 and 2008, respectively.

Recent Acquisitions

The following acquisitions were accounted for as purchases, and, accordingly, the purchase price for each acquisition was allocated to the assets acquired and liabilities assumed based on their respective fair values. The results of operations related to each acquisition are included in our consolidated statement of income from the date of acquisition.

On April 28, 2008, NICE CTI Systems UK Limited completed the acquisition of certain assets of AVT Systems Limited, for approximately $6.2 million in cash. The business acquired includes the sale, distribution, service, maintenance and support of NICE voice recording solutions (hardware and software and associated services) in the United Kingdom.

On April 8, 2008, we acquired certain assets, shares and business from Quality Plus Group Ltd., a UK-based value-added distributor of NICE s contact center solutions, and its affiliates (QPC), for approximately $12.6 million in cash. The business acquired includes the sale, distribution, service, support, maintenance and development of workforce management solutions and associated services as conducted by QPC in the UK, Sweden and Australia.

On August 30, 2007, we acquired Actimize Ltd., a global provider of operational risk management software solutions that enable financial services institutions to manage the challenges of regulatory compliance, internal policy enforcement and fraud prevention and money laundering. Under the terms of the Agreement and Plan of Merger, dated July 2, 2007 (the Merger Agreement), the consideration paid for Actimize was approximately $281.1 million, approximately 80% of which was in cash and approximately 20% of which was satisfied through the issuance of 1,501,933 of our ordinary shares based on the market price of the securities a few days before and after the terms of the acquisition were agreed upon and announced, and the fair value of the vested portion of 987,104 options and restricted shares that were issued to holders of Actimize options and restricted shares. Pursuant to the terms of the Merger Agreement, we assumed the stock options and restricted shares granted by Actimize (for further information please see Item 6, Directors, Senior Management and Employees in this annual report). On September 12, 2007, as required by the Merger Agreement, we filed a registration statement with the U.S. Securities and Exchange Commission to register for resale the securities issued pursuant to the Merger Agreement, which we maintained effective for approximately six months.

In July 2006, we acquired all the outstanding shares of IEX Corporation, a leading provider of workforce management, strategic planning and performance management solutions for the contact center market, for approximately $205 million in cash. The acquisition of IEX allows us to offer our customers and partners a more extensive product portfolio in the industries in which we operate. IEX is a leading vendor in workforce management, strategic planning and performance management solutions for the contact center market. IEX provides a high-end centralized solution that compiles data seamlessly across the enterprise, enabling more accurate and effective forecasting, planning and scheduling. By purchasing IEX, we strategically expanded our market share both in geographical and vertical markets. The factors that contributed to the purchase price that resulted in recognition of goodwill included synergies, the benefits of increased market share, strategic positioning value and time-to-market benefits.

In May 2006, we acquired substantially all of the assets of Performix Technologies Ltd., among the first to recognize the potential in the area of contact center performance management, an emerging trend in the contact center market, for approximately $13.9 million in cash, plus potential earn-outs based on performance milestones amounting to a maximum of an additional $3.2 million payable in 2007. As the performance milestones were not met, no additional earn out was recorded. The acquisition of Performix extends our solutions portfolio for the contact center market. The factors that contributed to the purchase price that resulted in recognition of goodwill included synergies, the benefits of increased market share vertically, strategic positioning value and time-to-market benefits.

In January 2006, we acquired all the outstanding shares of FAST Video Security AG, a Switzerland-based developer of innovative video systems for security and surveillance purposes, for approximately $22 million in cash, plus earn-outs based on performance milestones. For 2006 we paid an earn-out of approximately $6.2 million and for 2008 there was no earn-out payment. The acquisition of FAST strengthens our position in the video security market with smart IP-based solutions and technologies complementary to our existing digital video offerings. Additionally, it extends our presence in the digital video security market by increasing our footprint in the European and APAC markets with high quality distribution channels and partners, and with new prestigious customers. By purchasing FAST, we strategically expanded our market share both in geographical and vertical markets. The factors that contributed to the purchase price that resulted in recognition of goodwill included synergies, the benefits of increased market share, strategic positioning value and time-to-market benefits.

Off-Balance Sheet Transactions

We have not engaged in nor been a party to any off-balance sheet transactions.

Critical Accounting Policies

The preparation of financial statements in conformity with GAAP requires management to make judgments and estimates that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Management believes that the significant accounting policies which affect its more significant judgments and estimates used in the preparation of the Consolidated Financial Statements and those that are the most critical to aid in fully understanding and evaluating our reported results include the following:

- Revenue recognition
- Allowance for doubtful accounts

Inventory valuation

Impairment of long-lived assets

Taxes on income

Contingencies

Business combination

Stock-based compensation

Valuation of investment in marketable securities

Revenue Recognition. We derive our revenues primarily from two sources: product revenues, which include hardware and software sales; and service revenues, which include support and maintenance, installation, project management and training revenue. Revenue related to sales of our products is generally recognized when persuasive evidence of an agreement exists, the product has been delivered and title and risk of loss have passed to the buyer, the sales price is fixed or determinable, and collectability is probable. Sales agreements with specific acceptance terms are not recognized as revenue until either the customer has confirmed that the product or service has been accepted or as the acceptance provision has lapsed.

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Revenues from maintenance and professional services are recognized ratably over the contract period or as services are performed.

For arrangements with multiple elements, we allocate revenue to each component of the arrangement using the residual value method based on vendor specific objective evidence (VSOE) of the undelivered elements. This means that we defer the arrangement fee equivalent to the fair value of the undelivered elements until these elements are delivered.

The Company s policy for the establishment of VSOE of fair value of maintenance is through the performance of a VSOE compliance test which is an analysis of actual PCS renewals (the population used in the VSOE compliance test is only actual renewals of maintenance).

The Company s policy for the establishment VSOE of fair value for installation and training is through an analysis of stand-alone sales of those services. The price charges in the separate sales are consistent with the prices charges when the same elements are included in multiple element arrangements.

The Company established VSOE of fair value to the project management services based on a price per day which is identical to price per day charged for installation services (of which separate sales exist). These similar daily rates are VSOE of fair value for the project management services.

Revenues from fixed price contracts that require significant customization, integration and installation are recognized using the percentage-of-completion method of accounting based on the ratio of hours incurred to date to the total estimated hours of the contract. The amount of revenue recognized is based on the total license fees under the license agreement and the percentage of completion achieved. The revenues from such arrangements are allocated between license revenues and professional services revenues to reflect the portion of each revenue source separately. Estimates of total project requirements are based on prior experience of customization, delivery and acceptance of similar contracts and are reviewed and updated regularly by management. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are first determined, in the amount of the estimated loss on the entire contact. As of December 31, 2008, no such estimated losses were identified.

To assess the probability of collection for revenue recognition, we have an established credit policy that determines, by way of mathematical formulae based on the customers financial statements and payment history, the credit limit that reflects an amount that is deemed probably collectible for each customer. These credit limits are reviewed and revised periodically on the basis of new customer financial statement information and payment performance.

We record a provision for estimated sales returns in accordance with SFAS No. 48 in the same period as the related revenues are recorded. We base these estimates on the historical sales returns ratio and other known factors. Actual returns could be different from our estimates and current provisions for sales returns may need to be adjusted.

Allowance for Doubtful Accounts. We regularly review our allowance for doubtful accounts by considering factors such as historical experience, age of the account receivable and current economic conditions that may affect a customer s ability to pay. We allocate a certain percentage for the provision based on the length of time the receivables are past due.

Inventory Valuation. At each balance sheet date, we evaluate our inventory balance for excess quantities and obsolescence. This evaluation includes analyses of sales levels by product line and projections of future demand. In addition, we write off inventories that are considered obsolete. Remaining inventory balances are adjusted to the lower of cost or market value. If future demand or market conditions are less favorable than our projections, additional inventory write-downs may be required and would be reflected in cost of sales in the period the revision is made.

Our manufacturing process of our audio and video product platforms is outsourced. Under the outsourcing arrangements, we take ownership of inventories at the conclusion of the manufacturing process, such inventories representing finished goods or spare parts. As we largely manufacture to order, we do not tend to accumulate finished goods. We are obligated, however, to purchase certain excess raw material and subassembly inventories from the contract manufacturer that may be deemed obsolete or slow-moving. We monitor the levels of the contract manufacturer s relevant inventories periodically and, if required, will write-off such deemed excess or obsolete inventory.

Impairment of Long-Lived Assets. Our long-lived assets include property and equipment, goodwill and other intangible assets. In assessing the recoverability of our goodwill, property and equipment and other intangible assets, we make judgments regarding whether impairment indicators exist based on legal factors, market conditions and operating performances of our reporting units or asset groups. Future events could cause us to conclude that impairment indicators exist and that the carrying values of the goodwill, property and equipment and other intangible assets are impaired. Any resulting impairment loss could have a material adverse impact on our financial position and results of operations.

SFAS No. 142, Goodwill and Other Intangible Assets requires that goodwill be tested for impairment at the reporting unit level on an annual basis and between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. These events or circumstances could include a significant change in the business climate, legal factors, operating performance indicators, competition or sale or disposition of a significant portion of a reporting unit. Application of the goodwill impairment test requires judgment, including the identification of reporting units, assignment of assets and liabilities to reporting units, assignment of goodwill to reporting units, and determination of the fair value of each reporting unit. The goodwill impairment test is a two-step test. Under the first step, the fair value of the reporting unit is compared with its carrying value (including goodwill). If the fair value of the reporting unit is less than its carrying value, an indication of goodwill impairment exists for the reporting unit and the enterprise must perform step two of the impairment test (measurement). Under step two, an impairment loss is recognized for any excess of the carrying amount of the reporting units goodwill over the implied fair value of that goodwill. If the fair value of the reporting unit exceeds its carrying value, step two does not need to be performed. The fair value of each reporting unit is estimated using a discounted cash flow methodology. This requires significant judgments including estimation of future cash flows, which is dependent on internal forecasts, estimation of the long-term rate of growth for our reporting units, the period over which cash flows will occur and determination of our weighted average cost of capital. Changes in these estimates and assumptions could materially affect the determination of fair value and/or goodwill impairment for each reporting unit. We allocate goodwill to reporting units based on the reporting unit expected benefit from the acquisition. We evaluate our reporting units on an annual basis and, if required, reassign goodwill using a relative fair value allocation approach.

We are required to assess the impairment of long-lived assets, tangible and intangible, other than goodwill, under SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, when events or changes in circumstances indicate that the carrying value may not be recoverable. Impairment indicators include any significant changes in the manner of our use of the assets or the strategy of our overall business, significant negative industry or economic trends and significant decline in our share price for a sustained period.

Upon determination that the carrying value of a long-lived asset may not be recoverable based upon a comparison of aggregate undiscounted projected future cash flows to the carrying amount of the asset, an impairment charge is recorded for the excess of fair value over the carrying amount. We measure fair value using discounted projected future cash flows.

Taxes on Income. We record income taxes using the asset and liability approach. Management judgment is required in determining our provision for income taxes in each of the jurisdictions in which we operate. The provision for income tax is calculated based on our assumptions as to our entitlement to various benefits under the applicable tax laws in the jurisdictions in which we operate. The entitlement to such benefits depends upon our compliance with the terms and conditions set out in these laws. We have considered future taxable income, prudent and feasible tax planning strategies and other available evidence in determining the need for a valuation allowance. Although we believe that our estimates are reasonable and that we have considered future taxable income and ongoing prudent and feasible tax strategies in estimating our tax outcome, there is no assurance that the final tax outcome will not be different than those which are reflected in our historical income tax provisions and accruals. Such differences could have a material effect on our income tax provision, net income and cash balances in the period in which such determination is made.

On January 1, 2007, we adopted FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes (FIN No. 48), which contains a two-step approach to recognizing and measuring uncertain tax positions accounted for in accordance with SFAS No. 109, Accounting for Income Taxes (SFAS No. 109). The first step is to evaluate the tax position taken or expected to be taken in a tax return by determining if the weight of available evidence indicates that it is more likely than not that, on an evaluation of the technical merits, the tax position will be sustained on audit, including resolution of any related appeals or litigation processes. The second step is to measure the tax benefit as the largest amount that is more than 50% (on a cumulative basis) likely to be realized upon ultimate settlement. Prior to January 1, 2007, we estimated our uncertain income tax obligations in accordance with SFAS No. 109 and SFAS No. 5 Accounting for Contingencies.

We recorded interest on late paid taxes as financial expenses and tax related penalties as general and administrative expenses. Our policy for interest and penalties related to income tax exposures was not impacted as a result of the adoption of the recognition and measurement provisions of FIN No. 48.

As a result of the implementation of FIN No. 48, we recognized an $824,000 decrease in liability for unrecognized tax benefits, which was accounted for as an increase to the January 1, 2007 balance of retained earnings.

Contingencies. From time to time, we are defendant or plaintiff in various legal actions, which arise in the normal course of business. We are required to assess the likelihood of any adverse judgments or outcomes to these matters as well as potential ranges of probable losses. A determination of the amount of reserves required for these contingencies, if any, which would be charged to earnings, is made after careful and considered analysis of each individual action together with our legal advisors. The required reserves may change in the future due to new developments in each matter or changes in circumstances, such as a change in settlement strategy. A change in the required reserves would affect our earnings in the period the change is made.

Business Combination. In accordance with SFAS No. 141, Business Combination, we are required to allocate the purchase price of acquired companies to the tangible and intangible assets acquired, liabilities assumed, as well as in-process research and development based on their estimated fair values. We engage independent third-party appraisal firms to assist us in determining the fair values of assets acquired and liabilities assumed. This valuation requires management to make significant estimates and assumptions, especially with respect to property, equipment and intangible assets. Critical estimates in valuing certain of the intangible assets include but are not limited to: future expected cash flows from customer contracts, customer lists, distribution agreements and acquired developed technologies; expected costs to develop the in-process research and development into commercially viable products and estimating cash flows from the projects when completed; the acquired company s brand awareness and market position, as well as assumptions about the period of time the brand will continue to be used in the combined company s product portfolio; and discount rates. Management s estimates of fair value are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable. Assumptions may be incomplete or inaccurate, and unanticipated events and circumstances may occur.

Stock-based Compensation. We account for stock-based compensation in accordance with the provisions of SFAS No. 123R, Share-Based Payment. Under the fair value recognition provisions of SFAS No. 123R, stock-based compensation cost is estimated at the grant date based on the fair value of the award and is recognized as expense ratably over the requisite service period of the award. Determining the appropriate fair value model and calculating the fair value of stock-based awards, which includes estimates of stock price volatility, forfeiture rates and expected terms, requires judgment that could materially impact our operating results.

Valuation of investments in marketable securities. We regularly review our investments for factors that may indicate that a decline in the fair value of an investment below its carrying amount is other than temporary. Some factors considered in evaluating whether or not a decline in fair value is other than temporary include: our ability and intent to retain the investment for a period of time sufficient to allow for a recovery in value; the duration and extent to which the fair value has been less than cost; and the financial condition and prospects of the issuer. Such reviews are inherently uncertain in that the value of the investment may not fully recover or may decline further in future periods resulting in realized losses.

Effective January 1, 2008, we adopted the provisions of SFAS No. 157, Fair Value Measurements for financial assets and liabilities, and related FSP s, including FSP FAS 157-3, Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active . SFAS 157 clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or a liability. As a basis for considering such assumptions, SFAS 157 establishes a three-tier value hierarchy, as set forth below, which prioritizes the inputs used in the valuation methodologies in measuring fair value:

Level 1 Valuations based on quoted prices in active markets for identical assets or liabilities that the Company has the ability to access. Valuation adjustments and block discounts are not applied to Level 1 instruments. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these products does not entail a significant degree of judgment.

Level 2 Valuations based on one or more quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level 3 Valuations based on unobservable inputs which are supported by little or no market activity and significant to the overall fair value measurement.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The actual value at which such securities could actually be sold or settled with a willing buyer or seller may differ from such estimated fair values depending on a number of factors, including, but not limited to, current and future economic conditions, the quantity sold or settled, the presence of an active market and the availability of a willing buyer or seller.

Results of Operations

The following table sets forth our selected consolidated statements of income for the years ended December 31, 2006, 2007 and 2008 expressed as a percentage of total revenues. Totals may not add up due to rounding.

	2006	**2007**	**2008**
Revenues			
Products	63.7%	61.2%	56.3%
Services	36.3	38.8	43.7
	100.0	100.0	100.0
Cost of revenues			
Products*	32.4	28.2	27.3
Services*	60.3	58.3	52.4
	42.5	39.9	38.3
Gross Profit	57.5	60.1	61.7
Operating expenses			
Research and development, net	11.0	11.5	12.6
Selling and marketing	23.2	23.3	23.7
General and administrative	14.8	16.5	15.5
Amortization of acquired Intangibles	1.2	1.8	2.3
In process research and development write-off	3.1	0.7	-

	2006	2007	2008
Settlement and related expenses	-	-	1.6
Total operating expenses	53.3	53.8	55.7
Operating income	4.2	6.3	6.0
Financial income, net	3.2	2.9	1.8
Other income, net	0.2	-	-
Income before taxes	7.6	9.2	7.8
Taxes on income	2.1	2.0	1.5
Net income	5.5	7.2	6.3

(*) Respective revenues

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Comparison of Years Ended December 31, 2007 and 2008

Revenues

Our total revenues increased by approximately 20.6% to $624.2 million in 2008 from $517.4 million in 2007. Revenues from sales of enterprise interactions solutions were $417.4 million in 2008, an increase of 9.0% from 2007, revenues from sales to the public safety and security sector were $148.6 million in 2008, an increase of 20.9% from 2007, and revenues from sales of operational risk management Solutions were $58.2 million in 2008 compared to $11.6 in Actimize s four month results included in 2007. Approximately 44% of the growth in revenues is attributable to the inclusion of full year results of Actimize, compared with Actimize s four month results included in 2007 revenues. Actimize is an operational risk management solutions company. The remaining 56% of the growth is due to organic growth in all our regions and the revenues from our acquisitions of QPC and AVT.

	Years Ended December 31, (U.S. dollars in millions)			
	2007	2008	Dollar Change	Percentage Change
Product Revenues	$ 316.9	$ 351.7	$ 34.8	11.0%
Service Revenues	200.5	272.5	72.0	35.9
Total Revenues	$ 517.4	$ 624.2	$ 106.8	20.6%

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Approximately 67% of the increase in product revenues is attributable to the inclusion of full year results for Actimize compared with Actimize s four month results included in 2007 product revenues. The remainder is due to organic growth.

Approximately 32% of the increase in service revenues is attributable to the inclusion of full year results for Actimize compared with Actimize s four month results included in 2007 service revenues. The remaining 68% growth in service revenue was due to an increase in sales of applications that resulted in an increase in professional services and maintenance services, and an increase in maintenance revenue resulting from an increase in our installed customer base and focus on sales of maintenance services. Most of our service revenues represented approximately 44% of total revenues, as compared to approximately 39% in 2007.

Revenues in 2008 in the Americas, which include the United States, Canada and Central and South America, rose 19.6% to $347.4 million, as compared to $290.3 million in 2007. Approximately 49% of the increase is attributable to the inclusion of full year results for Actimize compared with Actimize s four month results included in 2007. The remaining 51% of growth is mainly due to higher post-contract services and maintenance revenue. Sales in Europe, the Middle East and Africa (EMEA) rose 22.4% to $188.5 million in 2008, as compared to $154.0 million in 2007. Approximately 41% of the increase is attributable to the inclusion of full year results for Actimize compared with Actimize s four month results included in 2007. The remainder of the increase is attributable to a growth in product and service revenues in the enterprise and security markets and the acquisitions of AVT and QPC. Sales to Asia-Pacific (APAC) increased 21.0% to $88.3 million in 2008, as compared to $73.0 million in 2007. Approximately 27% of the increase is attributable to the inclusion of full year results for Actimize compared with Actimize s four month results included in 2007. The remainder of the increase is attributable to a growth in product and service revenues in the enterprise market.

Cost of Revenues

	Years Ended December 31, (U.S. dollars in millions)			
	2007	**2008**	**Dollar Change**	**Percentage Change**
Cost of Product Revenues	$ 89.4	$ 95.9	$ 6.5	7.3%
Cost of Service Revenues	116.9	142.9	26.0	22.2
Total Cost of Revenues	$ 206.3	$ 238.8	$ 32.5	15.8%

Cost of product revenues increased on a dollar basis while decreasing as a percentage of product revenues. The increase on a dollar basis is mostly due to higher amortization of intangible assets in the amount of $16.8 million in 2008 compared to $11.8 million in 2007. The decrease in the cost of product percentage from product revenues is a result of a higher proportion of software in the product mix. Cost of service revenues increased on a dollar basis while decreasing as a percentage of service revenues. Approximately 57% of the increase on dollar base of the cost of services is attributable to the inclusion of full year results for Actimize compared with Actimize s four month results included in 2007. The decrease in the percentage of cost of service from service revenues is due to a better utilization of the service organization and a higher volume of service revenues.

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Gross Profit

	Years Ended December 31, (U.S. dollars in millions)			
	2007	**2008**	**Dollar Change**	**Percentage Change**
Gross Profit on Product Revenues	$ 227.5	$ 255.8	$ 28.3	12.4%
as a percentage of product revenues	71.8%	72.7%		
Gross Profit on Service Revenue	83.5	129.6	46.1	55.2
as a percentage of service revenues	41.7%	47.6%		
Total Gross Profit	$ 311.0	$ 385.4	$ 74.4	23.9%

	Years Ended December 31, (U.S. dollars in millions)	
as a percentage of total revenues	60.1%	61.7%

The improvement in gross profit on product revenues was primarily due to higher sales volume, product cost reductions as a result, among others, of higher proportion of software in the product mix. The improvement in gross profit margin on service revenues reflected improved staff utilization and higher volume of service revenues.

Operating Expenses

	Years Ended December 31, (U.S. dollars in millions)			
	2007	2008	Dollar Change	Percentage Change
Research and development, net	$ 59.6	$ 78.4	$ 18.8	31.5%
Selling and marketing	120.6	147.9	27.3	22.6
General and administrative	85.1	97.4	12.3	14.5
Amortization of acquired intangible assets	9.2	14.5	5.3	57.6
In process research and development write-off.	3.7	-	(3.7)	(100.0)
Settlement and related expenses	$ -	$ 9.9	$ 9.9	100%

Research and Development, Net. Research and development expenses, before capitalization of software development costs and government grants, increased to $83.3 million in 2008, as compared to $63.3 million in 2007 and represented 13.3% and 12.2% of revenues in 2008 and 2007, respectively. Approximately 41% of the increase in research and development, net is attributable to the inclusion of Actimize for the entire year of 2008 compared to the inclusion of Actimize in the last four months of 2007. The remainder is primarily due to the strengthening of the NIS against the U.S. dollar.

Capitalized software development costs were $1.3 million in 2008, as compared to $1.0 million in 2007. Amortization of capitalized software development costs included in cost of product revenues were $0.8 million and $1.0 million in 2008 and 2007, respectively.

Selling and Marketing Expenses. Selling and marketing expenses increased to $147.9 million in 2008, as compared to $120.6 million in 2007, and represented 23.7% of total revenues in 2008, as compared to 23.3% in 2007. Approximately 49% of the increase is attributable to the inclusion of Actimize for the entire year of 2008 compared to the inclusion of Actimize in the last four months of 2007. The remainder is due to business growth.

General and Administrative Expenses. General and administrative expenses represented 15.5% of total revenues in 2008, as compared to 16.5% in 2007. Approximately 26% of the increase is attributable to the inclusion of Actimize for the entire year of 2008 compared to the inclusion of Actimize in the last four months of 2007. The remainder is due to an increase in the doubtful accounts expenses, the strengthening of the NIS against the U.S. dollar and the need to support our growing business.

Amortization of acquired intangible assets. Amortization of acquired intangibles included in the operating expenses represent 2.3% and 1.8% of our 2008 and 2007 revenues, respectively. Approximately 70% of the increase in amortization of acquired intangible assets is attributable to the amortization of intangible assets related to the acquisition of Actimize for the entire year of 2008 compared to the amortization of intangible assets related to the acquisition of Actimize in the last four months of 2007. The remainder is due to amortization related to the QPC and AVT acquisitions.

Settlement and related expenses. Settlement and related expenses in the amount of $9.9 million represents an agreement to settle and dismiss patent disputes (see Item 8, Financial Information Legal Proceedings).

Financial and Other Income

	Years Ended December 31, (U.S. dollars in millions)			
	2007	2008	Dollar Change	Percentage Change
Financial income, net	$ 14.8	$ 11.3	$ (3.5)	(23.6)%
Other income (expense), net	-	0.1	0.1	

Financial Income, Net. The decrease in financial income, net reflects lower average interest rates in 2008, as compared to 2007 and loss of $4.9 million on marketable securities sold or impaired in 2008.

Taxes on Income. In 2008 taxes on income amounted to $9.5 million, as compared to $10.3 million in 2007. Our effective tax rate amounted to 19.5% in 2008 compared with 21.5% in 2007. The slight decrease in our effective tax rate in 2008 was mainly due to an increase in our Approved and Privileged Enterprise benefits together with other favorable items partly offset by a decrease in the deferred tax assets in certain jurisdictions.

The reduction of the corporate tax rate in Israel from 31% in 2006 and 29% in 2007 to 27% in 2008 had a minor impact on our effective tax rate. This is because the majority of our income earned in Israel benefits from the reduced tax rates applicable to us as a result of our Approved and Privileged Enterprise programs.

Further information with regard to our Approved and Privileged Enterprise programs can be found in Item 3, Risk Factors under the caption Our results may be affected by the availability of government grants and tax benefits and in Note 12 of our Consolidated Financial Statements under the caption Taxes on Income.

Subject to unpredictable effects of any future settlements with tax authorities, unadjusted expiration of the statute of limitations, future changes in law or accepted practice and effects of potential mergers and acquisitions, we expect our effective tax rate (which includes effects of FIN No. 48) to be fairly stable in the coming years at around 20%.

Net Income from Continuing Operations. Net income from continuing operations was $39.1 million in 2008, as compared to $37.4 million in 2007. The increase in 2008 resulted primarily from the increase in revenues and an increase in the gross margin.

Comparison of Years Ended December 31, 2006 and 2007

Revenues

Our total revenues rose approximately 26.3% to $517.4 million in 2007 from $409.6 million in 2006. Revenues from sales to the enterprise market were $394.5 million in 2007, an increase of 31.1% from 2006, and revenues from sales to the security market were $122.9 million in 2007, an increase of 13.1% from 2006. Approximately 48% of the growth in revenues is attributable to the inclusion of the results of IEX Corporation and Performix for the entire year and the first time inclusion of Actimize Ltd beginning on August 30, 2007. The remaining 52% of the growth is due to organic growth in all our regions.

	Years Ended December 31, (U.S. dollars in millions)			
	2006	2007	Dollar Change	Percentage Change
Product Revenues	$ 261.1	$ 316.9	$ 55.8	21.4%
Service Revenues	148.5	200.5	51.9	35.0
Total Revenues	$ 409.6	$ 517.4	$ 107.7	26.3%

Approximately 39% of the increase in product revenues is attributable to the inclusion of the results of IEX Corporation and Performix for the entire year and the first time inclusion of Actimize Ltd. The remainder of the growth is due to organic growth.

Approximately 56% of the increase in service revenues in 2007 was attributable to the inclusion of the results of IEX Corporation and Performix for the entire year and the first time inclusion of Actimize Ltd. The remaining 44% growth in service revenue was due to an increase in our installed customer base resulting from new sales of products to the enterprise market. Service revenues represented approximately 39% of total revenues, as compared to approximately 36% in the year ended December 31, 2006. Although we typically generate lower profit margins on services than on products, our strategy is to continue to grow our global services business, which we believe increases the competitiveness of our product offerings, and, as a result, we expect services to represent a growing portion of total revenues in the future.

Revenues in 2007 in the Americas, which include the United States, Canada and Central and South America, rose 20.3% to $290.3 million, as compared to $241.3 million in 2006. Approximately 80% of the increase is attributable to the inclusion of the results of IEX Corporation and Performix for the entire year and the first time inclusion of Actimize Ltd. The remaining 20% growth is due to an increase in our products revenue and higher post-contract service and maintenance revenue. Sales in Europe, Middle East and Africa (EMEA) rose 36.9% to $154.0 million in 2007, as compared to $112.5 million in 2006. Approximately 23% of the increase is attributable to the inclusion of the results of IEX Corporation and Performix for the entire year and the first time inclusion of Actimize Ltd. The remainder of the increase is attributable to a growth in product revenues in the enterprise and security market. Sales to Asia-Pacific (APAC) increased 30.8% to $73.0 million in 2007, as compared to $55.8 million in 2006; approximately 14% of the increase is attributable to the inclusion of the results of IEX Corporation and Performix for the entire year and the first time inclusion of Actimize Ltd. The remainder of the increase is attributable to a growth in product and service revenues in the enterprise and the security market.

Cost of Revenues

	Years Ended December 31, (U.S. dollars in millions)			
	2006	2007	Dollar Change	Percentage Change
Cost of Product Revenues	$ 84.7	$ 89.4	$ 4.7	5.5%
Cost of Service Revenues	89.5	116.9	27.4	30.6
Total Cost of Revenues	$ 174.2	$ 206.3	$ 32.1	18.4%

Cost of product revenues increased on a dollar basis while decreasing as a percentage of product revenues. The increase on a dollar basis is mostly due to higher amortization of intangible assets in the amount of $11.8 million in 2007 compared to $7.3 million in 2006 and due to higher sales volume, which was partially offset by the lower cost of product resulting from a higher proportion of software in the product mix. Cost of service revenues increased on a dollar basis while decreasing as a percentage of service revenues. Approximately 52% of the increase is attributable to the inclusion of the results of IEX Corporation and Performix for the entire year and the first time inclusion of Actimize Ltd. The decrease as a percentage of service revenues is due to a better utilization of the service organization and a higher volume of service revenues.

Gross Profit

	Years Ended December 31, (U.S. dollars in millions)			
	2006	2007	Dollar Change	Percentage Change

	Years Ended December 31, (U.S. dollars in millions)			
Gross Profit on Product Revenues	$ 176.4	$ 227.5	$ 51.1	29.0%
as a percentage of product revenues	67.6%	71.8%		
Gross Profit on Service Revenue	59.0	83.5	24.5	41.5
as a percentage of service revenues	39.7%	41.7%		
Total Gross Profit	$ 235.4	$ 311.0	$ 75.6	32.1%
as a percentage of total revenues	57.5%	60.1%		

The improvement in gross profit on product revenues was primarily due to higher sales volume, product cost reductions and a higher proportion of software in the product mix. The improvement in gross profit margin on service revenues reflected improved staff utilization and higher volume of service revenues.

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Operating Expenses

	Years Ended December 31, (U.S. dollars in millions)			
	2006	2007	Dollar Change	Percentage Change
Research and development, net	$ 44.9	$ 59.6	$ 14.7	32.9%
Selling and marketing	95.2	120.6	25.4	26.7
General and administrative	60.5	85.1	24.6	40.7
Amortization of acquired intangible assets	4.9	9.2	4.3	86.6
In process research and development write-off.	$ 12.9	$ 3.7	$ (9.2)	(71.2%)

Research and Development, Net. Research and development expenses, before capitalization of software development costs and government grants, increased to $63.3 million in 2007, as compared to $48.0 million in 2006 and represented 12.2% and 11.7% of revenues in 2007 and 2006, respectively. Approximately 57% of the increase in research and development, net is attributable to the inclusion of IEX Corporation and Performix for the entire year and the first time inclusion of Actimize Ltd. Approximately 19% of the increase is attributable to the increase in stock based compensation expenses the remaining is due to a business growth.

Capitalized software development costs were $1.0 million in 2007, as compared to $1.2 million in 2006. Amortization of capitalized software development costs included in cost of product revenues were $1.2 million and $1.5 million in 2007 and 2006, respectively.

Selling and Marketing Expenses. Selling and marketing expenses increased to $120.6 million in 2007, as compared to $95.2 million in 2006 and represented 23.3% of total revenues in 2007, as compared to 23.2% in 2006. Approximately 38% of the increase is attributable to the inclusion of IEX Corporation and Performix for the entire year and the first time inclusion of Actimize Ltd. Approximately 13% of the increase is attributable to the increase in stock based compensation expenses the remaining is due to a business growth.

General and Administrative Expenses. General and administrative expenses represented 16.5% of total revenues in 2007, as compared to 14.8% in 2006. Approximately 15% of the increase is attributable to the inclusion of IEX Corporation and Performix for the entire year and the first time inclusion of Actimize Ltd. Approximately 16% of the increase is attributable to an increase in stock based compensation expenses, approximately 32% is due to an increase in legal expenses, primarily associated with our patent litigations, and the remainder is due to business growth.

Amortization of acquired intangible assets. Amortization of acquired intangibles included in the operating expenses represent 1.8% and 1.2% of revenues in 2007 and 2006 respectively. The increase of $4.3 million is due to the Actimize acquisition and the 12 month amortization of intangibles assets resulted from the IEX and Performix acquisitions.

In process research and development write-off. In process research and development write-off in the amount of $3.7 million represents a one-time write-off of Actimize in process research and development in 2007 and a one-time $12.9 million write-off of IEX and FAST in process research and development in 2006.

Financial and Other Income

	Years Ended December 31, (U.S. dollars in millions)			
	2006	**2007**	**Dollar Change**	**Percentage Change**
Financial income, net	$ 13.3	$ 14.8	$ 1.5	11.7%
Other income (expense), net	0.6	-	(0.6)	(103.9)

Financial Income, Net. The increase in financial income, net reflects a higher average cash balance and higher prevailing average interest rates in 2007, as compared to 2006.

Taxes on Income. In 2007, taxes on income amounted to $10.3 million, as compared to $8.6 million in 2006. Our effective tax rate amounted to 21.5% in 2007 compared with 27.7% in 2006. The decrease in our effective tax rate in 2007 was mainly due to the in-process research and development write-off made in 2006 related to our acquisition of IEX Corporation, which was a non-deductible expense for tax purposes, and due to a decrease in valuation allowance in 2007.

The reduction of the corporate tax rate in Israel from 34% in 2005 and 31% in 2006 to 29% in 2007 had a minor impact on our effective tax rate. This is because the majority of our income earned in Israel benefits from the reduced tax rates applicable to us as a result of our Approved and Privileged Enterprise programs.

Further information with regard to our Approved and Privileged Enterprise programs can be found in Item 3, Risk Factors under the caption We depend on the availability of government grants and tax benefits and in Note 12 of our Consolidated Financial Statements under the caption Taxes on Income.

As shown in Note 12(h) of our Consolidated Financial Statements, pursuant to the adoption of FIN No. 48 as of January 1, 2007, our taxes on income included a net $4.2 million expense in relation to unrecognized tax benefits. Subject to unpredictable effects of any future settlements with tax authorities, unadjusted expiration of the statute of limitations, future changes in law or accepted practice and effects of potential mergers and acquisitions, we expect our effective tax rate (which includes effects of FIN No. 48) to be fairly stable in the coming years at around 20%.

Net Income from Continuing Operations. Net income from continuing operations was $37.4 million in 2007, as compared to $22.4 million in 2006. The increase in 2007 resulted primarily from the increase in revenues and an increase in the gross margin.

Liquidity and Capital Resources

In recent years, the cash generated from our operating activities has financed our operations. Generally, we invest our excess cash in instruments that are highly liquid, investment grade securities. At December 31, 2008, we had $501.4 million of cash and cash equivalents and short-term and long-term investments, as compared to $398.2 million at December 31, 2007 and $296.1 million at December 31, 2006.

Cash provided by operating activities was $135.7 million, $118.2 million and $87.6 million in 2008, 2007 and 2006, respectively. Net cash from operations in 2008 consisted primarily of net income of $39.1 million and adjustments for non-cash activities including depreciation and amortization of $42.7 million, stock-based compensation of $25.3 million, an increase in accrued expenses and other liabilities of $28.4 million, and loss on marketable securities sold or impaired of $4.9 million, which were partially offset by deferred tax of $5.6 million. Net cash from

operations in 2007 consisted primarily of net income of $37.4 million and adjustments for non-cash activities including depreciation and amortization of $30.9 million, stock-based compensation of $23.7 million, an in-process research and development write-off of $3.7 million, an increase in accrued expenses and other liabilities of $51.9 million, and a decrease in inventories of $7.6 million, which were partially offset by an excess tax benefit from share-based payments arrangements of $4.9 million, an increase in trade receivables of $15.2 million, an increase in other receivables and prepaid expenses of $9.6 million, a decrease in trade payable of $3.0 million and deferred tax of $5.3 million. Net cash from operations in 2006 consisted primarily of net income of $22.4 million and adjustments for non-cash activities including depreciation and amortization of $21.9 million, stock-based compensation of $12.6 million, an in-process research and development write-off of $12.9 million, an increase in accrued expenses and other liabilities of $28.0 million, an increase in trade payable of $1.4 million and a decrease in inventories of $5.4 million, which were partially offset by an excess tax benefit from share-based payments arrangements of $5.7 million, an increase in trade receivables of $6.8 million and deferred tax of $3.7 million.

Net cash used in investing activities from continuing operations was $120.9 million, $276.0 million and $318.4 million in 2008, 2007 and 2006, respectively. In 2008, net cash used in investing activities consisted primarily of net investment in marketable securities of $54.5 million, net investment in short-term bank deposits of $25.4 million, purchase of property and equipment of $15.5 million and payment for the acquisitions of QPC and AVT of $12.6 million and $6.2 million, respectively. In 2007, net cash used in investing activities consisted primarily of net investment in short-term bank deposits of $39.0 million, purchase of property and equipment of $10.9 million, payment for the acquisition of Actimize Ltd. of $210.5 million, a $5.0 million earn out payment with respect to FAST Security AG acquisition and payment for working capital adjustment with respect to the acquisition of IEX Corporation of $1.5 million. In 2006, net cash used in investing activities consisted primarily of net investment in marketable securities of $72.4 million, purchase of property and equipment of $8.1 million, payment for the acquisition of IEX Corporation of $203.2 million, payment for the acquisition of Performix Technologies Ltd. of $13.8 million and payment for the acquisition of FAST Video Security AG of $21.3 million.

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Net cash provided by financing activities was $15.9 million, $206.2 million and $43.7 million in 2008, 2007 and 2006, respectively. In 2008, net cash provided from financing activities consisted primarily of proceeds from the issuance of shares upon exercise of options and purchase of shares under employee share purchase plans of $15.3 million. In 2007, net cash provided from financing activities consisted of proceeds from the issuance of shares in our public offering of $180.9 million, proceeds from the issuance of shares upon exercise of options and purchase of shares under the employee share purchase plan of $20.3 million and an excess tax benefit from share-based payments agreements of $4.9 million. In 2006, net cash provided from financing activities consisted primarily of proceeds from the issuance of shares upon exercise of options and purchase of shares under the employee share purchase plan of $39.0 million and an excess tax benefit from share-based payments agreements. As of December 31, 2008, we had non-binding arrangements, for the rendering of credit lines from banks against our portfolio with those banks.

We believe that based on our current operating forecast, the combination of existing working capital, expected cash flows from operations will be sufficient to finance our ongoing operations for the next twelve months.

Research and Development

For information on our research and development policies, please see Item 4, Information on the Company in this annual report.

Trend Information

Our development efforts are aimed at addressing several industry trends. In the enterprise sector, these include compliance and risk management, enhancement of operational efficiencies, and improving customer retention and insights. In the security sector there is a growing demand for more comprehensive and integrated solutions to provide better safety and security to citizens. Our development efforts are also influenced by technology trends, such as the evolvement of VoIP. We see the migration to VoIP networks and its embedded ability to consolidate data-centers and save costs as a driver for deployment of additional systems.

We believe that enhancing operational efficiency is especially critical to our customers, who continuously seek solutions that would help them reduce costs while maintaining or even improving customer service. In addition, our customers seek solutions that can improve their customer retention and insight and can assist in cross and up-selling into their customer base.

Thus, we are seeing growing demand to streamline operational efficiency by deploying a more comprehensive set of our solutions, in addition to recording. These include quality monitoring, analytics, workforce management, performance management, customer feedback, etc. Our software applications enable our customers to capture, store, retrieve and analyze unstructured data (multimedia interactions) and combine them with data from other systems to create actionable knowledge that can be distributed via reports and alerts to all relevant parties to improve performance.

We see an opportunity for applications that analyze the content of unstructured interactions in contact centers for quality monitoring and contact center management as well as for enterprise-wide process improvement and business performance management.

Our compliance and risk management solutions apply to contact centers, trading floors, branches, home agents and back offices. In this area, the continuous enactment of new regulations represents substantial growth prospects for NICE.

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Governments, municipalities, security authorities and corporations around the world are investing in the protection of people and assets. As a result, there is a growing demand for more comprehensive and integrated solutions to provide better safety and security to citizens. These large projects include installation and implementation of wide-scale security systems, which better synchronize and correlate multimedia data sources in order to detect, prevent and resolve crime and terror in real time and investigate quickly in order to prosecute the persons involved. Our solutions offer an integrated multimedia capture and management solution that combines radio, telephony, IP data, GIS, and video. We also expect video content analysis applications to become increasingly important to city center protection, as well as various homeland security applications, mass transportation systems, campus perimeter security, and critical facilities, to enable proactive security management.

For more information on trends in our industry, please see Item 4, Information on the Company Business Overview Industry Background and Trends.

For more information on uncertainties, demands, commitments or events that are reasonably likely to have a material effect on revenue, please see Item 3, Key Information Risk Factors.

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Contractual Obligations

Set forth below are our contractual obligations and other commercial commitments over the medium term as of December 31, 2008 (in thousands of U.S. dollars).

	Payments Due by Period				
Contractual Obligations	**Total**	**Less than 1 year**	**1- 3 years**	**3-5 years**	**More than 5 years**
Operating Leases	37,913	12,693	20,009	2,987	2,224
Unconditional Purchase Obligations	3,120	3,120			
Severance Pay*	19,928				
Uncertain Income Tax Positions**	25,456				
Total Contractual Cash Obligations	86,417	15,813	20,009	2,987	2,224

		Amount of Commitment Expiration Per Period			
Other Commercial Commitments	**Total Amounts Committed**	**Less than 1 year**	**1- 3 years**	**3-5 years**	**More than 5 years**
Standby Letters of Credit	-	-	-	-	-
Guarantees - continuing operations	27,240	21,983	4,612	97	548
Total Commercial Commitments	27,240	21,983	4,612	97	548

* Severance pay relates to accrued obligation to employees as required under the labor laws. These obligation are payable only upon termination, retirement or death of the respective employee

** Uncertain income tax positions under FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes (FIN 48), are due upon settlement and we are unable to reasonably estimate the ultimate amount or timing of settlement. See Note 12(h) of our Consolidated

Financial Statements for further information regarding our liability under FIN No. 48.

Qualitative and Quantitative Disclosure About Market Risk

For information on the market risks relating to our operations, please see Item 11, Quantitative and Qualitative Disclosures about Market Risk in this annual report.

Adoption of New Accounting Standards

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements. This standard defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years.

Recently Issued Accounting Pronouncements

In February 2008, the FASB issued FASB Staff Position (FSP) FAS No. 157-2, Effective Date of FASB Statement No. 157 (FSP 157-2), to delay the effective date of FASB Statement 157 for one year for certain non-financial assets and non-financial liabilities, excluding those that are recognized or disclosed in financial statements at fair value on a recurring basis (i.e., at least annually). For purposes of applying FSP 157-2, non-financial assets and non-financial liabilities include all assets and liabilities other than those meeting the definition of a financial asset or a financial liability in FASB Statement 159. FSP 157-2 defers the effective date of Statement 157 to fiscal years beginning after November 15, 2008, and interim periods within those fiscal years for items within the scope of this FSP 157-2. We do not expect the adoption of FSP 157-2 to have a material impact on our financial position, results of operations or cash flows.

In March 2008, the FASB issued Statement 161 Disclosures about Derivative Instruments and Hedging Activities (SFAS 161) an amendment to FASB No. 133. This statement changes the disclosure requirements for derivative instruments and hedging activities. Entities are required to provide enhanced disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under Statement 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity s financial position, financial performance, and cash flows. This statement is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. Early application is encouraged. We do not expect the adoption of SFAS 161 to have a material impact on our financial position, results of operations or cash flows.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), Business Combinations (SFAS 141R). SFAS 141R establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any non controlling interest in the acquiree and the goodwill acquired. SFAS 141R also establishes disclosure requirements to enable the evaluation of the nature and financial effects of the business combination. SFAS 141R is effective for fiscal years beginning after December 15, 2008. Earlier adoption is prohibited. We believe that the adoption of SFAS 141R could have an impact on our consolidated financial statements; however, the impact would depend on the nature, terms and magnitude of acquisitions we consummate in the future.

In April 2008, the FASB issued FSP 142-3, Determination of the Useful Life of Intangible Assets (FSP 142-3). FSP 142-3 amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under SFAS No. 142, Goodwill and Other Intangible Assets. FSP 142-3 is effective for fiscal years beginning after December 15, 2008. We do not expect the adoption of FSP 142-3 to have a material impact on our consolidated financial position, results of operations or cash flows.

EITF Issue No. 08-7, Defensive Intangible Assets (EITF 08-7), requires an acquiring entity to account defensive intangible assets as a separate unit of accounting. Defensive intangible assets should not be included as part of the cost of the acquirer s existing intangible assets because the defensive intangible assets are separately identifiable. Defensive intangible assets must be recognized at fair value in accordance with SFAS 141(R) and SFAS 157. EITF 08-7 will be effective for the reporting period beginning after December 15, 2008. We do not expect a material impact on our consolidated financial statements from adoption of EITF 08-7.

In May 2008, the FASB issued SFAS No. 162, The Hierarchy of Generally Accepted Accounting Principles. SFAS No. 162 identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of

non-governmental entities that are presented in conformity with generally accepted accounting principles in the United States. It is effective 60 days following the SEC s approval of the Public Company Accounting Oversight Board amendments to AU Section 411, The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles. We are currently evaluating the impact of SFAS No. 162 on our financial statements, and the adoption of this statement is not expected to have a material effect on our financial statements.

In June 2008, the FASB issued FSP EITF No. 03-6-1, Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities. Under the FSP, unvested share-based payment awards that contain rights to receive non-forfeitable dividends (whether paid or unpaid) are participating securities, and should be included in the two-class method of computing EPS. The FSP is effective for fiscal years beginning after December 15, 2008, and interim periods within those years, and is not expected to have a significant impact on our consolidated financial statements.

Item 6 Directors, Senior Management and Employees.

Directors and Senior Management

The following table sets forth, as of April 5, 2009, the name, age and position of each of our directors and executive officers:

Name	Age	Position
Ron Gutler [1][2]	51	Chairman of the Board of Directors
Joseph Atsmon[1][3]	60	Vice-Chairman of the Board of Directors
Rimon Ben-Shaoul[2]	64	Director
Yoseph Dauber[2][3]	73	Director
Dan Falk[1][2][3][4]	64	Director
John Hughes[2]	57	Director
Yocheved Dvir[1][3][4]	56	Director

Name	Age	Position
David Kostman	44	Director
Haim Shani	52	Chief Executive Officer
Eran Gorev	43	Chief Business Officer
Udi Ziv	42	President of the Enterprise Products Group and Chief Product Officer
Israel Livnat	58	Corporate Vice President & President, Security Group
David Sosna	40	Chief Executive Officer, Actimize Ltd.
Dafna Gruber	44	Corporate Vice President and Chief Financial Officer
Yechiam Cohen	52	Corporate Vice President, General Counsel and Corporate Secretary

Name	Age	Position
Eran Porat	46	Corporate Vice President, Finance
Eran Liron	41	Corporate Vice President, Business Development
Dan Yalon	37	Corporate Vice President, Strategy & Strategic Alliance

(1) Member of the Audit Committee.
(2) Member of the Compensation Committee.
(3) Member of the Internal Audit Committee.
(4) Outside Director. See Item 6, Directors, Senior Management and Employees Board Practices Outside Directors.

On July 29, 2008, David Kostman was elected as a director. Mr. Kostman previously served on our board of directors between 2001 and 2007.

Dr. Shlomo Shamir resigned from his position as President of NICE, effective as of January 1, 2009.

Set forth below is a biographical summary of each of the above-named directors and executive officers of NICE. Each of our directors qualifies as an independent director under the NASDAQ rules.

Ron Gutler has served as one of our directors since May 2001 and Chairman of the Board since May 2002. Mr. Gutler is currently the Chairman of G.J.E. 121 Promoting Investment Ltd., a real estate investment company, a member of the Advisory Board of Poalim Real Estate (part of Poalim Capital Market Group) and a director of Psagot Ofek Investment House and Eshel Shekel Bonds Ltd. Between 2000 and 2002, he managed the Blue Border Horizon Fund, a global macro fund. Mr. Gutler is a former Managing Director and a Partner of Bankers Trust Company (currently part of Deutsche Bank). Between 1987 and 1999, he held various positions with Bankers Trust, where Mr. Gutler headed its trading and sales activities in Asia, South America and Emerging Europe. He also established and headed the Israeli office of Bankers Trust. Mr. Gutler holds a Bachelor s degree in Economics and International Relations and a Master s degree in Business Administration, both from the Hebrew University in Jerusalem.

Joseph Atsmon has served as one of our directors since September 2001 and Vice-Chairman of the Board since May 2002. Mr. Atsmon currently serves as a director of Ceragon Networks Ltd. and Radvision Ltd. From 1995 until 2000, Mr. Atsmon served as Chief Executive Officer of Teledata Communications Ltd., a public company acquired by ADC Telecommunications Inc. in 1998. Mr. Atsmon had a twenty-year career with Tadiran Ltd. In his last role at Tadiran Ltd., Mr. Atsmon served as Corporate VP for business development. Prior to that, he served as President of various military communications divisions. Mr. Atsmon holds a Bachelor s degree in Electrical Engineering from the Technion Israel Institute of Technology.

Rimon Ben-Shaoul has served as one of our directors since September 2001. Since 2001, Mr. Ben-Shaoul has served as Co-Chairman, President, and CEO of Koonras Technologies Ltd., a technology investment company controlled by S.P.G. Ltd., a large Israeli holding company. Mr. Ben-Shaoul also serves as a director of BVR Systems Ltd. and several private companies. In addition, he is the President and CEO of Polar Communications Ltd., which manages media and communications investments. Between 1997 and 2001, Mr. Ben-Shaoul was the President and CEO of Clal Industries and Investments Ltd., one of the largest holding companies in Israel with substantial holdings in the high tech industry. During that time, Mr. Ben-Shaoul also served as Chairman of the Board of Directors of Clal Electronics Industries Ltd., Scitex Corporation Ltd., and various other companies within the Clal Group. Mr. Ben-Shaoul also served as a director of ECI Telecom Ltd., Fundtech Ltd., Creo Products, Inc. and Nova Measuring Instruments Ltd. From 1985 to 1997, Mr. Ben-Shaoul was President and CEO of Clal Insurance Company Ltd. and a director of the company and its various subsidiaries. Mr. Ben-Shaoul holds a Bachelor s degree in Economics and Statistics and a Master s degree in Business Administration, both from Tel-Aviv University.

Yoseph Dauber has served as one of our directors since April 2002. Mr. Dauber has served in various senior positions at Bank Hapoalim since 1973. Until June 2002, Mr. Dauber was Deputy Chairman of the Board of Management and Joint Managing Director of Bank Hapoalim and was responsible for the commercial division of the bank. From 1994 to June 2002, Mr. Dauber served as Chairman of the Isracard Group. From 1995 to July 2002, Mr. Dauber also served as Chairman of Poalim American Express. From 2002 to 2003, he served as Chairman of the Israel Maritime Bank Ltd. and from 2003 to 2008 he served as a director of Bank Hapoalim. Mr. Dauber currently serves as a director of Vocaltec Communications Ltd., Lodzia Rotex Ltd., Micromedic Ltd., Orbit Alchut Technologies Ltd. and Delek Group Ltd. Mr. Dauber holds a

Bachelor s degree in Economics and Statistics from the Hebrew University in Jerusalem and a Master s degree in Law from Bar Ilan University.

Dan Falk has served as one of our statutory outside directors since 2001. From 1999 to 2000, Mr. Falk was President and Chief Operating Officer of Sapiens International Corporation N.V. From 1985 to 1999, Mr. Falk served in various positions in Orbotech Ltd., the last of which were Chief Financial Officer and Executive Vice President. From 1973 to 1985, he served in several executive positions in the Israel Discount Bank. Mr. Falk serves on the board of directors of Orad Hi-Tech Systems Ltd. (where he is Chairman), Orbotech Ltd., Ormat Technologies Inc., Clicksoftware Technologies Ltd., Jacada Ltd., Attunity Ltd., Nova Measuring Systems Ltd., Dmatek Ltd., AVT Ltd., Amiad Filteration Systems Ltd., Plastopil Ltd. and Oridion Medical Ltd. Mr. Falk holds a Bachelor s degree in Economics and Political Science and a Master s degree in Business Administration, both from the Hebrew University, Jerusalem.

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John Hughes has served as one of our directors since November 2002. Mr. Hughes is currently the Non-Executive Chairman of Intec Telecom Systems plc and Telecity Group plc and Non-Executive Deputy Chairman of Parity Group plc. From December 2000 to July 2004, he held senior executive positions at Thales Group, most recently as Executive Vice President and CEO of all civil activities for the Group. From 1997 to 2000, he held various positions with Lucent Technologies, including President of its GSM/UMTS division. From 1991 to 1997, Mr. Hughes served as Director of Convex Global Field Operations within the Hewlett Packard Company. Prior to that, Mr. Hughes held various positions with UK and US companies. Mr. Hughes also serves as Non-Executive Director of Spectris plc and Barco N.V. Mr. Hughes holds a Bachelor of Science degree in Electrical and Electronic Engineering from the University of Hertfordshire.

Yocheved Dvir has served as one of our statutory outside directors since January 2008. Since 2000, Ms. Dvir has served as a strategic advisor in business development affairs to multiple companies and initiatives that were being founded. Until recently, she served on the boards of Trendline Business Information & Communications Ltd., Menorah Insurance Company Ltd., Israel Corporation Ltd., ECI Telecom Ltd., Strauss Industries Ltd., Phoenix Holding and Phoenix Insurance Co. Between 1990 and 2000, Ms. Dvir served as a Senior Vice President of the Migdal Group. Ms. Dvir joined the Migdal Group in 1981 and, until late 2000, held a number of senior financial and managerial positions, including Head of the Group s Economics Department (1986-1988), Head of the Group s Corporate Office (1989-1992), Head of the Group s General Insurance Division and Corporate Office (1993-1997), Group CFO (1997-1999), Head of the Group s Strategic Development Division and Marketing Array and Risk Manager (2000). Ms. Dvir holds a Bachelor s degree in Economics and Statistics from the University of Haifa and a full second degree study in Statistics from the Hebrew University of Jerusalem.

David Kostman has served as one of our directors since July 2008. Mr. Kostman previously served on our board of directors between 2001 and 2007. Mr. Kostman is currently Chairman and CEO of Nanoosh LLC, a restaurant operating company. From 2006 until 2008, Mr. Kostman was a Managing Director in the investment banking division of Lehman Brothers, heading the Global Internet Group. From April 2003 until July 2006, Mr. Kostman was Chief Operating Officer and then Chief Executive Officer of Delta Galil USA, a subsidiary of Delta Galil Industries Ltd., a NASDAQ-listed apparel manufacturer. From 2000 until 2002, Mr. Kostman was President of the International Division and Chief Operating Officer of VerticalNet, Inc., a NASDAQ-listed internet and software company. Mr. Kostman serves on the board of directors of J Mendel, LLC and Russell Newman, LLC. Mr. Kostman holds a Bachelor s degree in Law from Tel Aviv University and a Master s degree in Business Administration from INSEAD.

Haim Shani has served as our Chief Executive Officer since January 2001. He also served as our President from January 2001 to April 2005 and as a director from January 2001 to September 2005. From 1998 to 2000, he served as General Manager of the Israeli office of Applied Materials Inc., where he headed the process diagnostic and control business group formed following the acquisition by Applied Materials of Opal Ltd. and Orbot Instruments, Ltd. Prior thereto, Mr. Shani held various management positions at Orbotech Ltd. From 1995 to 1998, he served as Corporate Vice President of Marketing and Business Development, from 1993 to 1995, he served as President of Orbotech s subsidiary in Asia Pacific, based in Hong Kong, and from 1992 to 1993, he served as President of Orbotech Europe, based in Brussels. From 1982 to 1992, Mr. Shani held various management positions at Scitex Corporation and IBM Israel. Mr. Shani holds a Bachelor s degree in Industrial and Management engineering from the Technion Israel Institute of Technology and a Master s degree in Business Administration from INSEAD, France.

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Eran Gorev has served as our Chief Business Officer since October 2008. Since March 2005, Mr. Gorev also serves as the President and Chief Executive Officer of Nice Systems Inc. From 2002 to 2004, Mr. Gorev was President of the North America Major Clients division at Amdocs Ltd. From 2000 to 2002, he served as Corporate Vice President and Head of Worldwide Sales at Amdocs. Prior thereto, Mr. Gorev held various marketing and sales management positions in the information technology industry. Mr. Gorev holds a Bachelor s degree in Law from Tel Aviv University and a joint Master s degree in Business Administration from the Kellogg School of Management of Northwestern University and the Leon Recanati Graduate School of Business Administration of Tel Aviv University.

Udi Ziv has served as President of the Enterprise Products Group and Chief Product Officer since January 2009. From 2001 until 2007, Mr. Ziv held several senior executive positions with SAP AG, a leading global enterprise software company, including General Manager of SAP s Small Business Solutions, Managing Director of SAP Labs Israel and Vice President responsible for the research and development of the SAP Portal product. Prior to joining SAP, Mr. Ziv was one of the original members, and the head of global research & development, of Top Tier Software, a leading enterprise portal company (acquired by SAP in 2001). Mr. Ziv holds a Bachelor of Science degree in Computer Engineering from the Technion Israel Institute of Technology.

Israel Livnat has served as our Corporate Vice President and President of the Security Group since May 2006. Prior to joining NICE, he served since 2001 as the President and CEO of Elta Systems Ltd. Prior to his last position as the President of Elta Systems, Mr. Livnat headed a division in Israeli Aircraft Industries Ltd., leading the development of the Arrow weapons system. Before that he was Vice President Engineering in the same division in Israeli Aircraft Industries, and director for hardware engineering at Daisy Systems Mountain View California, leading state-of-the-art developments in the hardware and software of large computer-embedded systems. Mr. Livnat holds a Bachelor of Science degree in Electrical Engineering from the Technion Israel Institute of Technology, and an Executive MBA from Stanford University. He was awarded the prestigious Israeli Industry Prize in 2004.

David Sosna is the Chief Executive Officer and a co-founder of Actimize Ltd., a NICE company. Mr. Sosna joined the NICE management team in 2007, when Actimize was acquired by NICE. Prior to serving as CEO of Actimize, Mr. Sosna served as its Executive Vice President of New Business Development. Before Actimize, Mr. Sosna founded Gilon Information Systems, which grew into Israel s largest business intelligence company. Mr. Sosna holds a Bachelor s degree in Industrial Engineering and Management, from Ben-Gurion University.

Dafna Gruber has served as our Corporate Vice President and Chief Financial Officer since June 2007. From 2001 until May 2007, she served as the Chief Financial Officer of Alvarion Ltd., a NASDAQ-listed company that provides innovative wireless network solutions. From 1997 to 2001, Ms. Gruber was the Chief Financial Officer of BreezeCOM Ltd., which was merged with Floware Wireless Systems Ltd. to create Alvarion, prior to which she was the controller of BreezeCOM from 1996 to 1997. From 1993 to 1996, Ms. Gruber was a controller at Lannet Data Communications Ltd., subsequently acquired by Lucent Technologies Inc. Ms. Gruber is a certified public accountant and holds a Bachelor s degree in Accounting and Economics from Tel Aviv University.

Yechiam Cohen has served as our Corporate Vice President, General Counsel and Corporate Secretary since 2005. From 1996 to 2004, he served as General Counsel of Amdocs, a leading provider of billing and CRM software solutions to the telecommunications industry. Before joining Amdocs, Mr. Cohen was a partner in the Tel Aviv law firm of Dan Cohen, Spigelman & Company. From 1987 to 1990, he was an associate with the New York law firm of Dornbush, Mensch, Mandelstam and Schaeffer. Mr. Cohen served as a law clerk to Justice Beijski of the Supreme Court of Israel in Jerusalem. He holds a Bachelor s degree from the Hebrew University School of Law and is admitted to practice law in Israel and New York.

Eran Porat has served as our Corporate Vice President, Finance since 2004. From March 2000 to 2004, he served as our Corporate Controller. From 1997 to February 2000, Mr. Porat served as Corporate Controller of Tecnomatix Technologies Ltd. From 1996 to 1997, he served as Corporate Controller of Nechushtan Elevators Ltd. Mr. Porat is a certified public accountant and holds a Bachelor s degree in economics and accounting from Tel Aviv University.

Eran Liron has served as our Corporate Vice President, Business Development since February 2006. From 2004 to 2006, he served as Director of Corporate Development at Mercury Interactive Corporation, a software company, and prior thereto he held several business development positions at Mercury Interactive. Before joining Mercury, Mr. Liron served in several marketing roles at software startups and at Tower Semiconductor. Mr. Liron holds a Bachelor of Science degree from the Technion Israel Institute of Technology and a Doctorate in Business from the Stanford Graduate School of Business in California.

Dan Yalon has served as our Corporate VP Strategy and Strategic Alliances since November 2007. From 2003 to 2007, Mr. Yalon held several business development positions at Amdocs Ltd., the last of which was as the Head of Strategy and New Business Initiatives, where he established the company s strategic planning and execution capabilities, translating corporate vision and strategic planning into actionable growth initiatives. From 2000 to 2003, Mr. Yalon was a strategy consultant with U.S.-based firm Monitor Company and with Israeli firm P.O.C Management Consulting. Mr. Yalon holds a Bachelor s degree in Law and a Bachelor s degree in management, both from the Hebrew University of Jerusalem.

There are no family relationships between any of the directors or executive officers named above.

Compensation

The aggregate compensation paid to or accrued on behalf of all our directors and executive officers as a group of 20 persons during 2008 consisted of approximately $5.7 million in salary, fees, bonus, commissions and directors fees and approximately $0.1 million in amounts set aside or accrued to provide pension, retirement or similar benefits, but excluding amounts we expended for automobiles made available to our officers, expenses (including business travel, professional and business association dues and expenses) reimbursed to our officers and other fringe benefits commonly reimbursed or paid by companies in Israel.

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During 2008, our officers and directors received, in the aggregate, options and restricted shares with respect to 629,500 ordinary shares under our equity based compensation plans. These options and restricted shares have an average price of $28.39 and the options will expire six years after the date the options were granted.

Pursuant to the requirements of the Israeli Companies Law, 5759 1999, or the Companies Law, remuneration of our directors generally requires shareholder approval. Compensation and reimbursement for outside directors (as described below) is statutorily determined pursuant to the Companies Law. Effective as of July 29, 2008, we pay each of our directors, including outside directors, an annual fee of NIS 90,000 (equivalent to approximately $23,684) and a meeting attendance fee of NIS 3,250 (equivalent to approximately $855), including for meetings of committees of the board of directors. Our directors are also entitled to an annual grant of options to purchase 5,000 of our ordinary shares and our Chairman of the Board is entitled to an annual grant of options to purchase 15,000 ordinary shares on the date of our annual general meeting during each calendar year until and including the 2010 annual general meeting. These options fully vest following the lapse of twelve (12) months from the applicable date of grant and are granted under the Nice-Systems Ltd. 2003 Stock Option Plan. In addition, effective as of July 29, 2008, our Chairman of the Board receives a special annual fee in the amount of NIS 180,000 (equivalent to approximately $47,368).

Board Practices

Corporate Governance Practices

We are incorporated in Israel and therefore are subject to various corporate governance practices under the Companies Law, relating to such matters as outside directors, the audit committee, the internal auditor and approvals of interested party transactions. These matters are in addition to the ongoing listing conditions of the NASDAQ and other relevant provisions of U.S. securities laws. Under the NASDAQ rules, a foreign private issuer may generally follow its home country rules of corporate governance in lieu of the comparable NASDAQ requirements, except for certain matters such as composition and responsibilities of the audit committee and the independence of its members. For further information see Item 16G Corporate Governance.

General Board Practices

Our articles of association provide that the number of directors serving on the board shall be not less than three but shall not exceed thirteen. Our directors, other than outside directors, are elected at the annual shareholders meeting to serve until the next annual meeting or until their earlier death, resignation, bankruptcy, incapacity or removal by an extraordinary resolution of the general shareholders meeting. Directors may be re-elected at each annual shareholders meeting. The board may appoint additional directors (whether to fill a vacancy or create new directorships) to serve until the next annual shareholders meeting, provided, however, that the board shall have no obligation to fill any vacancy unless the number of directors is less than three.

The board may, subject to the provisions of the Companies Law, appoint a committee of the board and delegate to such committee all or any of the powers of the board, as it deems appropriate. Notwithstanding the foregoing, the board may, at any time, amend, restate or cancel the delegation of any of its powers to any of its committees. The board has appointed an internal audit committee, as required under the Companies Law, that has four members, an audit committee that currently has four members and a compensation committee that has five members. We do not have, nor do our subsidiaries have, any directors service contracts granting to the directors any benefits upon termination of their employment.

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Outside Directors

Under the Companies Law, companies incorporated under the laws of Israel whose shares have been offered to the public in or outside of Israel are required to appoint at least two outside directors.

To qualify as an outside director, an individual or his or her relative, partner, employer or any entity under his or her control, may not have as of the date of appointment as an outside director, and may not have had during the previous two years, any affiliation with the company, with any entity controlling the company on the date of the appointment or with any entity whose controlling shareholder, on the date of the appointment or during the previous two years, is the company or an entity controlling the company. In general, the term affiliation includes:

- an employment relationship;
- a business or professional relationship maintained on a regular basis;
- control; and
- service as an office holder.

No person may serve as an outside director if the person s position or other activities create, or may create, a conflict of interest with the person s responsibilities as an outside director or may otherwise interfere with the person s ability to serve as an outside director.

Outside directors are to be elected by a majority vote at a shareholders meeting, provided that either:

- the majority of shares voted at the meeting shall include at least one-third of the shares of non-controlling shareholders present at the meeting and voting on the matter (without taking into account the votes of the abstaining shareholders); or
- the total number of shares of non-controlling shareholders voted against the election of the outside directors does not exceed one percent of the aggregate voting rights in the company.

The term of an outside director is three years and may be extended for an additional term of three years. Thereafter, he or she may be reelected by our shareholders for additional periods of up to three years each only if the audit committee and the board of directors confirm that, in light of the outside director s expertise and special contribution to the work of the board of directors and its committees, the reelection for such additional period is beneficial to the company. Each committee of a company s board of directors which is empowered to exercise any of the board s powers is required to include at least one outside director.

Mr. Dan Falk was elected for a third term as an outside director and Ms. Yocheved Dvir was elected as an outside director for the first time at our Annual General Meeting held on December 24, 2007, and their election became effective as of January 1, 2008. An outside director is entitled to compensation as provided in regulations adopted under the Companies Law and is otherwise prohibited from receiving any other compensation, directly or indirectly, from the company. In accordance with such regulations, at our 2008 annual general meeting of shareholders, our shareholders approved that our outside directors are to receive compensation equal to that paid to the other members of the board of directors. For further information, please see Item 6, Directors, Senior Management and Employees Compensation in this annual report.

Financial and Accounting Expertise

Pursuant to new provisions of the Companies Law effective from April 2006, our board of directors has determined that at least one member of our board of directors must be an accounting and financial expert. The Companies Law requires that all outside directors must be professionally qualified. Under the NASDAQ rules, each member of our audit committee must be financially literate and at least one of the members must have experience or background that results in such member s financial sophistication. Our board of directors has determined that Dan Falk is an accounting and financial expert for purposes of the Companies Law and is financially sophisticated for purposes of the NASDAQ rules. See also Item 16A, Audit Committee Financial Expert in this annual report.

Independent Directors

Under the rules of the NASDAQ Global Select Market, a majority of our directors are required to be independent as defined in NASDAQ s rules. All of our directors satisfy the respective independence requirements of NASDAQ.

Audit Committee

The NASDAQ rules also require that the audit committee of a listed company must be composed of at least three directors, each of whom is (i) independent; (ii) does not receive any compensation (except for board fees) from the company; (iii) is not an affiliated person of the company or any subsidiary; and (iv) has not participated in the preparation of the company s (or a current subsidiary s) financial statements during the past three years. All of the current members of our audit committee (presently comprised of Joseph Atsmon (Chairman), Ron Gutler, Dan Falk and Yocheved Dvir) meet the NASDAQ standards described above.

Our audit committee has adopted a charter specifying the committee s purpose and outlining its duties and responsibilities which include, among other things: (i) appointing, retaining and compensating the company s independent auditor, subject to shareholder approval, and (ii) pre-approving all services of the independent auditor. The audit committee must review and approve all related party transactions. Our audit committee is also authorized to act as our qualified legal compliance committee. As such, our audit committee will be responsible for investigating reports made by attorneys appearing and practicing before the SEC in representing us, of perceived material violations of U.S. federal or state securities laws, breaches of fiduciary duty or similar material violations of U.S. law by us or any of our agents.

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We believe we currently meet the applicable NASDAQ requirements and we intend to continue to take all actions as may be necessary for us to maintain our compliance with applicable NASDAQ requirements.

Internal Audit Committee

The Companies Law requires public companies to appoint an internal audit committee. The role of the internal audit committee under the Companies Law is to examine flaws in the management of the company s business in consultation with the internal auditors and the independent accountants, and to propose remedial measures to the board. The internal audit committee also reviews interested party transactions for approval as required by law. Under the Companies Law, an internal audit committee must consist of at least three directors, including all of the outside directors. The chairman of the board of directors, any director employed by or otherwise providing services to the company on a regular basis, and a controlling shareholder or any relative of a controlling shareholder, may not be a member of the internal audit committee. All of the current members of our internal audit committee (presently comprised of Joseph Dauber (Chairman), Joseph Atsmon, Dan Falk and Yocheved Dvir) meet these qualifications.

Internal Auditor

Under the Companies Law, the board of directors must appoint an internal auditor, proposed by the internal audit committee. The role of the internal auditor is to examine, among other matters, whether the company s activities comply with the law and orderly business procedure. Under the Companies Law, the internal auditor may be an employee of the company but may not be an interested party or office holder, or a relative of any interested party or office holder, and may not be a member of the company s independent accounting firm or its representative. We have appointed an internal auditor in accordance with the requirements of the Companies Law.

Compensation Committee

As required by NASDAQ rules, our compensation committee approves the compensation of our executive officers. The compensation of our chief executive officer also requires the approval of our board of directors under the Companies Law. The compensation committee is also authorized to approve the grant of stock options and other securities to eligible grantees under our benefit plans pursuant to guidelines adopted by our board of directors. However, grants of stock options and other securities to our executive officers also require approval of our board of directors. The current members of this committee, each of whom satisfies the respective independence requirements of NASDAQ, are Dan Falk (chairman), Rimon Ben Shaoul, Joseph Dauber, Ron Gutler and John Hughes.

Nominations Committee

As required by NASDAQ rules, our nominations committee recommends candidates for election to our board of directors pursuant to a written charter. The current members of this committee, all of whom are independent directors, are Ron Gutler and Dan Falk.

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Employees

At December 31, 2008, we had 2,404 employees worldwide, which represented an increase of 10.7% from year-end 2007.

The following table sets forth the number of our full-time employees at the end of each of the last three fiscal years as well as the main category of activity and geographic location of such employees:

	At December 31,		
Category of Activity	**2006**	**2007**	**2008**
Operations	104	116	105
Customer Support	620	724	852
Sales & Marketing	389	450	492
Research & Development	427	564	597
General & Administrative	239	318	358
Total	1,779	2,172	2,404
Geographic Location			
Israel	692	923	1,014
Americas	722	811	864
Europe	269	301	355
Asia Pacific	96	137	171
Total	1,779	2,172	2,404

We also utilize temporary employees in various activities. On average, we employed 17 temporary employees and obtained services from 257 consultants (not included in the numbers set forth above) during 2008.

Our future success will depend in part upon our ability to attract and retain highly skilled and qualified personnel. Although competition for such personnel is generally intense, we believe that adequate personnel resources are currently available in Israel to meet our requirements.

We are not a party to any collective bargaining agreement with our employees or with any labor organization. However, we are subject to certain labor related statutes, and to certain provisions of collective bargaining agreements between the Histadrut (General Federation of Labor in Israel) and the Coordinating Bureau of Economic Organizations (including the Industrialists Association of Israel) that are applicable to our Israeli employees by order of the Israeli Ministry of Labor and Welfare. These statutes and provisions principally concern the length of the work day and the work week, minimum wages for workers, insurance for work-related accidents, determination of severance pay and other conditions of employment. Furthermore, pursuant to such provisions, the wages of most of our Israeli employees are automatically adjusted based on changes in the Israeli consumer price index, or CPI. The amount and frequency of these adjustments are modified from time to time. Israeli law generally requires the payment by employers in Israel of severance pay upon the death of an employee, his retirement or upon termination of employment by the employer without due cause. We currently fund our ongoing severance obligations in Israel by making monthly payments to approved severance funds or insurance policies. Please see Note 2Q to our Consolidated Financial Statements. In addition, according to the National Insurance Law, Israeli employers and employees are required to pay predetermined sums to the National Insurance Institute, an organization similar to the U.S. Social Security Administration. These contributions entitle the employees to benefits in periods of unemployment, work injury, maternity leave, disability, reserve military service and bankruptcy or winding-up of the employer. Since January 1, 1995, such amount also includes payments for national health insurance. The payments to the National Insurance Institute are equal to approximately 17% of an employee s wages (up to a certain cap as determined from time to time by law), of which the employee contributes approximately 66% and the employer contributes approximately 34%.

In addition to our severance obligations for employees located in Israel, we pay severance benefits to our employees located elsewhere in accordance with the local laws and practices of the countries in which they are employed.

Employment Agreements

We have employment agreements with our officers. Pursuant to these employment agreements, each party may terminate the employment for no cause by giving a 30, 60 or 90 day prior written notice (six months in the case of certain senior employees). In addition, we may terminate such agreement for cause with no prior notice. The agreements generally include non-competition and non-disclosure provisions, although the enforceability of non-competition provisions in employment agreements under Israeli law is very limited.

Share Ownership

As of March 11, 2009, our directors and executive officers beneficially owned an aggregate of 854,252 ordinary shares, or approximately 1.4% of our outstanding ordinary shares. This figure includes 45,280 unvested restricted shares as well as options to purchase ordinary shares that were vested on such date or that were scheduled to vest within the following 60 days. The restricted shares and options have an average exercise price of $22.49 per share and the options expire between 2010 and 2016. No individual director or executive officer beneficially owns 1% or more of our outstanding ordinary shares.

The following is a description of each of our option plans, including the amount of options currently outstanding and the weighted average exercise price.

1995 Stock Option Plan

In 1995, we adopted the NICE-Systems Ltd. 1995 Stock Option Plan, or 1995 Plan, to attract, motivate and retain talented employees by rewarding performance and encouraging behavior that will improve our profitability. Under the 1995 Plan, our employees and officers may be granted options to acquire our ordinary shares. The options to acquire ordinary shares are granted at an exercise price of not less than the fair market value of the ordinary shares on the date of the grant, subject to certain exceptions which may be determined by our board of directors. We have registered, through the filing of registration statements on Form S-8 with SEC under the Securities Act of 1933, 12,000,000 ADSs for issuance under the 1995 Plan.

Under the terms of the 1995 Plan, 25% of each stock option granted becomes exercisable on each of the first, second, third and fourth anniversaries of the date of grant so long as the grantee is, subject to certain exceptions, employed by us at the date the stock option becomes exercisable. As of February 15, 2000, our board of directors adopted a resolution amending the exercise terms of the 1995 Plan whereby 25% of the stock options granted become exercisable on the first anniversary of the date of grant and 6.25% becomes exercisable once every quarter during the subsequent three years. Stock options expire six years after the date of grant. Stock options are non-transferable except upon the death of the grantee. When applicable, the options are held by, and registered in the name of, a trustee for a period of two years after the date of grant in accordance with Section 102 of the Israeli Income Tax Ordinance, or the Tax Ordinance.

On December 19, 2003, the board of directors resolved to elect the Capital Gains Route (as defined in Section 102(b)(2) of the Tax Ordinance) for the grant of options to Israeli grantees. Generally, subject to the fulfillment of the provisions of Section 102 of the Tax Ordinance, under the Capital Gains Route gains realized from the sale of shares issued upon exercise of options will mostly be taxed at a rate of only 25% and partially at the marginal income tax rate applicable to the grantee (up to 47% in 2008). In general, all options granted to Israeli grantees, shares issued upon exercise of such options and any bonus shares issued with respect to such shares will be held in trust for the benefit of the grantee for at least a period equal to the shorter of 30 months from the date of grant or two years from the end of the tax year in which the options are granted. Following an amendment to the Tax Ordinance which came into effect on January 1, 2006, the aforementioned trust period for options granted on or after January 1, 2006 is 24 months from the date of grant. The options may not be released from the trust prior to the payment of the grantee s tax liabilities. In the event the requirements of Section 102 for the allocation of options according to the Capital Gains Route are not met, the applicable marginal income tax rates will apply.

The 1995 Plan is generally administered by our compensation committee, which determines the grantees under the 1995 Plan and the number of options to be granted. As of April 5, 2009, there were no outstanding options to purchase ordinary shares under the 1995 Plan. All of the outstanding options under this plan have expired.

2003 Stock Option Plan

In December 2003, we adopted the NICE-Systems Ltd. 2003 Employee Stock Option Plan, or 2003 Plan, to attract, motivate and retain talented employees by rewarding performance and encouraging behavior that will improve our profitability. Under the 2003 Plan, our employees, officers and directors may be granted options to acquire our ordinary shares. The options to acquire ordinary shares are granted at an exercise price of not less than the fair market value of the ordinary shares on the date of the grant, subject to certain exceptions which may be determined by our board of directors. We have registered, through the filing of registration statements on Form S-8 with SEC under the Securities Act of 1933, 8,962,112 ADSs for issuance under the 2003 Plan.

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Generally, under the terms of the 2003 Plan, 25% of the stock options granted become exercisable on the first anniversary of the date of grant and 6.25% becomes exercisable once every quarter during the subsequent three years. Stock options expire six years after the date of grant. Stock options are non-transferable except upon the death of the grantee. For information regarding options granted under the 2003 Plan to our directors, please see Item 6, Directors, Senior Management and Employees Compensation in this annual report.

Pursuant to the Tax Reform and in order to comply with the provisions of Section 102 of the Tax Ordinance, on January 5, 2004, our board of directors adopted an addendum to our share option plan with respect to options granted as of December 2, 2003, to grantees who are residents of Israel (the Addendum). The Addendum does not add to nor modify our share option plan in respect of grantees that are not residents of Israel. On December 19, 2003, the board of directors resolved to elect the Capital Gains Route (as defined in Section 102(b)(2) of the Tax Ordinance) for the grant of options to Israeli grantees, which is described above under 1995 Stock Option Plan.

The 2003 Plan provides that the number of ordinary shares reserved for issuance thereunder shall increase each year commencing in 2004 by the lesser of (x) 600,000 ordinary shares or (y) two percent (2%) of the total number of outstanding ordinary shares as of December 31st of the immediately preceding calendar year. On September 28, 2005, our shareholders approved the transfer of ordinary shares reserved for issuance under our ESPP (as defined below) to the 2003 Plan. According to such shareholders resolution, 400,000 ordinary shares remain reserved under the ESPP, and the balance of 1,062,112 ordinary shares were transferred to the 2003 Plan. The ESPP provides for an annual addition of 500,000 ordinary shares to the pool of ordinary shares. Those additional shares will be transferred to the 2003 Plan each year until calendar year 2009. In addition, on December 21, 2006, our shareholders approved an increase in the number of ordinary shares reserved for issuance under the 2003 Plan by 1,300,000 shares.

The 2003 Plan is generally administered by our compensation committee, which determines the grantees under the 2003 Plan and the number of options to be granted. As of March 31, 2009, options to purchase 4,574,203 ordinary shares were outstanding under the 2003 Plan at a weighted average exercise price of $27.13.

1999 Amended and Restated Employee Stock Purchase Plan

In 1999, we adopted the NICE-Systems Ltd. 1999 Employee Stock Purchase Plan, or ESPP, in order to provide an incentive to our employees and the employees of our subsidiaries by providing them with an opportunity to purchase our ordinary shares through accumulated payroll deductions, and thereby enable such persons to share in the future growth of our business. We amended the ESPP in December 2003 and in December 2005. We have registered, through the filing of a registration statement on Form S-8 with SEC under the Securities Act, 1,437,888 ADSs for issuance under the ESPP. Following the resolution of our shareholders of September 28, 2005, to transfer 1,062,112 ordinary shares from the ESPP to the 2003 Plan, 437,888 ADSs remain registered for issuance under the ESPP.

Under the terms of the ESPP, eligible employees (generally, all our employees and the employees of our eligible subsidiaries who are not directors or controlling shareholders) may, on January 1 and July 1 of each year in which the ESPP is in effect, elect to become participants in the ESPP for that six-month period by filing an agreement with us arranging for payroll deductions of between 2% and 10% of such employee s compensation for the relevant period. An employee s election to purchase ordinary shares under the ESPP is subject to his or her right to withdraw from the ESPP prior to exercise, six months after the offering date. The price per ordinary share under the ESPP is 95% of the closing sales price of one ADR as quoted on NASDAQ on the semi-annual purchase date.

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For information on the transfer of ordinary shares reserved for issuance under the ESPP to the 2003 Plan, please see the description under the caption 2003 Stock Option Plan above.

Actimize Ltd. 2003 Omnibus Stock Option and Restricted Stock Incentive Plan

Pursuant to the terms of the acquisition of Actimize Ltd. in August 2007, we assumed and replaced the stock options and restricted shares granted by Actimize.

In 2003, Actimize adopted the 2003 Omnibus Stock Option and Restricted Stock Incentive Plan, or the 2003 Actimize Plan, to afford an incentive to employees, officers, office holders, directors, subcontractors and consultants of Actimize or any subsidiary of Actimize, to acquire a proprietary interest in Actimize, to increase their efforts on behalf of Actimize and to provide the success of Actimize s business. Under the 2003 Actimize Plan, the grantees could be granted options to acquire Actimize s ordinary shares, restricted shares and shares. Incentive stock options to acquire ordinary shares of Actimize were granted at an exercise price not less than the fair market value of the ordinary shares of Actimize on the date of grant or as determined by Actimize s board of directors or by a committee thereof. In addition, the options were granted at an exercise price of not less than the par value of the ordinary shares of Actimize.

In September 2007, we registered, through the filing of a registration statement on Form S-8 with the SEC under the Securities Act, an aggregate of 987,104 ADSs, which are comprised of (i) 564,225 ADSs subject to issuance upon the exercise of stock options outstanding under the 2003 Actimize Plan and (ii) 422,879 ADSs representing restricted ordinary shares issued in lieu of restricted shares issued under the 2003 Actimize Plan.

Generally, under the terms of the 2003 Actimize Plan, 25% of the options granted become exercisable on the first anniversary of the date of grant and 6.25% become exercisable following the lapse of every consecutive quarter thereafter during the subsequent three years. Options generally expire ten years after the date of grant. Options are non-transferable except upon the death of the grantee. When applicable, the options are held by, and registered in the name of, a trustee for a period of two years after the date of grant in accordance with Section 102 of the Israeli Income Tax Ordinance.

As of March 31, 2009, options to purchase 366,052 ordinary shares of NICE were outstanding and 129,499 restricted shares were issued under the 2003 Actimize Plan at a weighted average exercise price of $11.72 and $0.96, respectively. No additional grants are being made under this plan following the acquisition of Actimize.

2008 Share Incentive Plan

In June 2008, we adopted the NICE-Systems Ltd. 2008 Share Incentive Plan, or 2008 Plan, to provide incentives to employees, directors, consultants and/or contractors by rewarding performance and encouraging behavior that will improve our profitability. Under the 2008 Plan, our employees, directors, consultants and/or contractors may be granted any equity-related award, including any type of an option to acquire our ordinary shares and/or share appreciation right and/or share and/or restricted share and/or restricted share unit and/or other share unit and/or other share-based award and/or other right or benefit under the Plan (each an Award). The options to acquire ordinary shares are granted at an exercise price of not less than the fair market value of the ordinary shares on the date of the grant, subject to certain exceptions which may be determined by our board of directors, including in some cases options granted with an exercise price of zero. We have registered, through the filing of registration statements on Form S-8 with the SEC under the Securities Act of 1933, 2,000,000 ADSs for issuance under the 2008 Plan.

Generally, under the terms of the 2008 Plan, 25% of an Award granted becomes exercisable on the first anniversary of the date of grant and 6.25% becomes exercisable once every quarter during the subsequent three years. Specifically with respect to restricted share units, unless determined otherwise by the board of directors, 25% of the restricted share units granted become vested on each of the four consecutive annual anniversaries following the date of grant. Awards with a vesting period expire six years after the date of grant. Awards are non-transferable except by will or the laws of descent and distribution.

Our board of directors adopted an addendum to the 2008 Plan for Awards granted to grantees who are residents of Israel (the Addendum). On June 16, 2008, our board of directors resolved to elect the Capital Gains Route (as defined in Section 102(b)(2) of the Tax Ordinance) for the grant of Awards to Israeli grantees, which is described above under 1995 Stock Option Plan**.** The U.S. addendum of the 2008 Plan provides only for non-qualified stock options for purposes of U.S. tax laws.

The 2008 Plan provides that the number of shares that may be subject to Awards granted under the 2008 Plan shall be an amount per calendar year, equal to 3.5% of our issued and outstanding share capital as of December 31 of the preceding calendar year. Such amount is reset for each calendar year. By setting this target, our board of directors took into account the need for current employee retention and retention of future employees. For 2008, the aforementioned amount was reduced by the number of shares subject to Awards granted by us during the 2008 calendar year under the 2003 Plan.

The 2008 Plan is generally administered by our board of directors and compensation committee, which determines the grantees under the 2008 Plan and the number of Awards to be granted. As of March 31, 2009, options and restricted share units to purchase 1,509,849 ordinary shares were outstanding under the 2008 Plan at a weighted average exercise price of $28.33.

Item 7. Major Shareholders and Related Party Transactions.

Major Shareholders

As of April 5, 2009, no person known to us is the beneficial owner of 5% or more of our outstanding ordinary shares. None of our shareholders has any different voting rights than any other shareholder.

As of April 3, 2009, we had approximately 73 ADS holders of record in the United States, holding approximately 65% of our outstanding ordinary shares, as reported by The Bank of New York, the depositary for our ADSs.

As of December 11, 2008, Migdal Insurance and Financing Holdings Ltd. held 2,944,307, or 4.8%, of our ordinary shares. This information is based upon a Schedule 13G/A filed by Migdal Insurance and Financing Holdings Ltd. with the SEC on that date. As of December 3, 2008, Migdal Insurance and Financing Holdings Ltd. held 3,068,603, or 5.1%, of our ordinary shares, according to a Schedule 13G filed by Migdal Insurance and Financing Holdings Ltd. with the SEC on that date.

As of December 31, 2008, Massachusetts Financial Services Company held 336,918, or 0.6%, of our ordinary shares. This information is based upon a Form 13G/A, filed by Massachusetts Financial Services Company with the SEC on February 9, 2009. As of December 31, 2007, Massachusetts Financial Services Company held 3,040,862, or 5.2%, of our ordinary shares, according to a Schedule 13G/A filed by Massachusetts Financial Services Company with the SEC on February 8, 2008.

As of February 13, 2008, FMR LLC (formerly FMR Corp.) held 1,585,074, or 2.7%, of our ordinary shares. This information is based upon a Schedule 13G filed by FMR LLC with the SEC on that date. As of December 12, 2007, FMR LLC held 4,120,994, or 6.9%, of our ordinary shares, according to a Schedule 13G filed by FMR LLC with the SEC on that date.

As of March 31, 2007, Columbia Wanger Asset Management, L.P. held 2,252,981, or 4.3%, of our ordinary shares. This information is based upon a Form 13F, filed by Columbia Wanger with the SEC on May 14, 2007. As of January 10, 2007, Columbia Wanger held 2,742,400, or 5.3%, of our ordinary shares, according to a Schedule 13G, filed by Columbia Wanger with the SEC on that date.

To our knowledge, we are not directly or indirectly owned or controlled by another corporation or by any foreign government and there are no arrangements that might result in a change in control of our company.

Related Party Transactions

None.

Item 8. Financial Information.

Consolidated Statements and Other Financial Information

See Item 18, Financial Statements.

Legal Proceedings

We are not involved in any legal proceedings that we believe, individually or in the aggregate, will have a material adverse effect on our business, financial condition or results of operation, except as noted below.

Witness Patent Infringement Lawsuits

On July 20, 2004, S.T.S. Software Systems Ltd. (STS) filed a lawsuit in the U.S. District Court for the Southern District of New York charging Witness Systems, Inc. (Witness) with infringement of VoIP patents in the U.S. On June 26, 2007, we joined as a plaintiff in the litigation. A trial took place in the U.S. District Court for the Northern District of Georgia during the week of March 17, 2008 and on May 25, 2008. The Court dismissed the claim and determined that Witness Systems does not infringe our patents.

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On August 30, 2004, Witness filed a patent infringement action in the Federal Court for the Northern District of Georgia against NICE Systems, Inc. Witness subsequently filed an identical action against us in the same court. Witness accused us of infringing two U.S. patents relating to certain technology used with some of our products, mainly screen capture. A trial did not take place.

On January 19, 2006 Witness filed a patent infringement action in the Federal Court for the Northern District of Georgia against the Company and NICE Systems, Inc., alleging the infringement of a certain U.S patent relating to certain technology used with some of our products, mainly Nice Perform. A trial took place during the week of May 12, 2008. The jury decided that we infringe Witness patent and adjudicated monetary damages of $3.3 million. We filed a motion to revoke the jury s decision and Witness filed a motion for a permanent injunction against us, to which we submitted our response.

On May 10, 2006, NICE and NICE Systems, Inc. filed a new lawsuit against Witness in the United States District Court for the District of Delaware claiming that Witness was infringing ten U.S. patents. These patents cover various aspects of recording customer interaction communications and traditional logging. A trial took place before a jury on January 14, 2008. The jury deadlocked and on January 25, 2008 and a mistrial was declared. We filed a motion for a new trial date for the case.

On August 1, 2008, we entered into an agreement with Verint Systems Inc. (that acquired Witness in 2007) to settle and dismiss all patent disputes between the two companies, which had commenced with Witness Systems, Inc., as detailed above.

Multi-Format Patent Infringement Lawsuit

On September 3, 2008, Multi-Format, Inc. filed a lawsuit against Harrah s Entertainment, Inc. and Nice Systems Inc., a wholly owned subsidiary of ours, in the United States District Court for the District of New Jersey, alleging infringement of a U.S. patent and requesting damages. The patent purports to cover a PC-based system for monitoring and sorting representative images from video cameras, for security or other monitoring purposes. Multi-Format alleges that the defendants infringed one or more of the claims of the patent by making, using, selling, offering for sale and/or importing video surveillance products, including the NiceVision Pro and NiceVision Harmony products, and that Nice Systems Inc. has induced infringement of the patent through its sale and supplying of video surveillance solutions to Bally s Atlantic City and/or other third parties or customers. On December 10, 2008, Multi-Format filed an Amended Complaint substituting Bally s Park Place, Inc. for Harrah s Entertainment, Inc. We filed a response and counterclaim on December 23, 2008, to which Multi-Format responded on January 7, 2009. An initial scheduling hearing took place on January 26, 2009. Multi-Format has not identified any specific patent claim it believes was infringed and has not made a monetary demand. Nice Systems Inc. has undertaken to represent and indemnify Harrah s Entertainment in respect of this lawsuit.

CipherActive Lawsuit

On October 19, 2004, CipherActive filed an action against us in the District Court of Tel Aviv. In this lawsuit, CipherActive claims that under a development agreement with us, it is entitled to receive license fees in respect of certain software that it allegedly developed for us and which has been embedded in one of our products. CipherActive claims that it is entitled to license fees in an amount of $600,000, in addition to the amount of $100,000 already paid to CipherActive by us in respect of such license fees. In our statement of defense we claim that the software developed by CipherActive under the agreement has not been successful in the market, is no longer embedded in our product and, therefore, CipherActive is not entitled to any additional license fees. Both parties to this litigation have recently agreed to submit the matter to binding arbitration and hearings are expected to take place during the month of May 2009. The arbitration agreement approved by the Court determines that our liability shall not exceed $600,000 plus interest and expenses.

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Dictaphone Corp. v. VoicePrint.

On July 27, 2004, Dictaphone Corp. filed an action against VoicePrint in the United States District Court for the Central District of California asserting the infringement by VoicePrint of the same patents as those asserted in the Mercom Systems lawsuit, which we subsequently acquired from Dictaphone. This lawsuit has been settled in principle. The documentation for this settlement has not been finalized and executed by the parties.

Calyon Dispute

In December 2006, Calyon Corporate and Investment Bank filed a suit against us in the District Court of Tel Aviv, demanding repayment of $648,144 plus accrued interest, for a total amount of $740,395. We had deducted this amount in January 2004 from a payment transferred from an account of Thales maintained with Calyon to our account, at the instruction of Thales, in connection with our acquisition of TCS from Thales. We had notified TCS in 2004 that we had setoff such amount with respect to an overdue payment by TCS to us. The dispute was submitted to mediation, however the mediation process failed and the proceedings were returned to the District Court of Tel Aviv. This lawsuit is in its initial stages and the first hearing is scheduled to take place on June 23, 2009.

Formatest Dispute

On March 9, 2007, Formatest AG filed a claim against NICE Switzerland AG, a wholly owned subsidiary of ours, in the Cantonal Court of Zug, Switzerland. The claim was in the amount of EUR 1,187,793 (plus interest at 5% per annum) and was made in connection with an agreement dated December 10, 2004 between FAST Video Security AG (now NICE Switzerland AG) and Formatest AG. On June 19, 2007, NICE and Formatest AG entered into an agreement settling all claims.

We believe we are entitled to recover all or a substantial part of the settlement amount paid to Formatest AG (with the addition of legal costs) under the terms of indemnification provision contained in the sale and purchase agreement between the selling shareholders of FAST Video Security AG (the Sellers) and NICE dated November 16, 2006 (the Agreement). On December 18, 2007, the Sellers issued a Notice of Arbitration in the Zurich Chamber of Commerce, claiming that NICE should pay them an amount of $1,228,766 (plus late payment interest of 5% from July 2007), which is the remaining unpaid portion of the first earn out payment under the Agreement, release $3,000,000 (plus accrued interest) from the escrow account pursuant to the Agreement, plus an additional late release interest of 5%, and compensate them for loss incurred due to deteriorating exchange rates and other related expenses. Prior to the commencement of the arbitration proceedings, we released to the Sellers a partial payment of $1,400,000 out of the escrow funds and paid to the Sellers the amount of $1,228,766.60.

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On June 23, 2008, the Sellers filed their statement of claim, asking for payments of $1,600,000 (representing the balance of the escrow funds) plus additional amounts for interest, losses on the exchange rate, legal costs for the defense of the Formatest claim, and unspecified legal costs and expenses related to the arbitration proceeding. We filed a statement of defense and counterclaim on August 25, 2008, seeking an award dismissing the Sellers claims and holding the Sellers liable (jointly and severally) for the payment of EUR 831,600 and additional amounts, plus interest and unspecified arbitration costs. Pursuant to the current procedural timetable, the arbitration proceedings are expected to take place in the first half of 2009, and an award is not expected to be rendered before July 2009.

Nice Systems Inc. Discrimination in Employment Disputes

On October 26, 2007, two former employees of Nice Systems Inc. filed a lawsuit against NICE and Nice Systems Inc., alleging violations of various laws prohibiting discrimination in employment. The dispute was settled in December 2008 between the parties.

On December 19, 2007, a former employee of Nice Systems Inc. sent NICE and Nice Systems Inc. a letter alleging engagement in prohibited discrimination in employment and retaliation in terminating his employment. The dispute was settled in December 2008 between the parties.

Actimize Former Employee Dispute

On October 15, 2007, a former employee of Actimize Ltd., a wholly owned subsidiary of ours, filed a claim with the Tel Aviv District Labor Court, seeking a declaration that he is entitled to 0.5% of the outstanding share capital of Actimize Ltd. In its statement of defense, Actimize Ltd. claimed that once the former employee chose not to exercise his vested options upon termination of his employment with the company, such options expired. In addition, Actimize Ltd. claimed that the former employee s options deteriorated in value due to his decision not to exercise his right to re-price such options during his employment term. The case is at the preliminary stages, and the Court has yet to set a hearing date.

Plant Dispute

Around December 31, 2008, Nice Systems Inc. received a letter from Plant CML, a distributor of Nice Systems Inc., asserting several indemnity claims against the company. The claims arise out of the Commonwealth of Massachusetts claim against Verizon relating to numerous alleged problems associated with our products used by the Commonwealth. Nice Systems Inc. sold our products to Plant pursuant to a Reseller Agreement between the parties dated December 2005, and Plant, in turn, resold the products to Verizon, who in turn sold the overall system to the Commonwealth. We are in an initial stage of assessing the facts, merits and potential magnitude of these claims.

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Dividends

Since our initial public offering and listing on the NASDAQ National Market (now The NASDAQ Global Select Market) in 1996, we have not declared or paid cash dividends on our ordinary shares or ADSs. We intend to retain our earnings for future growth and therefore do not anticipate paying any cash dividends in the foreseeable future. Under Israeli law, dividends may be paid only out of profits and other surplus (as defined in the law) as of our most recent financial statements or as accrued over a period of two years, whichever is higher, provided that there is no reasonable concern that the dividend distribution will prevent us from meeting our existing and foreseeable obligations as they come due. Payment of future dividends, if any, will be at the discretion of our board of directors and will depend on various factors, such as our statutory profits, financial condition, operating results and current and anticipated cash needs. In the event cash dividends are declared by us, we may pay such dividends in Israeli currency. Under current Israeli regulations, any cash dividend in Israeli currency paid in respect of ordinary shares purchased by non-residents of Israel with non-Israeli currency may be freely repatriated in such non-Israeli currency, at the rate of exchange prevailing at the time of conversion.

Significant Changes

Dr. Shlomo Shamir resigned from his position as President of NICE, effective as of January 2009.

On July 29, 2008, David Kostman was elected as a director. Mr. Kostman previously served on our Board between 2001 and 2007.

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Item 9. The Offer and Listing.

Trading in the ADSs

Our American Depositary Shares, or ADSs, have been quoted on the NASDAQ Stock Market under the symbol NICEV from our initial public offering in January 1996 until April 7, 1999, and thereafter under the symbol NICE. Prior to that time, there was no public market for our ordinary shares in the United States. Each ADS represents one ordinary share. The following table sets forth, for the periods indicated, the high and low reported market (sale) prices for our ADSs.

	ADSs	
	High	**Low**
Annual		
2004	$ 15.88	$ 8.70
2005	25.05	14.65
2006	33.41	21.55
2007	40.95	29.04
2008	35.87	16.11
Quarterly 2007		
First Quarter	$ 37.00	$ 29.81
Second Quarter	40.10	33.60

	ADSs			
Third Quarter		38.98		29.52
Fourth Quarter		40.95		29.04
Quarterly 2008				
First Quarter	$	34.75	$	24.90
Second Quarter		35.87		27.75
Third Quarter		31.57		24.65
Fourth Quarter		27.45		16.11
Quarterly 2009				
First Quarter	$	25.79	$	18.04
Monthly				
October 2008	$	27.45	$	16.11
November 2008		25.18		17.32
December 2008		24.10		19.74
January 2009		24.25		18.98
February 2009		22.54		18.04
March 2009		25.79		19.50
April 2009 (through April 3)		27.18		24.65

On April 3, 2009, the last reported price of our ADSs was $26.29 per ADS.

The Bank of New York is the depositary for our ADSs. Its address is 101 Barclay Street, New York, New York 10286.

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Trading in the Ordinary Shares

Our ordinary shares have been listed on the Tel-Aviv Stock Exchange, or TASE, since 1991. Our ordinary shares are not listed on any other stock exchange and have not been publicly traded outside Israel (other than through ADSs as noted above). The table below sets forth the high and low reported market (sale) prices of our ordinary shares (in NIS and dollars) on the TASE. The translation into dollars is based on the daily representative rate of exchange published by the Bank of Israel.

	Ordinary Shares			
	High		Low	
	NIS	$	NIS	$
Annual				
2004	71.85	16.23	39.21	8.64
2005	116.00	25.22	64.25	14.59
2006	142.50	33.16	102.00	22.48
2007	162.30	41.04	117.50	29.94
2008	133.80	35.54	63.00	16.72
Quarterly 2007				
First Quarter	151.60	36.24	126.90	29.94

	Ordinary Shares			
Second Quarter	162.00	40.76	141.60	34.08
Third Quarter	156.00	38.03	138.00	32.15
Fourth Quarter	162.30	41.04	117.50	30.28
Quarterly 2008				
First Quarter	133.80	34.69	91.11	26.98
Second Quarter	119.40	35.51	98.36	27.82
Third Quarter	112.40	32.02	84.00	23.86
Fourth Quarter	95.50	25.28	63.00	17.52
Quarterly 2009				
First Quarter	107.10	25.85	74.05	18.03
Monthly				
October 2008	94.43	27.03	63.00	17.52
November 2008	95.50	25.28	67.25	16.72
December 2008	93.00	23.78	76.00	19.62
January 2009	93.00	24.11	75.11	18.90
February 2009	89.55	22.09	74.05	18.03
March 2009	107.10	25.85	83.21	19.78
April 2008 (through April 5)	112.4	26.99	103.10	24.50

As of April 5, 2009, the last reported price of our ordinary shares on the TASE was NIS 111.9 (or $26.87) per share.

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Item 10. Additional Information.

Memorandum and Articles of Association

Organization and Register

We are a company limited by shares organized in the State of Israel under the Companies Law. We are registered with the Registrar of Companies of the State of Israel and have been assigned company number 52-0036872.

Objects and Purposes

Our objects and purposes include a wide variety of business purposes, including all kinds of research, development, manufacture, distribution, service and maintenance of products in all fields of technology and engineering and to engage in any other kind of business or commercial activity. Our objects and purposes are set forth in detail in Section 2 of our memorandum of association.

Directors

Our articles of association provide that the number of directors serving on the board shall be not less than three but shall not exceed thirteen, including two outside directors. Our directors, other than outside directors, are elected at the annual shareholders meeting to serve until the next annual meeting or until their earlier death, resignation, bankruptcy, incapacity or removal by resolution of the general shareholders meeting. Directors may be re-elected at each annual shareholders meeting. The board may appoint additional directors (whether to fill a vacancy or create new directorship) to serve until the next annual shareholders meeting, provided, however, that the board shall have no obligation to fill any vacancy unless the number of directors is less than three. Our officers serve at the discretion of the board.

The board of directors may meet and adjourn its meetings according to the Company s needs but at least once every three months. A meeting of the board may be called at the request of any director. The quorum required for a meeting of the board consists of a majority of directors who are lawfully entitled to participate in the meeting and vote thereon. The adoption of a resolution by the board requires approval by a simple majority of the directors present at a meeting in which such resolution is proposed. In lieu of a board meeting, a resolution may be adopted if all of the directors lawfully entitled to vote thereon consent not to convene a meeting.

Subject to the Companies law, the board may appoint a committee of the board and delegate to such committee all or any of the powers of the board, as it deems appropriate. Under the Companies Law the board of directors must appoint an internal audit committee, comprised of at least three directors and including both of the outside directors. The function of the internal audit committee is to review irregularities in the management of the Company s business and recommend remedial measures. The committee is also required, under the Companies Law to approve certain related party transactions. Notwithstanding the foregoing, the board may, at any time, amend, restate or cancel the delegation of any of its powers to any of its committees. The board has appointed an internal audit committee which has three members, an audit committee which has four members and a compensation committee which has four members. For more information on the Company s committees, please see Item 6, Directors, Senior Management and Employees Board Practices in this annual report.

Fiduciary Duties of Officers

The Companies Law codifies the fiduciary duties that office holders, including directors and executive officers, owe to a company. An office holder s fiduciary duties consist of a duty of care and a duty of loyalty. The duty of loyalty includes avoiding any conflict of interest between the office holder s position in the company and his personal affairs, avoiding any competition with the company, avoiding exploiting any business opportunity of the company in order to receive personal advantage for himself or others, and revealing to the company any information or documents relating to the company s affairs which the office holder has received due to his position as an office holder.

Approval of Certain Transactions

Under the Companies Law, all arrangements as to compensation of office holders who are not directors, or controlling parties, require approval of the board of directors. Similarly, adoption and amendment of equity based compensation plans require approval of the board of directors. Arrangements regarding the compensation of directors also require internal audit committee and shareholder approval. Although NASDAQ rules generally require shareholder approval when an equity based compensation plan is established or materially amended, as a foreign company we follow the aforementioned requirements of the Companies Law.

The Companies Law requires that an office holder of the company promptly disclose any personal interest that he or she may have and all related material information known to him or her, in connection with any existing or proposed transaction by the company. In addition, if the transaction is an extraordinary transaction as defined under Israeli law, the office holder must also disclose any personal interest held by the office holder s spouse, siblings, parents, grandparents, descendants, spouse s descendants and the spouses of any of the foregoing. In addition, the office holder must also disclose any interest held by any corporation in which the office holder is a 5% or greater shareholder, director or general manager or in which he or she has the right to appoint at least one director or the general manager. An extraordinary transaction is defined as a transaction other than in the ordinary course of business, otherwise than on market terms, or that is likely to have a material impact on the company s profitability, assets or liabilities.

In the case of a transaction which is not an extraordinary transaction, after the office holder complies with the above disclosure requirement, only board approval is required unless the articles of association of the company provide otherwise. The transaction must not be adverse to the company s interest. Furthermore, if the transaction is an extraordinary transaction, then, in addition to any approval stipulated by the articles of association, it also must be approved by the company s audit committee and then by the board of directors, and, under certain circumstances, by a meeting of the shareholders of the company. An office holder who has a personal interest in a transaction that is considered at a meeting of the board of directors or the audit committee generally may not be present at the deliberations or vote on this matter. If a majority of the directors has a personal interest in an extraordinary transaction with the Company, shareholder approval of the transaction is required.

The Companies Law applies the same disclosure requirements to a controlling shareholder of a public company, which includes a shareholder that holds 25% or more of the voting rights if no other shareholder owns more than 50% of the voting rights in the company. Extraordinary transactions with a controlling shareholder or in which a controlling shareholder has a personal interest, and the terms of compensation of a controlling shareholder who is an office holder, require the approval of the audit committee, the board of directors and the shareholders of the company by simple majority, provided that either such majority vote must include at least one-third of the shareholders who

have no personal interest in the transaction and are present at the meeting (without taking into account the votes of the abstaining shareholders), or that the total shareholdings of those who have no personal interest in the transaction who vote against the transaction represent no more than one percent of the voting rights in the company.

In addition, under the Companies Law, a private placement of securities requires approval by the board of directors and the shareholders of the company if it will cause a person to become a controlling shareholder or if:

the securities issued amount to twenty percent or more of the company's outstanding voting rights before the issuance;

some or all of the consideration is other than cash or listed securities or the transaction is not on market terms; and

the transaction will increase the relative holdings of a shareholder that holds five percent or more of the company s outstanding share capital or voting rights or that will cause any person to become, as a result of the issuance, a holder of more than five percent of the company s outstanding share capital or voting rights.

According to the Company s Articles of Association certain resolutions, such as resolutions regarding mergers, and windings up, require approval of the holders of 75% of the shares represented at the meeting and voting thereon.

Duties of Shareholders

Under the Companies Law, a shareholder has a duty to act in good faith towards the Company and other shareholders and to refrain from abusing his or her power in the company including, among other things, voting in a general meeting of shareholders on the following matters:

any amendment to the articles of association;

an increase of the company's authorized share capital;

a merger; or

approval of interested party transactions which require shareholder approval.

In addition, any controlling shareholder, any shareholder who knows that it possesses power to determine the outcome of a shareholder vote and any shareholder who, pursuant to the provisions of a company s articles of association, has the power to appoint or prevent the appointment of an office holder in the company, is under a duty to act with fairness towards the company. The Companies Law does not describe the substance of this duty but provides that a breach of his duty is tantamount to a breach of fiduciary duty of an officer of the Company.

Exemption, Insurance and 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, we may enter into a contract for the insurance of the liability of any of our office holders with respect to:

a breach 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, or

a financial liability imposed upon him in favor of another person concerning an act performed by him in his capacity as an office holder.

Indemnification of Office Holders

Our articles of association provide that we may indemnify an office holder against:

a financial liability imposed on or incurred by an office holder in favor of another person by any judgment, including a settlement or an arbitrator s award approved by a court concerning an act performed in his capacity as an office holder. Such indemnification may be approved (i) after the liability has been incurred or (ii) in advance, provided that the undertaking is limited to types of events which our board of directors deems to be foreseeable in light of our actual operations at the time of the undertaking and limited to an amount or criterion determined by our board of directors to be reasonable under the circumstances, and further provided that such events and amounts or criterion are set forth in the undertaking to indemnify, and provided that the total amount of indemnification for all persons we have agreed to indemnify in such circumstances does not exceed, in the aggregate twenty-five percent (25%) of our shareholders equity at the time of the actual indemnification;

reasonable litigation expenses, including attorney s fees, 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; and

reasonable litigation expenses, including attorneys fees, expended by the office holder or charged to him by a court, in proceedings instituted against him by or on our behalf or by another person, or in a criminal charge from which he was acquitted, or a criminal charge in which he was convicted for a criminal offense that does not require proof of intent, in each case relating to an act performed in his capacity as an office holder.

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.

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;

any act or omission done with the intent to derive an illegal personal benefit; or

any fine levied against the office holder.

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.

Rights of Ordinary Shares

Our Ordinary Shares confer upon our shareholders the right to receive notices of, and to attend, shareholder meetings, the right to one vote per Ordinary Share at all shareholders meetings for all purposes, and to share equally, on a per share basis, in such dividends as may be declared by our board of directors; and upon liquidation or dissolution, the right to participate in the distribution of any surplus assets of the Company legally available for distribution to shareholders after payment of all debts and other liabilities of the Company. All Ordinary Shares rank *pari passu* in all respects with each other. Our board of directors may, from time to time, make such calls as it may think fit upon a shareholder in respect of any sum unpaid in respect of shares held by such shareholder which is not payable at a fixed time, and each shareholder shall pay the amount of every call so made upon him (and of each installment thereof if the same is payable in installments).

Meetings of Shareholders

An annual general meeting of our shareholders shall be held once in every calendar year at such time and at such place either within or without the State of Israel as may be determined by our board of directors.

Our board of directors may, whenever it thinks fit, convene a special general meeting at such time and place, within or without the State of Israel, as may be determined by the board of directors. Special general meetings may also be convened upon requisition in accordance with the Companies Law.

The quorum required for a meeting of shareholders consists of at least two shareholders present in person or by proxy who hold or represent between them at least 25% of the outstanding voting shares, unless otherwise required by applicable rules. Although NASDAQ generally requires a quorum of 33-1/3%, we have an exception under the NASDAQ rules and follow the generally accepted business practice for companies in Israel, which have a quorum requirement of 25%. A meeting adjourned for lack of a quorum generally is adjourned to the same day in the following week at the same time and place or any time and place as the chairman may designate with the consent of a majority of the voting power represented at the meeting and voting on the matter adjourned. At such reconvened meeting the required quorum consists of any two members present in person or by proxy.

Mergers and Acquisitions

A merger of the Company shall require the approval of the holders of a majority of seventy five percent (75%) of the voting power represented at the annual or special general meeting in person or by proxy or by written ballot, as shall be permitted, and voting thereon in accordance with the provisions of the Companies Law. Upon the request of a creditor of either party of the proposed merger, the court may delay or prevent the merger if it concludes that there exists a reasonable concern that as a result of the merger, the surviving company will be unable to satisfy the obligations of any of the parties to the merger. In addition, a merger may not be completed unless at least (i) 50 days have passed from the time that the requisite proposal for the merger has been filed by each party with the Israeli Registrar of Companies and (ii) 30 days have passed since the merger was approved by the shareholders of each party.

The Companies Law also provides that an acquisition of shares of a public company must be made by means of a tender offer if as a result of the acquisition the purchaser would become a 25% or greater shareholder of the company and there is no existing 25% or greater shareholder in the company. An acquisition of shares of a public company must be made by means of a tender offer if as a result of the acquisition the purchaser would become a 45% or greater shareholder of the company and there is no existing 45% or greater shareholder in the company. These requirements do not apply if the acquisition (i) occurs in the context of a private placement by the company that received shareholder approval, (ii) was from a 25% shareholder of the company and resulted in the acquirer becoming a 25% shareholder of the company or (iii) was from a 45% shareholder of the company and resulted in the acquirer becoming a 45% shareholder of the company. The tender offer must be extended to all shareholders, but the offerer is not required to purchase more than 5% of the company s outstanding shares, regardless of how many shares are tendered by shareholders. The tender offer may be consummated only if (i) at least 5% of the company s outstanding shares will be acquired by the offerer and (ii) the number of shares tendered in the offer exceeds the number of shares whose holders objected to the offer.

If as a result of an acquisition of shares the acquirer will hold more than 90% of a company s outstanding shares, the acquisition must be made by means of a tender offer for all of the outstanding shares. If as a result of a full tender offer the acquirer would own more than 95% of the outstanding shares, then all the shares that the acquirer offered to purchase will be transferred to it. The law provides for appraisal rights if

any shareholder files a request in court within three months following the consummation of a full tender offer. If as a result of a full tender offer the acquirer would own 95% or less of the outstanding shares, then the acquirer may not acquire shares that will cause his shareholding to exceed 90% of the outstanding shares.

Material Contracts

Actimize Ltd. Acquisition

On August 30, 2007, we acquired Actimize Ltd., a global provider of operational risk management software solutions that enable financial services institutions to manage the challenges of regulatory compliance, internal policy enforcement and fraud prevention and money laundering. Under the terms of the Agreement and Plan of Merger, dated July 2, 2007 (the Merger Agreement), the consideration paid for Actimize was approximately $281 million, approximately 80% of which was in cash and approximately 20% of which was satisfied through the issuance of 1,501,933 of our ordinary shares based on the market price of the securities a few days before and after the terms of the acquisition were agreed upon and announced. Pursuant to the terms of the Merger Agreement, we assumed the stock options and restricted shares granted by Actimize (for further information please see Item 6, Directors, Senior Management and Employees in this annual report). On August 29, 2007, we entered into an unsecured loan agreement and a letter of undertaking with Bank Hapoalim B.M., which provided for a term loan of $120 million to finance a portion of the cash consideration for the Actimize transaction. The loan was repaid in one installment on September 28, 2007. On September 12, 2007, as required by the Merger Agreement, we filed a registration statement with the U.S. Securities and Exchange Commission to register for resale the securities issued pursuant to the Merger Agreement, which we maintained effective for approximately six months.

FAST Video Security AG Acquisition

On January 4, 2006, pursuant to a share purchase agreement, we acquired all the outstanding shares of FAST Video Security AG, a Switzerland-based developer of innovative video systems for security and surveillance purposes, for approximately $22 million in cash, plus earn-outs based on performance milestones. For 2006 we paid an earn-out of approximately $6.2 million and for 2008 there was no earn-out payment.

Exchange Controls

Holders of ADSs are able to convert dividends and liquidation distributions into freely repatriable non-Israeli currencies at the rate of exchange prevailing at the time of repatriation, pursuant to regulations issued under the Currency Control Law, 5738 1978, provided that Israeli income tax has been withheld by us with respect to amounts that are being repatriated to the extent applicable or an exemption has been obtained.

Our ADSs may be freely held and traded pursuant to the General Permit and the Currency Control Law. The ownership or voting of ADSs by non-residents of Israel, except with respect to citizens of countries that are in a state of war with Israel, are not restricted in any way by the our memorandum of association or articles of association or by the laws of the State of Israel.

Taxation

The following is a discussion of Israeli and United States tax consequences material to our shareholders. The discussion is not intended, and should not be construed, as legal or professional tax advice and does not exhaust all possible tax considerations.

Holders of our ADSs should consult their own tax advisors as to the United States, Israeli or other tax consequences of the purchase, ownership and disposition of our ADSs, including, in particular, the effect of any foreign, state or local taxes.

Israeli Tax Considerations

The following is a summary of the principal tax laws applicable to companies in Israel, with special reference to their effect on us. The following also contains a discussion of the material Israeli tax consequences to purchasers of our ordinary shares or ADSs. This summary does not discuss all the aspects of Israeli tax law that may be relevant to a particular investor in light of his or her personal investment circumstances or to some types of investors subject to special treatment under Israeli law. To the extent that the discussion is based on new tax legislation which has not been subject to judicial or administrative interpretation, we cannot assure you that the views expressed in the discussion will be accepted by the appropriate tax authorities or the courts. The discussion is not intended, and should not be construed, as legal or professional tax

advice and is not exhaustive of all possible tax considerations.

General Corporate Tax Structure

Generally, Israeli companies are subject to Corporate Tax on taxable income at the rate of 27% for the 2008 tax year. Following an amendment to the Israeli Income Tax Ordinance [New Version], 1961 (the Tax Ordinance), which came into effect on January 1, 2006, the corporate tax rate is scheduled to decrease as follows: 26% for the 2009 tax year and 25% for the 2010 tax year and thereafter. Israeli companies are generally subject to capital gains tax at a rate of 25% for capital gains (other than gains deriving from the sale of listed securities) derived after January 1, 2003. However, the effective tax rate payable by a company that derives income from an Approved or Privileged Enterprise may be considerably less.

Following a Temporary Order, which came into effect on January 1, 2009 and will expire at the end of one year, an Israeli corporation may elect a 5% rate of corporate tax (instead of 25%) for dividend distributions received in 2009 from a foreign subsidiary, which is used in Israel either in 2009 or within one year after actual receipt of the dividend, whichever is later. The 5% tax rate is subject to various conditions, which include conditions with regard to the identity of the corporation that distributes the dividends, the source of the dividend, the nature of the use of the dividend income, and the period during which the dividend income will be used in Israel.

Tax Benefits Under the Law for the Encouragement of Capital Investments, 1959, as amended.

We derive and expect to continue to derive significant tax benefits in Israel relating to our Approved and Privileged Enterprise programs, pursuant to the Law for Encouragement of Capital Investments, 1959, or the Investments Law. To be eligible for these tax benefits, we must continue to meet certain conditions, including making certain specified investments in fixed assets. In the event of a failure to comply with these conditions, the benefits may be canceled and we may be required to refund the amount of the benefits, in whole or in part, including interest and certain inflation adjustments. As of December 31, 2008 we believe that we are in compliance with all the conditions required by the law.

Full details regarding our Approved and Privileged Enterprises may be found in Note 12(a)(2) of our Consolidated Financial Statements.

Other than by way of our complete liquidation, if we distribute dividends from the income of our Approved Enterprises which was exempted from taxes pursuant to our Approved Enterprise benefits, we will be taxed as if the exempt income was subject to the regular reduced corporate tax rate arising under our Approved Enterprise programs. Tax-exempt income generated under our Privileged Enterprises, will subject the Company to taxes upon dividend distribution or complete liquidation.

The Company does not intend to distribute any amounts of its undistributed tax-exempt income as dividends as it intends to reinvest its tax-exempt income within the Company. Accordingly, no deferred income taxes have been provided on income attributable to the Company s Approved or Privileged Enterprise programs as the undistributed tax exempt income is essentially permanent in duration.

Income from sources other than the Approved or Privileged Enterprises during the period of benefits will be taxable at regular corporate tax rates.

Tax Benefits and Grants for Research and Development

Israeli tax law allows, under specified conditions, a tax deduction for expenditures, including capital expenditures, for the year in which they are incurred. These expenses must relate to scientific research and development projects and must be approved by the relevant Israeli government ministry, determined by the field of research, and the research and development must be for the promotion of the company and carried out by or on behalf of the company seeking such deduction. However, the amount of such deductible expenses shall be reduced by the sum of any funds received through government grants for the finance of such scientific research and development projects. Expenditures not so approved are deductible over a three-year period.

Tax Benefits Under the Law for the Encouragement of Industry (Taxes), 1969

Under the Law for the Encouragement of Industry (Taxes), 1969 (the Industry Encouragement Law), Industrial Companies (as defined below) are entitled to the following tax benefits, among others:

deductions over an eight-year period for purchases of know-how and patents;

deductions over a three-year period of expenses involved with the issuance and listing of shares on a stock market;

the right to elect, under specified conditions, to file a consolidated tax return with other related Israeli Industrial Companies; and

accelerated depreciation rates on equipment and buildings.

Eligibility for benefits under the Industry Encouragement Law is not subject to receipt of prior approval from any governmental authority. Under the Industry Encouragement Law, an Industrial Company is defined as a company resident in Israel, at least 90% of the income of which, in any tax year, determined in Israeli currency, exclusive of income from government loans, capital gains, interest and dividends, is derived from an Industrial Enterprise owned by it. An Industrial Enterprise is defined as an enterprise whose major activity in a given tax year is industrial production activity. We believe that we currently qualify as an Industrial Company within the definition of the Industry Encouragement Law. No assurance can be given that we will continue to qualify as an Industrial Company or that the benefits described above will be available in the future.

In 2008, we elected to measure our Israeli taxable income in relation to changes in the U.S. dollar/NIS exchange rate rather than the Israeli inflation index. We were permitted to make such a change pursuant to regulations published by the Israeli Minister of Finance, which provide the conditions for so doing. We believe that we meet and will continue to meet, the necessary conditions and as such, will continue to measure our results for tax purposes based on the U.S. dollar/NIS exchange rate.

Israeli Transfer Pricing Regulations

On November 29, 2006, Income Tax Regulations (Determination of Market Terms), 2006, promulgated under Section 85A of the Tax Ordinance, came into force (the Transfer Pricing Regulations). Section 85A of the Tax Ordinance and the Transfer Pricing Regulations generally require that all cross-border transactions carried out between related parties will be conducted on an arm s length principle basis and will be taxed accordingly. As the Transfer Pricing Regulations are broadly similar to transfer pricing regimes already in place in other jurisdictions in which we operate outside of Israel, we do not expect the Transfer Pricing Regulations to have a material impact on the Company.

Capital Gains Tax on Sales of Our Ordinary Shares

Israeli law generally imposes a capital gains tax on the sale of any capital assets by residents of Israel, as defined for Israeli tax purposes, and on the sale of assets located in Israel, including shares in Israeli companies, by both residents and non-residents of Israel, unless a specific exemption is available or unless a tax treaty between Israel and the shareholder s country of residence provides otherwise. The law distinguishes between real gain and inflationary surplus. The inflationary surplus is a portion of the total capital gain, which is equivalent to the increase of the relevant asset s purchase price, which is attributable to the increase in the Israeli consumer price index, or a foreign currency exchange rate, between the date of purchase and the date of sale. The real gain is the excess of the total capital gain over the inflationary surplus.

The following discussion refers to the sale of our ordinary shares. However, the same tax treatment would apply to the sale of our ADSs.

Taxation of Israeli Residents

As of January 1, 2006, the tax rate generally applicable to the capital gains derived from the sale of shares, whether listed on a stock market or not, is 20% for Israeli individuals, unless such shareholder claims a deduction for financing expenses in connection with such shares, in which case the gain will generally be taxed at a rate of 25%. Additionally, if such shareholder is considered a significant shareholder at any time during the 12-month period preceding such sale (*i.e.*, such shareholder holds directly or indirectly, including jointly with others, at least 10% of any means of control in the company) the tax rate will be 25%. Israeli companies are subject to the corporate tax rate on capital gains derived from the sale of listed shares, unless such companies were not subject to the Adjustments Law (or certain regulations) as of August 10, 2005, in which case the applicable tax rate is 25%. However, different tax rates may apply to dealers in securities and shareholders who acquired their shares prior to an initial public offering.

The tax basis of our shares acquired prior to January 1, 2003, will generally be determined in accordance with the average closing share price in the three trading days preceding January 1, 2003. However, a request may be made to the tax authorities to consider the actual adjusted cost of the shares as the tax basis if it is higher than such average price.

Taxation of Non-Israeli Residents

Non-Israeli residents are generally exempt from Israeli capital gains tax on any gains derived from the sale of shares publicly traded on the TASE provided such gains did not derive from a permanent establishment of such shareholders in Israel. Non-Israeli residents are also exempt from Israeli capital gains tax on any gains derived from the sale of shares of Israeli companies publicly traded on a recognized stock market outside of Israel, provided such shareholders did not acquire their shares prior to the issuer s initial public offering (in which case a partial exemption may be available), that the gains did not derive from a permanent establishment of such shareholders in Israel and that such shareholders are not subject to the Inflationary Adjustments Law. However, non-Israeli corporations will not be entitled to such exemption if Israeli residents (i) have a controlling interest of 25% or more in such non-Israeli corporation, or (ii) are the beneficiaries of or are entitled to 25% or more of the revenues or profits of such non-Israeli corporation, whether directly or indirectly.

In addition, the sale, exchange or disposition of our ordinary shares by a shareholder who is a U.S. resident (for purposes of the U.S.-Israel Tax Treaty) and who holds ordinary shares as a capital asset is also exempt from Israeli capital gains tax under the U.S.-Israel Tax Treaty unless either (i) the shareholder holds, directly or indirectly, shares representing 10% or more of our voting power during any part of the 12-month period preceding such sale or (ii) the capital gains arising from such sale are attributable to a permanent establishment of the shareholder located in Israel. If the above conditions are not met, the U.S. resident would be subject to Israeli tax, to the extent applicable; however, under the U.S.-Israel Tax Treaty, the gain would be treated as foreign source income for United States foreign tax credit purposes and such U.S. resident would be permitted to claim a credit for such taxes against the United States income tax imposed on such sale, exchange or disposition, subject to the limitations under the United States federal income tax laws applicable to foreign tax credits.

Taxation of Dividends Paid on our Ordinary Shares

The following discussion refers to dividends paid on our ordinary shares. However, the same tax treatment would apply to dividends paid on our ADSs.

Taxation of Israeli Residents

Israeli resident individuals are generally subject to Israeli income tax on the receipt of dividends paid on our ordinary shares, other than bonus shares (share dividends) or stock dividends, which is withheld at the source at the rate of 20%, or 25% for a shareholder that is considered a significant shareholder at any time during the 12-month period preceding such distribution. A different rate may apply to dividends paid on shares deriving from the exercise of stock options or other equity based awards granted as compensation to our employees or officers. Dividends paid from income derived from our Approved or Privileged Enterprises are subject to withholding at the rate of 15%, although we cannot assure you that we will designate the profits that are being distributed in a way that will reduce shareholders tax liability.

Taxation of Non-Israeli Residents

Non-residents of Israel, both companies and individuals, are generally subject to Israeli income tax on the receipt of dividends paid on our ordinary shares, at the aforementioned rates applicable to Israeli residents, which tax will be withheld at source, unless a different rate is provided in a treaty between Israel and the shareholder s country of residence.

Under the U.S.-Israel Treaty, the maximum Israeli withholding tax on dividends paid by us is 25%. Dividends of an Israeli company distributed from income of an Approved Enterprise (or Privileged Enterprise) are subject to a 15% withholding tax under the U.S.-Israel Tax Treaty. The U.S.-Israel Tax Treaty further provides for a 12.5% Israeli dividend withholding tax on dividends paid by an Israeli company to a United States corporation owning at least 10% or more of such Israeli company s issued voting power for, in general, the part of the tax year which precedes the date of payment of the dividend and the entire preceding tax year. The lower 12.5% rate applies only to dividends from income not derived from an Approved Enterprise (or Privileged Enterprise) in the applicable period and does not apply if the company has more than 25% of its gross income derived from certain types of passive income. Residents of the United States generally will have withholding tax in Israel deducted at source. They may be entitled to a credit or deduction for United States federal income tax purposes in the amount of the taxes withheld, subject to detailed rules contained in United States tax legislation.

A non-resident of Israel who has dividend income derived from or accrued in Israel, from which tax was withheld at source, is generally exempt from the duty to file tax returns in Israel in respect of such income, provided such income was not derived from a business conducted in

Israel by the taxpayer.

U.S. Federal Income Tax Considerations

The following is a summary of the material U.S. Federal income tax consequences that apply to U.S. holders who hold ADSs as capital assets for tax purposes. This summary is based on U.S. Federal income tax laws, regulations, rulings and decisions and the U.S.-Israel income tax treaty in effect as of the date of this annual report, all of which are subject to change at any time, possibly with retroactive effect. It is also based in part on representations by The Bank of New York, the depositary for our ADSs, and assumes that each obligation under the Deposit Agreement between us and The Bank of New York and any related agreement will be performed in accordance with its terms. This summary does not address all U.S. Federal income tax matters that may be relevant to a particular prospective holder or all tax considerations that may be relevant with respect to an investment in ADSs.

This summary does not address tax considerations applicable to a holder of an ADS that may be subject to special tax rules including, without limitation, the following:

- dealers or traders in securities, currencies or notional principal contracts;
- financial institutions;
- insurance companies;
- real estate investment trusts;
- banks;
- investors subject to the alternative minimum tax;

- tax-exempt organizations;
- regulated investment companies;
- investors that actually or constructively own 10 percent or more of our voting shares;
- investors that will hold the ADSs as part of a hedging or conversion transaction or as a position in a straddle or a part of a synthetic security or other integrated transaction for U.S. Federal income tax purposes;
- investors that are treated as partnerships or other pass through entities for U.S. Federal income tax purposes and persons who hold the ADSs through partnerships or other pass through entities; and
- investors whose functional currency is not the U.S. dollar.

This summary does not address the effect of any U.S. Federal taxation other than U.S. Federal income taxation. In addition, this summary does not include any discussion of state, local or foreign taxation or the indirect effects on the holders of equity interests in a holder of an ADS.

You are urged to consult your own tax advisor regarding the foreign and U.S. Federal, state and local and other tax consequences of an investment in ADSs.

For purposes of this summary, a U.S. holder is a beneficial owner of ADSs that is, for U.S. Federal income tax purposes:

- an individual who is a citizen or a resident of the United States;

a corporation or other entity taxable as a corporation created or organized in or under the laws of the United States or any political subdivision thereof;

an estate whose income is subject to U.S. Federal income tax regardless of its source; or

a trust if:

(a) a court within the United States is able to exercise primary supervision over administration of the trust; and

(b) one or more United States persons have the authority to control all substantial decisions of the trust.

For purposes of this section, a non-U.S. holder is any holder who is not a U.S. holder.

In general, if you hold ADSs, you will be treated as the holder of the underlying shares represented by those ADSs for U.S. Federal income tax purposes. Accordingly, no gain or loss will be recognized if you exchange ADSs for the underlying shares represented by those ADSs.

The U.S. Treasury has expressed concerns that parties to whom ADSs are released may be taking actions that are inconsistent with the claiming of foreign tax credits for U.S. holders of ADSs. Such actions would also be inconsistent with the claiming of the reduced rate of tax, described below, applicable to dividends received by certain non-corporate U.S. holders. Accordingly, the analysis of the creditability of Israeli taxes and the availability of the reduced tax rate for dividends received by certain non-corporate U.S. holders, each described below, could be affected by actions taken by parties to whom the ADSs are released.

U.S. Taxation of ADSs

Distributions

Subject to the discussion under Passive Foreign Investment Companies below, the gross amount of any distribution, including the amount of any Israeli taxes withheld from these distributions (see Israeli Tax Considerations), actually or constructively received by a U.S. holder with respect to ADSs will be taxable to the U.S. holder as a dividend to the extent of our current and accumulated earnings and profits as determined under U.S. Federal income tax principles. The U.S. holder will not, except as provided by Section 245 of the Internal Revenue Code of 1986, as amended (the Code), be eligible for any dividends received deduction in respect of the dividend otherwise allowable to corporations. Distributions in excess of earnings and profits will be non-taxable to the U.S. holder to the extent of, and will be applied against and reduce, the U.S. holder s adjusted tax basis in the ADSs. Distributions in excess of earnings and profits and such adjusted tax basis will generally be taxable to the U.S. holder as capital gain from the sale or exchange of property. We do not maintain calculations of our earnings and profits under U.S. Federal income tax principles. If we do not report to a U.S. holder the portion of a distribution that exceeds earnings and profits, the distribution will generally be taxable as a dividend even if that distribution would otherwise be treated as a non-taxable return of capital or as capital gain under the rules described above. The amount of any distribution of property other than cash will be the fair market value of that property on the date of distribution.

Under the Code, certain dividends received by non-corporate U.S. holders after December 31, 2002, will be subject to a maximum income tax rate of 15%. This reduced income tax rate is only applicable to dividends paid by a qualified foreign corporation that is not a passive foreign investment company and only with respect to shares held by a qualified U.S. holder (i.e., a non-corporate holder) for a minimum holding period (generally 61 days during the 121-day period beginning 60 days before the ex-dividend date). We should be considered a qualified foreign corporation because (i) we are eligible for the benefits of a comprehensive tax treaty between Israel and the U.S., which includes an exchange of information program, and (ii) the ADS is readily tradable on an established securities market in the U.S. In addition, based on our current business plans, we do not expect to be classified as a passive foreign investment company (see Passive Foreign Investment Companies below). Accordingly, dividends paid by us to individual U.S. holders on shares held for the minimum holding period should be eligible for the reduced income tax rate. The reduced tax rate for qualified dividends is scheduled to expire on December 31, 2010, unless further extended by Congress.

The amount of any distribution paid in a currency other than U.S. dollars (a foreign currency) including the amount of any withholding tax thereon, will be included in the gross income of a U.S. holder in an amount equal to the U.S. dollar value of the foreign currencies calculated by reference to the exchange rate in effect on the date of receipt, regardless of whether the foreign currencies are converted into U.S. dollars. If the foreign currencies are converted into U.S. dollars on the date of receipt, a U.S. holder generally should not be required to recognize foreign currency gain or loss in respect of the dividend. If the foreign currencies received in the distribution are not converted into U.S. dollars on the

date of receipt, a U.S. holder will have a basis in the foreign currencies equal to its U.S. dollar value on the date of receipt. Any gain or loss on a subsequent conversion or other disposition of the foreign currencies will be treated as ordinary income or loss.

Dividends received by a U.S. holder with respect to ADSs will be treated as foreign source income for the purposes of calculating that holder s foreign tax credit limitation. Subject to certain conditions and limitations, any Israeli taxes withheld on dividends at the rate provided by the U.S.-Israel income tax treaty may be deducted from taxable income or credited against a U.S. holder s U.S. Federal income tax liability. The limitation on foreign taxes eligible for the U.S. foreign tax credit is calculated separately with respect to passive income and general income. The rules relating to foreign tax credits and the timing thereof are complex. U.S. holders should consult their own tax advisors regarding the availability of a foreign tax credit under their particular situation.

Sale or Other Disposition of ADSs

If a U.S. holder sells or otherwise disposes of its ADSs, gain or loss will be recognized for U.S. Federal income tax purposes in an amount equal to the difference between the amount realized on the sale or other disposition and such holder s adjusted tax basis in the ADSs. Subject to the discussion below under the heading Passive Foreign Investment Companies, such gain or loss generally will be capital gain or loss and will be long-term capital gain or loss if the holder had held the ADSs for more than one year at the time of the sale or other disposition. Long-term capital gains realized by individual U.S. holders generally are subject to a lower marginal U.S. Federal income tax rate (currently 15%) than ordinary income. Under most circumstances, any gain that a holder recognizes on the sale or other disposition of ADSs will be U.S. source for purposes of the foreign tax credit limitation and any recognized losses will be allocated against U.S. source income.

If a U.S. holder receives foreign currency upon a sale or exchange of ADSs, gain or loss, if any, recognized on the subsequent sale, conversion or disposition of such foreign currency will be ordinary income or loss, and will generally be income or loss from sources within the United States for foreign tax credit limitation purposes. However, if such foreign currency is converted into U.S. dollars on the date received by the U.S. holder, the U.S. holder generally should not be required to recognize any gain or loss on such conversion.

Passive Foreign Investment Companies

For U.S. Federal income tax purposes, we will be considered a passive foreign investment company (PFIC) for any taxable year in which either 75% or more of our gross income is passive income, or at least 50% of the average value of all of our assets for the taxable year produce or are held for the production of passive income. For this purpose, passive income includes dividends, interest, royalties, rents, annuities and the excess of gain over losses from the disposition of assets which produce passive income. If we were determined to be a PFIC for U.S. Federal income tax purposes, highly complex rules would apply to U.S. holders owning ADSs. Accordingly, U.S. holders are urged to consult their own tax advisors regarding the application of such rules.

If we are treated as a PFIC for any taxable year,

- a U.S. holder would be required to allocate income recognized upon receiving certain dividends or gain recognized upon the disposition of ADSs ratably over its holding period for such ADSs,
- the amount allocated to each year during which we are considered a PFIC other than the year of the dividend payment or disposition would be subject to tax at the highest individual or corporate tax rate, as the case may be, and an interest charge would be imposed with respect to the resulting tax liability allocated to each such year,
- the amount allocated to the year of the dividend payment or disposition would be taxable as ordinary income, and
- a U.S. holder would be required to make an annual return on IRS Form 8621 regarding distributions received and gain realized with respect to ADSs.

One method to avoid the aforementioned treatment is for a U.S. holder to make an election to treat us as a qualified electing fund. A U.S. holder may make a qualified electing fund election only if we furnish the U.S. holder with certain tax information and we do not presently intend to prepare or provide this information. Alternatively, another method to avoid the aforementioned treatment is for a U.S. holder to make a timely

mark-to-market election in respect of its ADSs. If a U.S. holder elects to mark-to-market its ADSs, any excess of the fair market value of the ADSs at the close of each tax year over the adjusted basis in such ADSs will generally be included in income. If the fair market value of the ADSs had depreciated below the adjusted basis at the close of the tax year, the U.S. holder may generally deduct the excess of the adjusted basis of the ADSs over its fair market value at that time. However, such deductions generally would be limited to the net mark-to-market gains, if any, that were included in income by such holder with respect to ADSs in prior years. Income recognized and deductions allowed under the mark-to-market provisions, as well as any gain or loss on the disposition of ADSs with respect to which the mark-to-market election is made, is treated as ordinary income or loss.

Based on our estimated gross income, the average value of our gross assets and the nature of our business, we do not believe that we will be classified as a PFIC in the current taxable year. Our status in any taxable year will depend on our assets and activities in each year and because this is a factual determination made annually at the end of each taxable year, there can be no assurance that we will not be considered a PFIC for any future taxable year. If we were treated as a PFIC in any year during which a U.S. holder owns ADSs, certain adverse tax consequences could apply, as described above. Given our current business plans, however, we do not expect that we will be classified as a PFIC in future years.

You are urged to consult your own tax advisor regarding the possibility of us being classified as a PFIC and the potential tax consequences arising from the ownership and disposition (directly or indirectly) of an interest in a PFIC.

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Backup Withholding and Information Reporting

Payments of dividends with respect to ADSs and the proceeds from the sale, retirement, or other disposition of ADSs made by a U.S. paying agent or other U.S. intermediary will be reported to the IRS and to the U.S. holder as may be required under applicable U.S. Treasury regulations. We, or an agent, a broker, or any paying agent, as the case may be, may be required to withhold tax, currently at the rate of 28% (the backup withholding tax), if a non-corporate U.S. holder that is not otherwise exempt fails to provide an accurate taxpayer identification number and comply with other IRS requirements concerning information reporting. Certain U.S. holders (including, among others, corporations and tax-exempt organizations) are not subject to backup withholding. Backup withholding is not an additional tax. Any amount of backup withholding withheld may be used as a credit against your U.S. Federal income tax liability provided that the required information is furnished to the IRS. U.S. holders should consult their tax advisors as to their qualification for exemption from backup withholding and the procedure for obtaining an exemption.

U.S. Federal Income Tax Consequences to Non-U.S. Holders

Sale, Exchange or Retirement of Securities

If you are a non-U.S. holder and you sell, exchange or redeem ADSs, you will generally not be subject to U.S. Federal income tax on any gain, unless one of the following applies:

- the gain is connected with a trade or business that you conduct in the United States through an office or other fixed place of business, or

- you are an individual, you are present in the United States for at least 183 days during the year in which you dispose of the ADSs and have a tax home in the United States, and certain other conditions are satisfied.

Backup Withholding and Information Reporting

Backup withholding and information reporting apply to non-U.S. holders as follows:

Information reporting and backup withholding may apply if you use the U.S. office of a broker or agent, and information reporting (but not backup withholding) may apply if you use the foreign office of a broker or agent that has certain connections to the United States. You may be required to comply with applicable certification procedures to establish that you are not a U.S. holder in order to avoid the application of such information reporting and backup withholding requirements. You should consult your tax advisor concerning the application of the information reporting and backup withholding rules.

Non-U.S. holders are urged to consult legal and tax advisors in the countries of their citizenship, residence and domicile to determine the possible tax consequences of holding and selling ADSs under the laws of their respective jurisdictions in light of their own

particular circumstances.

Documents on Display

We are subject to certain of the information reporting requirements of the Securities and Exchange Act of 1934, as amended. We, as a foreign private issuer are exempt from the rules and regulations under the Securities Exchange Act prescribing the furnishing and content of proxy statements, and our officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Securities Exchange Act, with respect to their purchase and sale of our shares. In addition, we are not required to file reports and financial statements with the SEC as frequently or as promptly as U.S. companies whose securities are registered under the Securities Exchange Act. NASDAQ rules generally require that companies send an annual report to shareholders prior to the annual general meeting. We have an exception under the NASDAQ rules and follow the generally accepted business practice for companies in Israel. Specifically, we file annual reports on Form 20-F, which contain financial statements audited by an independent accounting firm, electronically with the SEC and post a copy on our website. We will also furnish to the SEC quarterly reports on Form 6-K containing unaudited financial information after the end of each of the first three quarters.

You may read and copy any document we file with the SEC at its public reference facilities at, 100 F Street, N.E., Washington, D.C. 20549 and at the SEC s regional offices at 500 West Madison Street, Suite 1400, Chicago, IL 60661-2511. You may also obtain copies of the documents at prescribed rates by writing to the Public Reference Section of the SEC at 100 F Street, N.E., Washington, D.C. 20549. The SEC also maintains a web site that contains reports, proxy and information statements and other information regarding registrants that file electronically with the SEC. The address of this web site is http://www.sec.gov. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference facilities. In addition, our ADSs are quoted on the NASDAQ Global Select Market, so our reports and other information can be inspected at the offices of the National Association of Securities Dealers, Inc. at 1735 K Street, N.W., Washington, D.C. 20006.

Item 11. Quantitative and Qualitative Disclosures About Market Risk.

General

Market risks relating to our operations result primarily from weak economic conditions in the markets in which we sell our products and changes in interest rates and exchange rates. To manage the volatility related to the latter exposure, we may enter into various derivative transactions. Our objective is to reduce, where it is deemed appropriate to do so, fluctuations in earnings and cash flows associated with changes in currency exchange rates. It is our policy and practice to use derivative financial instruments only to manage exposures. We do not use financial instruments for trading purposes and are not a party to any leveraged derivative.

Foreign Currency Risk

We conduct our business primarily in U.S. dollars but also in the currencies of the United Kingdom, Canada, the European Union and Israel as well as other currencies. Thus, we are exposed to foreign exchange movements, primarily in UK, European and Israeli currencies. We monitor foreign currency exposure and, from time to time, may use various instruments to preserve the value of sales transactions and commitments; however, this cannot assure our protection against risks of currency fluctuations. For more information regarding foreign currency related risks, please refer to General Business Risks Relating to Our Business and Market, on page 3. We use currency forward contracts together with currency options to hedge payments in NIS. These transactions constitute a future cash flow hedge. As of December 31, 2008, we had outstanding forward contracts and currency options in the total amount of $55.5 million. These transactions were for a nine month period.

Interest Rate Risk

Our exposure to market risk for changes in interest rates relates primarily to our investment in marketable securities and deposits. Our marketable securities portfolio is invested in investment-grade corporate bonds, U.S. federal agency securities and U.S. treasury bills, treasury notes and structured notes. As of December 31, 2008, 65% of our portfolio was in such securities.

The decline in interest rates due to the global credit crisis has a direct effect on our interest income and our ability to maintain our portfolio s yield level in line with prior years. In a market environment of declining interest rates, we are likely to reinvest the redeemed proceeds from our called or matured marketable securities in lower yielding investments. Conversely, an increase in market interest rates could also have an adverse effect on the value of our investment portfolio, for example, by decreasing the fair values of the fixed income securities that comprise a substantial majority of our investment portfolio.

We invest in dollar deposits with U.S. banks, European banks and money market funds. As of December 31, 2008, 34% of our portfolio was in such deposits. Since these investments are for short periods, interest income is sensitive to changes in interest rates. The fair value of our long and short term securities is based upon their market values as of December 31, 2008.

The average duration of the portfolio, as of December 31, 2008, is 1.26 years. The securities in our portfolio are rated at the least as A- according to Standard and Poor s rating or A3, according to Moody s rating. Securities representing 32% of the portfolio are rated as AAA; securities representing 37% of the portfolio are rated as AA; securities representing 30% of the portfolio are rated as A; and securities representing 1% of the portfolio are rated as BBB, after being down graded during 2008.

Other risks and uncertainties that could affect actual results and outcomes are described in Item 3, Key Information Risk Factors.

Item 12. **Description of Securities Other than Equity Securities.**

Not Applicable.

PART II

Item 13. **Defaults, Dividend Arrearages and Delinquencies.**

None.

Item 14. **Material Modifications to the Rights of Security Holders and Use of Proceeds.**

None.

Item 15. **Controls and Procedures.**

Disclosure Controls and Procedures

An evaluation was performed under the supervision and with the participation of NICE s management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of NICE s disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that NICE s disclosure controls and procedures were effective as of such date.

Management s Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over our financial reporting, as such term is defined in Rule 15(f) under the Securities Exchange Act. Our internal control over financial reporting system was designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in

accordance with generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements and even when determined to be effective can only provide reasonable assurance with respect to financial statements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management assessed our internal control over financial reporting as of December 31, 2008. Our management based its assessment on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, our management has concluded that, as of December 31, 2008, our internal control over financial reporting is effective.

Attestation Report of the Independent Registered Public Accounting Firm

Our independent registered public accounting firm, Kost, Forer, Gabbay & Kasierer, a member of Ernst & Young Global independently assessed the effectiveness of the company s internal control over financial reporting and has issued an attestation report, which is included under Item 18 on page F-3 of this annual report.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the period covered by this annual report that have materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting.

Item 16A. Audit Committee Financial Expert.

Our board of directors has determined that Dan Falk meets the definition of an audit committee financial expert, as defined in Item 401 of Regulation S-K, and is independent under the applicable regulations.

Item 16B. Code of Ethics.

We have adopted a Code of Ethics that applies to our principal executive and financial officers, and that also applies to all of our employees. The Code of Ethics is publicly available on our website at www.nice.com. Written copies are available upon request. If we make any substantive amendments to the Code of Ethics or grant any waiver from a provision of this code to our chief executive officer, principal financial officer or corporate controller, we will disclose the nature of such amendment or waiver on our website.

Item 16C. Principal Accountant Fees and Services.

Fees Paid to Independent Auditors

Fees billed or expected to be billed by Kost, Forer, Gabbay & Kasierer, a member of Ernst & Young Global, and other members of Ernst & Young Global for professional services for each of the last two fiscal years were as follows:

Services Rendered	2007 Fees	2008 Fees
Audit (1)	$ 1,235,000	$ 799,000
Audit-related (2)	$ 347,000	$ 78,000
Tax (3)	$ 320,000	$ 172,000
Total	**$ 1,902,000**	**$ 1,049,000**

(1) Audit fees are for audit services for each of the years shown in this table, including fees associated with the annual audit for 2008 (including audit in accordance with section 404 of the Sarbanes-Oxley act) and certain procedures regarding our quarterly financial results submitted on Form 6-K, consultations on various accounting issues and performance of local statutory audits.

(2) Audit-related fees relate to assurance and associated services that traditionally are performed by the independent auditor, including: accounting consultation and consultation concerning financial accounting, reporting standards and government approvals and due diligence investigations.

(3) Tax fees are for professional services rendered by our auditors for tax compliance, tax advice on actual or contemplated transactions, tax consulting associated with international transfer prices and employee benefits.

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Policies and Procedures

Our Audit Committee has adopted a policy and procedures for the pre-approval of audit and non-audit services rendered by our external auditors Kost, Forer, Gabbay & Kasierer, a member of Ernst & Young Global. The policy, which is designed to assure that such services do not impair the independence of our auditors, requires pre-approval from the audit committee on an annual basis for the various audit and non-audit services that may be performed by our auditors. If a type of service, that is to be provided by our auditors, has not received such general pre-approval, it will require specific pre-approval by our audit committee. Any proposed services exceeding pre-approved cost levels or budgeted amounts will also require specific pre-approval by our audit committee. The policy prohibits retention of the independent auditors to perform the prohibited non-audit functions defined in Section 201 of the Sarbanes-Oxley Act of 2002 or the rules of the SEC, and also considers whether proposed services are compatible with the independence of the public auditors.

Item 16D. <u>Exemptions from the Listing Standards for Audit Committees.</u>

Not applicable.

Item 16E. <u>Purchases of Equity Securities by the Issuer and Affiliated Purchasers.</u>

None.

Item 16F. <u>Change in Registrant s Certifying Accountant</u>.

Not applicable.

Item 16G. <u>Corporate Governance.</u>

We follow the Companies Law, the relevant provisions of which are summarized in this annual report, rather than comply with the NASDAQ requirements relating to: (i) the quorum for shareholder meetings, as described in Item 10 Additional Information Memorandum and Articles of Association Meetings of Shareholders ; (ii) shareholder approval with respect to issuance of securities under equity based compensation plans, as described in Item 10 Additional Information Memorandum and Articles of Association Approval of Certain Transactions ; and (iii) sending annual reports to shareholders, as described in Item 10 Additional Information Documents on Display.

PART III

Item 17. **Financial Statements.**

Not Applicable.

Item 18. **Financial Statements.**

See pages F-1 through F-57 of this annual report attached hereto.

Item 19. **Exhibits.**

Exhibit No.	Description
1.1	Amended and Restated Memorandum of Association, as approved on December 21, 2006 (English translation) (filed as Exhibit 1.1 to NICE-Systems Ltd.'s Annual Report on Form 20-F filed with the Commission on June 13, 2006, and incorporated herein by reference).
1.2	Amended and Restated Articles of Association, as approved on December 21, 2006 (filed as Exhibit 1.2 to NICE-Systems Ltd.'s Annual Report on Form 20-F filed with the Commission on June 13, 2006, and incorporated herein by reference).
2.1	Form of Share Certificate (filed as Exhibit 4.1 to Amendment No. 1 to NICE-Systems Ltd.'s Registration Statement on Form F-1 (Registration No. 333-99640) filed with the Commission on December 29, 1995, and incorporated herein by reference).
2.2	Form of Deposit Agreement including Form of ADR Certificate (filed as Exhibit A to NICE-Systems Ltd.'s Registration Statement on Form F-6 (Registration No. 333-157371) filed with the Commission on February 17, 2009, and incorporated herein by reference).

4.1	Manufacturing Outsourcing Agreement dated January 21, 2002 by and among NICE-Systems Ltd. and Flextronics Israel Ltd. (filed as Exhibit 4.5 to NICE-Systems Ltd.'s Annual Report on Form 20-F filed with the Commission on June 26, 2003, and incorporated herein by reference).
4.2	Share Purchase Agreement, dated as of November 17, 2005, between certain shareholders of FAST Video Security AG and NICE-Systems Ltd. (filed as Exhibit 4.9 to NICE-Systems Ltd. s Annual Report on Form 20-F filed with the Commission on May 17, 2006, and incorporated herein by reference).
4.3	Agreement and Plan of Merger, dated as of July 2, 2007, among Actimize Ltd., Nemo Acquisitions Ltd. and NICE-Systems Ltd. (filed as Exhibit 99.2 to NICE-Systems Ltd.'s Report on Form 6-K filed with the Commission on August 30, 2007, and incorporated herein by reference).
4.4	NICE Systems Ltd. 1995 Stock Option Plan (filed as Exhibit 99.1 to NICE-Systems Ltd.'s Registration Statement on Form S-8 (Registration No. 333-9350) filed with the Commission on September 1, 1995, and incorporated herein by reference).
4.5	NICE Systems Ltd. 2003 Stock Option Plan, as amended.
4.6	

	NICE Systems Ltd. Amended and Restated 1999 Employee Stock Purchase Plan (filed as Exhibit 4 to NICE-System Ltd.'s Registration Statement on Form S-8 (Registration No. 333-111113) filed with the Commission on May 22, 2006, and incorporated herein by reference).
4.7	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 Commission on September 11, 2007, and incorporated herein by reference).
4.8	NICE Systems Ltd. 2008 Share Incentive Plan, as amended.
8.1	List of significant subsidiaries.
10.1	Consent of Kost, Forer, Gabbay & Kasierer, a member of Ernst & Young Global.
12.1	Certification by the Chief Executive Officer of NICE-Systems Ltd., pursuant to Section 302 of the Sarbanes-Oxley Act 2002.
12.2	Certification by the Chief Financial Officer of NICE-Systems Ltd., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
13.1	Certification by the Chief Executive Officer of NICE-Systems Ltd., pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
13.2	Certification by the Chief Financial Officer of NICE-Systems Ltd., pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

NICE SYSTEMS LTD. AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2008

IN U.S. DOLLARS

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of

NICE SYSTEMS LTD.

We have audited the accompanying consolidated balance sheets of NICE Systems Ltd. and subsidiaries (the Company) as of December 31, 2007 and 2008, and the related consolidated statements of income, shareholders equity and cash flows for each of the three years in the period ended December 31, 2008. These financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company and subsidiaries as of December 31, 2007 and 2008, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2008, in conformity with accounting principles generally accepted in the United States.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company s internal control over financial reporting as of December 31, 2008, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated April 5, 2009 expressed an unqualified opinion thereon.

/s/ KOST, FORER, GABBAY & KASIERER

Tel-Aviv, Israel
April 5, 2009

KOST FORER GABBAY & KASIERER
A Member of Ernst & Young Global

NICE SYSTEMS LTD. AND SUBSIDIARIES

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of

NICE SYSTEMS LTD.

We have audited NICE Systems Ltd. s (NICE or the Company) internal control over financial reporting as of December 31, 2008, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). NICE s management is responsible for maintaining effective internal control over financial reporting included in the accompanying Management s Annual Report on internal control over financial reporting. Our responsibility is to express an opinion on the Company s Internal Control over Financial Reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, NICE maintained in all material respects, effective internal control over financial reporting as of December 31, 2008, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of NICE and subsidiaries as of December 31, 2007 and 2008, and the related consolidated statements of income, shareholders equity and cash flows for each of the three years in the period ended December 31, 2008 and our report dated April 5, 2009 expressed an unqualified opinion thereon.

/s/ KOST, FORER, GABBAY & KASIERER

Tel-Aviv, Israel
April 5, 2009

KOST FORER GABBAY & KASIERER
A Member of Ernst & Young Global

NICE SYSTEMS LTD. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

U.S. dollars in thousands

	December 31,	
	2007	**2008**
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 116,619	$ 144,376
Short-term bank deposits	39,233	65,003
Marketable securities	84,089	121,069
Trade receivables (net of allowance for doubtful accounts of $5,239 and $6,308 at December 31, 2007 and 2008, respectively)	101,977	104,115
Other receivables and prepaid expenses	20,749	23,697
Inventories	11,835	11,500
Deferred tax assets	8,258	8,400
Total current assets	382,760	478,160
LONG-TERM ASSETS:		
Marketable securities	158,260	170,923
Other long-term assets	27,088	25,322
Property and equipment, net	18,655	23,394
Other intangible assets, net	162,315	145,402
Goodwill	443,256	445,504
Total long-term assets	809,574	810,545
Total assets	$ 1,192,334	$ 1,288,705

The accompanying notes are an integral part of the consolidated financial statements.

NICE SYSTEMS LTD. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

U.S. dollars in thousands (except share data)

	December 31,	
	2007	**2008**
LIABILITIES AND SHAREHOLDERS EQUITY		
CURRENT LIABILITIES:		
Trade payables	$ 21,792	$ 23,060
Accrued expenses and other liabilities	208,085	237,589
Total current liabilities	229,877	260,649
LONG-TERM LIABILITIES:		
Accrued severance pay	16,431	19,928
Deferred tax liabilities	41,764	37,060
Other long-term liabilities	468	246
Total long-term liabilities	58,663	57,234
COMMITMENTS AND CONTINGENT LIABILITIES		
SHAREHOLDERS EQUITY:		
Share capital-		
Ordinary shares of NIS 1 par value:		
Authorized: 125,000,000 at December 31, 2007 and 2008; Issued and outstanding: 59,412,812 and 60,667,712 shares at December 31, 2007 and 2008, respectively;	14,801	15,157
Additional paid-in capital	811,250	853,226
Accumulated other comprehensive income (loss)	13,068	(1,343)
Retained earnings	64,675	103,782
Total shareholders equity	903,794	970,822
Total liabilities and shareholders equity	$ 1,192,334	$ 1,288,705

The accompanying notes are an integral part of the consolidated financial statements.

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NICE SYSTEMS LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

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

	Year ended December 31,		
	2006	**2007**	**2008**
Revenues:			
Products	$ 261,098	$ 316,888	$ 351,680
Services	148,546	200,486	272,482
Total revenues	409,644	517,374	624,162
Cost of revenues:			
Products	84,675	89,373	95,861
Services	89,539	116,969	142,885
Total cost of revenues	174,214	206,342	238,746
Gross profit	235,430	311,032	385,416
Operating expenses:			
Research and development, net	44,880	59,632	78,445
Selling and marketing	95,190	120,592	147,879
General and administrative	60,463	85,089	97,378
Amortization of acquired intangibles	4,918	9,175	14,493
In process research and development write-off	12,882	3,710	
Settlement and related expenses			9,870
Total operating expenses	218,333	278,198	348,065
Operating income	17,097	32,834	37,351
Financial income and other, net	13,895	14,800	11,236
Income before taxes on income	30,992	47,634	48,587
Taxes on income	8,591	10,254	9,480
Net income	$ 22,401	$ 37,380	$ 39,107
Net earnings per share:			

Basic	$ 0.45	$ 0.69	$ 0.65
Diluted	$ 0.43	$ 0.67	$ 0.64

The accompanying notes are an integral part of the consolidated financial statements.

NICE SYSTEMS LTD. AND SUBSIDIARIES

STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY

U.S. dollars in thousands

	Share capital	Additional paid-in capital	Accumulated other comprehensive income	Retained earnings	Total comprehensive income	Total shareholders equity
Balance as of January 1, 2006	$ 6,772	$ 473,203	$ 2,996	$ 4,070		$ 487,041
Issuance of shares of ESPP	2	227				229
Exercise of share options	510	37,187				37,697
Stock-based compensation		12,571				12,571
Tax benefit in respect of offering expenses		(585)				(585)
Excess tax benefit from share based payment arrangements		5,733				5,733
Stock split effected as stock dividend	5,470	(5,470)				
Comprehensive income:						
Foreign currency translation adjustments			4,463		$ 4,463	4,463
Unrealized gains on derivative instruments, net			24		24	24
Net income				22,401	22,401	22,401
Total comprehensive income					$ 26,888	
Balance as of December 31, 2006	12,754	522,866	7,483	26,471		569,574
Issuance of shares upon public offering, net	1,283	179,546				180,829
Issuance of shares of ESPP	4	495				499
Exercise of share options	393	19,406				19,799
Stock-based compensation		23,666				23,666
Tax benefit in respect of offering expenses		10				10
Excess tax benefit from share based payment arrangements		4,945				4,945
Issuance of shares and options for the acquisition of Actimize	365	60,272				60,637
Restricted shares vesting in respect of Actimize acquisition	2	44				46
FIN 48 opening balance adjustment				824		824
Comprehensive income:						
Foreign currency translation adjustments			5,175		$ 5,175	5,175
Unrealized gains on derivative instruments, net			410		410	410
Net income				37,380	37,380	37,380
Total comprehensive income					$ 42,965	
Balance as of December 31, 2007	14,801	811,250	13,068	64,675		903,794

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NICE SYSTEMS LTD. AND SUBSIDIARIES

STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY

U.S. dollars in thousands

	Share capital	Additional paid-in capital	Accumulated other comprehensive income (loss)	Retained earnings	Total comprehensive income	Total shareholders equity
Balance as of December 31, 2007	$ 14,801	$ 811,250	$ 13,068	$ 64,675		$ 903,794
Issuance of shares of ESPP	5	526				531
Exercise of share options	290	14,430				14,720
Stock-based compensation		25,321				25,321
Tax benefit in respect of offering expenses		892				892
Excess tax benefit from share based payment arrangements		638				638
Restricted shares vesting in respect of Actimize acquisition	61	169				230
Comprehensive income:						
Foreign currency translation adjustments			(14,405)		$ (14,405)	(14,405)
Unrealized gains on marketable securities, net			1,432		1,432	1,432
Unrealized losses on derivative instruments, net			(1,438)		(1,438)	(1,438)
Net income				39,107	39,107	39,107
Total comprehensive income					$ 24,696	
Balance as of December 31, 2008	$ 15,157	$ 853,226	$ (1,343)	$ 103,782		$ 970,822
Accumulated unrealized gains on marketable securities, net			$ 1,432			
Accumulated unrealized losses on derivative instruments, net			(956)			
Accumulated foreign currency translation adjustments			(1,819)			
Accumulated other comprehensive loss as of December 31, 2008			$ (1,343)			

The accompanying notes are an integral part of the consolidated financial statements.

NICE SYSTEMS LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

U.S. dollars in thousands

	Year ended December 31,		
	2006	**2007**	**2008**
Cash flows from operating activities:			
Net income	$ 22,401	$ 37,380	$ 39,107
Adjustments required to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	21,919	30,926	42,740
Stock-based compensation	12,571	23,666	25,321
Excess tax benefit from share-based payments arrangements	(5,733)	(4,945)	(638)
In-process research and development write-off	12,882	3,710	
Accrued severance pay, net	751	632	1,506
Amortization of premium (accretion of discount) and accrued interest on marketable securities	278	(252)	1,504
Loss on marketable securities sold, called or impaired		257	4,924
Deferred taxes, net	(3,707)	(5,231)	(5,554)
Increase in trade receivables	(6,772)	(15,224)	(232)
Increase in other receivables and prepaid expenses	(1,897)	(9,623)	(1,450)
Decrease in inventories	5,376	7,579	300
Increase (decrease) in trade payables	1,435	(2,982)	189
Increase in accrued expenses and other liabilities	27,991	51,933	28,352
Other	80	418	(359)
Net cash provided by operating activities	87,575	118,244	135,710
Cash flows from investing activities:			
Purchase of property and equipment	(8,111)	(10,947)	(15,454)
Proceeds from sale of property and equipment	76	58	20
Investment in marketable securities	(217,655)	(208,590)	(231,057)
Proceeds from maturity of marketable securities	142,209	170,945	64,725
Proceeds from sale and call of marketable securities	3,000	30,100	111,826
Investment in short-term bank deposits	(117)	(39,131)	(64,448)
Proceeds from short-term bank deposits	99	139	39,095

The accompanying notes are an integral part of the consolidated financial statements.

NICE SYSTEMS LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

U.S. dollars in thousands

	Year ended December 31,		
	2006	**2007**	**2008**
Cash flows from investing activities (cont.):			
Payment for the acquisition of FAST (a)	$ (21,320)	$ (4,975)	$ (1,229)
Payment for the acquisition of Performix (b)	(13,800)		
Payment for the acquisition of IEX (c)	(203,162)	(1,500)	
Payment for the acquisition of Actimize (d)		(210,540)	(1,633)
Refund (payment) for other acquisitions	1,500	(500)	(18,773)
Decrease in accrued acquisition costs	(15)	(83)	(44)
Capitalization of software development costs	(1,225)	(962)	(1,278)
Purchase of intangible asset			(3,533)
Received upon the realization of investment in an affiliate			964
Other	83		
Net cash used in investing activities	(318,438)	(275,986)	(120,819)
Cash flows from financing activities:			
Proceeds from issuance of shares upon public offering, net		180,934	
Proceeds from issuance of shares upon exercise of options and ESPP, net	38,987	20,273	15,282
Receipt of short-term bank loan		120,000	
Repayment of short-term bank loan		(120,000)	
Excess tax benefit from share-based payments arrangements	5,733	4,945	638
Decrease in accrued offering expenses	(273)		
Decrease in short-term bank credit assumed in the acquisition of FAST	(785)		
Net cash provided by financing activities	43,662	206,152	15,920
Effect of exchange rate changes on cash	(390)	844	(3,054)
Increase (decrease) in cash and cash equivalents	(187,591)	49,254	27,757
Cash and cash equivalents at the beginning of the year	254,956	67,365	116,619
Cash and cash equivalents at the end of the year	$ 67,365	$ 116,619	$ 144,376

Supplemental disclosure of cash flows activities:

	2006	2007	2008
Cash paid during the year for:			
Income taxes	$ 1,407	$ 2,199	$ 2,499

Interest	$ 40	$ 668	$ 52

The accompanying notes are an integral part of the consolidated financial statements.

NICE SYSTEMS LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

U.S. dollars in thousands

	Year ended December 31,		
	2006	2007	2008
(a) Payment for the acquisition of FAST:			
Estimated fair value of assets acquired and liabilities assumed at the acquisition date:			
Working capital deficiency (excluding cash and cash equivalents)	$ (5)	$	$
Property and equipment	256		
In-process research and development	212		
Other intangible assets	11,753		
Goodwill	17,042		
Long-term deferred tax liability	(1,449)		
	27,809		
Less decrease in deferred acquisition costs	(256)		
Add (less) earn out payment (accrued earn out payment)	(6,233)	4,975	1,229
	$ 21,320	$ 4,975	$ 1,229
(b) Payment for the acquisition of Performix:			
Estimated fair value of assets acquired and liabilities assumed at the acquisition date:			
Working capital deficiency (excluding cash and cash equivalents)	$ (2,800)		
Property and equipment	360		
Other intangible assets	8,060		
Goodwill	8,292		
Long-term deferred tax liability	(24)		
	13,888		
Less - accrued acquisition costs	(88)		
	$ 13,800		
(c) Payment for the acquisition of IEX:			
Estimated fair value of assets acquired and liabilities assumed at the acquisition date:			
Working capital deficiency (excluding cash and cash equivalents)	$ 1,687	(149)	
Property and equipment	315		
In-process research and development	12,670		

Other intangible assets	78,170	
Goodwill	140,900	149
Long-term deferred tax liabilities	(28,909)	
	204,833	
Payment (provision) on account of purchase price	(1,671)	1,500
	$ 203,162	$ 1,500

The accompanying notes are an integral part of the financial statements.

NICE SYSTEMS LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

U.S. dollars in thousands

		Year ended December 31,	
	2006	2007	2008
(d) Payment for the acquisition of Actimize:			
Estimated fair value of assets acquired and liabilities assumed at the acquisition date:			
Working capital deficiency (excluding cash and cash equivalents)		$ (8,919)	$
Property and equipment		622	
Severance pay fund		324	
Long-term other receivables and prepaid expenses		332	
In-process research and development		3,710	
Other intangible assets		71,300	
Goodwill		219,543	
Long-term deferred tax liabilities		(13,028)	
Other long-term liabilities		(854)	
		273,030	
Add (less) (accrued) acquisition costs		(1,853)	1,633
Less - amount acquired by issuance of shares and options, net of issuance expenses		(60,637)	
		$ 210,540	$ 1,633
(e) Non-cash activities:			
Tax benefit on offering expenses	$ (585)	$ 10	$ 892
Accrued offering expenses	$	$ 105	$

The accompanying notes are an integral part of the consolidated financial statements.

NICE SYSTEMS LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

NOTE 1:- GENERAL

a. General:

NICE Systems Ltd. (NICE) and subsidiaries (collectively - the Company) is a leading provider of solutions that capture, manage and analyze unstructured multimedia content and transactional data enabling companies and public organizations to comply with internal and governmental regulations, enhance business and operational performance, address security threats and behave in a proactive manner. Unstructured multimedia content includes phone calls to contact centers, trading floors, branches, home agents and back offices and emergency services and first responders, video captured by closed circuit cameras, radio communications between emergency services and first responders personnel, internet sessions, email and instant messaging and converged multimedia solutions for command and control centers. The Company s solutions include integrated, scalable, multimedia recording platforms, software applications and related professional services. These solutions address critical business processes and risk management, compliance procedures and security needs of companies and public organizations. The Company s solutions facilitate faster decision-making and near real-time action, improving business and employee performance, reducing exposure to operational risk such as fraud and compliance and anti-money laundering, and enhancing security and public safety.

The Company s customers use its systems in a variety of enterprises, such as financial services, telecommunications, health-care, outsourcers, retail, service providers and utilities. The Company s security solutions are primarily focused on homeland security and first responder organizations, transportation organizations, and the public and private sectors.

The Company s markets are located primarily in North America, Europe, the Middle East and Africa (EMEA) and Asia Pacific (APAC).

The Company depends on a limited number of contract manufacturers for producing its products. If any of these manufacturers become unable or unwilling to continue to manufacture or fail to meet the quality or delivery requirements needed to satisfy the Company s customers, it could result in the loss of sales, which could adversely affect the Company s results of operations and financial position.

The Company relies upon a number of independent distributors to market, sell and service its products in certain markets. If the Company is unable to effectively manage and maintain relationships with its distributors, or to enter into similar relationships with others, its ability to market and sell its products in these markets will be affected. In addition, a loss of a major distributor, or any event negatively affecting such distributors financial condition, could cause a material adverse effect on the Company s results of operations and financial position.

As for major customer data, see Note 14c.

NOTE 1:- GENERAL (Cont.)

b. Acquisitions:

1. Acquisition of FAST Video Security AG (FAST):

On January 4, 2006, the Company consummated an agreement to acquire all of the outstanding shares of FAST, a Switzerland-based developer of innovative video systems for security and surveillance purposes. Under the agreement, the Company acquired FAST for $21,650 in cash (including acquisition costs), with potential earn out based on performance milestones amounting to a maximum of $12,000 payable based on certain financial performance criteria covering years 2006 and 2008 (of which $7,000 in respect of 2006 and $5,000 in respect of 2008).

During the fourth quarter of 2006 the Company estimated that an additional consideration for earn out in the amount of approximately $6,200 would be paid by the Company on account of 2006 earn out; accordingly, the Company recorded additional goodwill in this amount. See also Note 11(c)(6). FAST did not meet the financial performance criteria with respect to 2008; accordingly no additional payment will be made and no additional goodwill will be recorded for 2008 earn out.

The acquisition of FAST strengthens the Company s position in the video security market with smart IP-based solutions and technologies complementary to the Company s existing digital video offerings. Additionally, the Company extends its presence in the digital video security market by increasing its footprint in Europe and APAC markets with high quality distribution channels and partners, and with new prestigious customers.

By purchasing FAST, the Company strategically expanded its market share both in geographical and vertical markets. The factors that contributed to the purchase price that resulted in recognition of goodwill included synergies, the benefits of increased market share, strategic positioning value and time-to-market benefits.

The acquisition was accounted for by the purchase method and accordingly, the purchase price has been allocated according to the estimated fair value of the assets acquired and liabilities assumed of FAST. The results of FAST s operations have been included in the consolidated financial statements since January 4, 2006 (the consummation date).

NICE SYSTEMS LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

NOTE 1:- GENERAL (Cont.)

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed:

Cash	$ 38
Trade receivables	1,869
Other receivables and prepaid expenses	975
Inventories	296
Property and equipment	256
Trademarks	484
Core technology	9,869
In-process research and development	212
Customer relationships	1,400
Goodwill	17,042
Total assets acquired	32,441
Short-term bank credit	(785)
Trade payables	(1,568)
Accrued expenses and other liabilities	(792)
Long-term deferred tax liabilities	(1,449)
Total liabilities assumed	(4,594)
Net assets acquired	$ 27,847

The $212 assigned to in-process research and development was written off at the acquisition date in accordance with FASB Interpretation (FIN) No. 4, Applicability of FASB Statement No. 2 to Business Combinations Accounted for by the Purchase Method .

Trademarks, core technology and customer relationships in the amount of $11,753 are amortized at an annual weighted average rate of 20%.

2. Acquisition of Performix:

On May 22, 2006, the Company consummated an agreement to acquire all of the outstanding shares of Performix Software Limited and to acquire the assets and assume certain liabilities of Performix Holdings Inc. and its subsidiaries (collectively Performix). Under the agreement, the Company acquired Performix for a total purchase price of $13,910 in cash (including acquisition costs). According to the agreement the purchase price may increase by up to an additional $3,150 based on certain performance criteria for the twelve month period ending July 1, 2007. Since the performance criteria have not been met, no additional payment was made in 2007.

Performix was among the first to recognize the potential in the area of contact center performance management (CCPM), an emerging trend in the contact center market. The acquisition of Performix extends NICE s solutions portfolio for the contact center market.

The factors that contributed to the purchase price that resulted in recognition of goodwill included synergies, the benefits of increased market share vertically, strategic positioning value and time-to-market benefits.

NICE SYSTEMS LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

NOTE 1:- GENERAL (Cont.)

The acquisition was accounted for by the purchase method and accordingly, the purchase price has been allocated according to the estimated fair value of the assets acquired and liabilities assumed of Performix. The results of Performix s operations have been included in the consolidated financial statements since May 22, 2006 (the consummation date).

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed:

Cash	$ 22
Trade receivables	724
Other receivables and prepaid expenses	325
Property and equipment	360
Trade name	580
Core technology	5,790
Customer relationships and distribution network	1,690
Goodwill	8,292
Total assets acquired	17,783
Trade payables	(1,328)
Accrued expenses and other liabilities	(2,521)
Long-term deferred tax liability	(24)
Total liabilities assumed	(3,873)
Net assets acquired	$ 13,910

Trade name, core technology, customer relationships and distribution network in the amount of $8,060 are amortized at an annual weighted average rate of 26%.

3. Acquisition of IEX:

On July 7, 2006, the Company consummated an agreement to acquire all of the outstanding shares of IEX Corporation (IEX), a worldwide provider of contact center workforce management solutions. Under the agreement, the Company acquired the shares of IEX, a wholly owned subsidiary of Tekelec, for approximately $204,900 in cash (including acquisition costs).

The acquisition of IEX allows NICE to offer its customers and partners a more extensive product portfolio in the industries in which NICE operates. IEX is a leading vendor in workforce management, strategic planning and performance management solutions for the contact center market. IEX provides a high-end centralized solution that compiles data seamlessly across the enterprise, enabling more accurate and effective forecasting, planning and scheduling.

NICE SYSTEMS LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

NOTE 1:- GENERAL (Cont.)

By purchasing IEX, the Company strategically expanded its market share both in geographical and vertical markets. The factors that contributed to the purchase price that resulted in recognition of goodwill included synergies, the benefits of increased market share, strategic positioning value and time-to-market benefits.

The acquisition was accounted for by the purchase method and accordingly, the purchase price has been allocated according to the estimated fair value of the assets acquired and liabilities assumed of IEX. The results of the IEX operations have been included in the consolidated financial statements since July 7, 2006 (the consummation date).

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed:

Cash	$ 67
Trade receivables	7,215
Other receivables and prepaid expenses	346
Inventories	1,016
Short-term deferred tax assets	9,007
Property and equipment	315
Trade name	4,090
Core technology	35,060
In-process research and development	12,670
Customer relationships	39,020
Goodwill	141,049
Total assets acquired	249,855
Trade payables	(292)
Accrued expenses and other liabilities	(12,838)
Short-term deferred tax liabilities	(2,916)
Long-term deferred tax liabilities	(28,909)
Total liabilities assumed	(44,955)
Net assets acquired	$ 204,900

The $12,670 assigned to in-process research and development was written off at the acquisition date in accordance with FASB Interpretation (FIN) No. 4, Applicability of FASB Statement No. 2 to Business Combinations Accounted for by the Purchase Method .

Trade name, core technology and customer relationships in the amount of $78,170 are amortized at an annual weighted average rate of 12%.

NOTE 1:- GENERAL (Cont.)

4. Acquisition of Actimize Ltd. (Actimize):

On August 30, 2007, the Company consummated an agreement to acquire all of the outstanding shares of Actimize Ltd. (Actimize), a leading provider of transactional risk management software for the financial services industry, for an aggregate consideration of $281,111. The total purchase price of Actimize was composed of the following:

Cash	$ 217,224
Shares *)	53,217
Options and Restricted Shares Awards **)	7,670
Acquisition related transaction costs ***)	3,000
Total purchase price	$ 281,111

*) Represents the fair value of 1,501,933 American Depositary Shares (ADSs) of NICE issued to Actimize shareholders upon consummation of the acquisition, valued based on the market price of the securities a few days before and after the terms of the acquisition were agreed to and announced, in accordance with EITF 99-12.

**) Represents the fair value of the vested portion of 987,104 options and restricted shares of Nice granted upon consummation of the acquisition to the holders of partially vested NICE options and restricted shares of Actimize originally granted under Actimize s 2003 Omnibus Stock Option and Restricted Stock Incentive Plan. The fair value of these options was determined using a Black-Scholes-Merton valuation model with the following assumptions: expected life of 0-4 years, risk-free interest rate of 4.85%-4.99%, expected volatility of 30.7%-35.8% and no dividend yield. The fair value of the vested portion of the options is included herein as part of the total purchase price.

***) Acquisition related transaction costs include investment banking fees, legal and accounting fees and other external costs directly related to the acquisition.

On August 29, 2007, to finance a portion of the cash consideration for the Actimize acquisition, the Company entered into an unsecured loan agreement and a letter of undertaking with a bank, which provide for a term loan of $120,000, originally repayable in one installment on February 29, 2008. The loan bore interest payable monthly, at an annual rate of LIBOR plus a margin of 0.45%. On September 28, 2007, the Company repaid the loan.

The acquisition of Actimize allows NICE to offer its customers and partners a more extensive product portfolio in the industries in which NICE operates. Actimize is a leading provider of software solutions for anti-money laundering, brokerage compliance, customer due diligence and fraud prevention. Built on a patented, scalable and extensible analytics platform, Actimize solutions enable financial institutions to increase their insight into real-time customer behavior and improve risk and compliance performance. By purchasing Actimize, the Company strategically strengthened its position as an enterprise wide analytics powerhouse and expanded its solution offering. The factors that contributed to the purchase price that resulted in recognition of goodwill, included the leverage for vertical markets and time to market benefits.

NOTE 1:- GENERAL (Cont.)

The acquisition was accounted for by the purchase method and accordingly, the purchase price has been allocated according to the estimated fair value of the assets acquired and liabilities assumed of Actimize. The results of the Actimize operations have been included in the consolidated financial statements since August 30, 2007 (the consummation date).

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed:

Cash	$ 8,081
Marketable securities	6,140
Trade receivables	4,503
Short-term other receivables and prepaid expenses	1,648
Short-term deferred tax assets	925
Property and equipment	622
Severance pay fund	324
Long-term other receivables and prepaid expenses	332
Trade name	1,680
Core technology	38,480
In-process research and development	3,710
Customer relationships	31,140
Goodwill	219,543
Total assets acquired	317,128
Trade payables	(1,729)
Accrued expenses and other liabilities	(18,403)
Short-term deferred tax liabilities	(2,003)
Long-term deferred tax liabilities	(13,028)
Other long-term liabilities	(854)
Total liabilities assumed	(36,017)
Net assets acquired	$ 281,111

The $3,710 assigned to in-process research and development was written off at the acquisition date in accordance with FASB Interpretation (FIN) No. 4, Applicability of FASB Statement No. 2 to Business Combinations Accounted for by the Purchase Method .

Trade name, core technology and customer relationships in the amount of $71,300 are amortized at an annual weighted average rate of 19%.

NOTE 1:- GENERAL (Cont.)

5. Acquisition of Quality Plus Group Ltd. (QPC):

On April 8, 2008, the Company acquired certain assets, shares and business from Quality Plus Group Ltd., a UK-based value-added distributor of NICE s contact center solutions, and its affiliates (QPC) for $12,587 in cash (including acquisition costs). The business acquired includes the sale, distribution, service, support, maintenance and development of workforce management solutions and associated services as conducted by QPC in the UK, Sweden and Australia. With the acquisition of QPC, the Company expanded its customer base and presence in the UK, Sweden and Australia and expanded and strengthened the Company s support organization in these regions. The acquisition was accounted for by the purchase method and accordingly, the purchase price has been allocated according to the estimated fair value of the assets acquired and liabilities assumed of QPC. The results of the QPC operations have been included in the consolidated financial statements since April 8, 2008 (the consummation date). The Company recorded customer relationships and goodwill in the amounts of $12,000 and $5,524, respectively.

6. Acquisition of certain assets and liabilities of AVT:

On April 28, 2008, the Company completed the acquisition of certain assets of AVT Systems Limited, for $6,186 in cash (including acquisition costs). The business acquired includes the sale, distribution, service, maintenance and support of NICE voice recording solutions (hardware and software and associated services) in the United Kingdom. With the acquisition of AVT, the Company expanded its customer base and presence in the UK financial sector and expanded and strengthened the Company s support organization in the UK. The acquisition was accounted for by the purchase method and accordingly, the purchase price has been allocated according to the estimated fair value of the assets acquired and liabilities assumed of AVT. The results of the AVT operations have been included in the consolidated financial statements since April 28, 2008 (the consummation date). The Company recorded customer relationships and goodwill in the amounts of $3,838 and $3,478, respectively.

NOTE 1:- GENERAL (Cont.)

7. Unaudited pro forma condensed results of operations:

The following represents the unaudited pro forma condensed results of operations for the year ended December 31, 2007 assuming that the acquisition of Actimize occurred on January 1, 2007. The pro forma information is not necessarily indicative of the results of operations, which actually would have occurred had the acquisitions been consummated on those dates, nor does it purport to represent the results of operations for future periods. The 2008 acquisitions were immaterial; therefore no pro forma was presented for the year ended December 31, 2008.

In-process research and development write offs in respect of the acquisition of Actimize was not included in the pro forma condensed results of operation since it is a non-recurring charge.

	Year ended December 31, 2007 Unaudited
Revenues	$ 537,467
Net income	$ 15,436
Basic net earnings per share	$ 0.28
Diluted net earnings per share	$ 0.27

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements were prepared in accordance with United States Generally Accepted Accounting Principles (U.S. GAAP).

a. Use of estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

b. Financial statements in United States dollars:

The currency of the primary economic environment in which the operations of NICE and certain subsidiaries are conducted is the U.S. dollar (dollar); thus, the dollar is the functional currency of NICE and certain subsidiaries.

NICE and certain subsidiaries transactions and balances denominated in dollars are presented at their original amounts. Non-dollar transactions and balances have been remeasured to dollars in accordance with Statement of Financial Accounting Standards (SFAS) No. 52, Foreign Currency Translation . All transaction gains and losses from remeasurement of monetary balance sheet items denominated in non-dollar currencies are reflected in the statements of income as financial income or expenses, as appropriate.

For those subsidiaries whose functional currency has been determined to be their local currency, assets and liabilities are translated at year-end exchange rates and statement of income items are translated at average exchange rates prevailing during the year. Such translation adjustments are recorded as a separate component of accumulated other comprehensive income (loss) in shareholders equity.

c. Principles of consolidation:

Intercompany transactions and balances have been eliminated upon consolidation.

d. Cash equivalents:

Cash equivalents are short-term unrestricted highly liquid investments that are readily convertible into cash, with original maturities of three months or less from acquisition date.

e. Short-term bank deposits:

Bank deposits with maturities of more than three months but less than one year are included in short-term bank deposits. Such short-term bank deposits are stated at cost.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

f. Marketable securities:

The Company accounts for investments in debt securities in accordance with SFAS No. 115, Accounting for Certain Investments in Debt and Equity Securities . Management determines the appropriate classification of its investments in debt securities at the time of purchase and reevaluates such determinations at each balance sheet date.

In the third quarter of 2008, the Company reclassified its investments in marketable securities from the held to maturity category into the available-for-sale category.

Marketable securities classified as available-for-sale are carried at fair value, based on quoted market prices. Unrealized gains and losses are reported in a separate component of shareholders equity in accumulated other comprehensive income (loss). Gains and losses are recognized when realized, on a specific identification basis, in the Company s consolidated statements of income.

Prior to the third quarter of 2008, debt securities were classified as held-to-maturity as the Company previously had the intent and ability to hold the securities to maturity and were stated at amortized cost.

The cost of held-to-maturity securities is adjusted for amortization of premiums and accretion of discounts to maturity. Such amortization, accretion, decline in value judged to be other-than- temporary, and interest are included in financial income or expenses, as appropriate.

Interest income resulting from investments in structured notes is accounted for under the provision of EITF No. 96-12, Recognition of Interest Income and Balance Sheet Classification of Structured Notes . Under Emerging Issues Task Force (EITF) No. 96-12, the retrospective interest method is used for recognizing interest income.

In accordance with the Company s policy and FASB Staff Position (FSP) Nos. SFAS 115-1 (FSP 115-1) and SFAS 124-1, The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments , the Company recognizes an impairment charge when a decline in the fair value of its investments below the cost basis is judged to be other-than-temporary. The Company considers various factors in determining whether to recognize an impairment charge, including the Company s intent and ability to hold the investment for a period of time sufficient to allow for any anticipated recovery in market value, the length of time and extent to which the fair value has been less than the cost basis, the credit ratings of the securities and the financial condition and near-term prospects of the issuers.

g. Inventories:

Inventories are stated at the lower of cost or market value. The cost of raw materials is determined by the average cost method, and the cost of finished goods on the basis of costs charged by third party manufacturer.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Inventory provisions are provided to cover risks arising from slow-moving items, technological obsolescence, excess inventories, and discontinued products and for market prices lower than cost. At the point of the loss recognition, a new lower cost basis for that inventory is established. In addition, the Company records a liability for firm non-cancelable and unconditional purchase commitments with contract manufacturers for quantities in excess of the Company s future demands forecast consistent with its valuation of excess and obsolete inventory. Inventory provisions for 2006, 2007 and 2008 were $5,095, $2,716 and $130 respectively, and have been included in cost of revenues.

h. Property and equipment, net:

Property and equipment are stated at cost, net of accumulated depreciation.

Depreciation is calculated using the straight-line method over the estimated useful lives of the assets, at the following annual rates:

	%
Computers and peripheral equipment	33
Office furniture and equipment	6 - 15

Leasehold improvements are amortized by the straight-line method over the term of the lease (including option terms) or the estimated useful life of the improvements, whichever is shorter.

i. Other intangible assets, net:

Intangible assets are amortized over their estimated useful lives using the straight-line method, at the following annual rates:

	Weighted average %
Capitalized software development costs (see n)	33
Core technology	17
Trademarks	20
Customer relationships and distribution network	12

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

j. Impairment of long-lived assets:

The Company s long-lived assets and identifiable intangibles that are subject to amortization are reviewed for impairment in accordance with SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of the assets to the future undiscounted cash flows expected to be generated by the assets. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell. In 2006, 2007 and 2008, no impairment indicators have been identified.

k. Goodwill:

Goodwill represents the excess of the purchase price in a business combination over the fair value of the net tangible and intangible assets acquired. Under SFAS No. 142, goodwill is not amortized, but rather is subject to an annual impairment test.

SFAS No. 142 requires goodwill to be tested for impairment at least annually or between annual tests in certain circumstances, and written down when impaired. Goodwill is tested for impairment by comparing the fair value of the reporting unit with its carrying value. The Company operates in four operating segments, and these segments comprise its reporting units. Fair value is determined using discounted cash flows. Significant estimates used in the fair value methodologies include estimates of future cash flows, future growth rates and the weighted average cost of capital of the reporting units. The Company performed annual impairment tests during the fourth quarter of 2006, 2007 and 2008 and did not identify any impairment losses.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

l. Revenue recognition:

The Company generates revenues from sales of products, which include hardware and software, software licensing, professional services and maintenance. Professional services include mainly installation, project management and training. The Company sells its products indirectly through a global network of distributors, system integrators and strategic partners, all of whom are considered end-users, and through its direct sales force.

Revenues from sales of product and software licensing are recognized when all criteria outlined in Statement of Position (SOP) No. 97-2, Software Revenue Recognition (as amended by SOP No. 98-9) are met. Revenue from products and software licensing is recognized when persuasive evidence of an agreement exists, delivery of the product has occurred, the fee is fixed or determinable and collectability is probable.

Revenues from maintenance and professional services are recognized ratably over the contractual period or as services are performed, respectively.

In transactions where a customer s contractual terms include a provision for customer acceptance, revenues are recognized either when such acceptance has been obtained or as the acceptance provision has lapsed.

With regard to arrangements involving multiple elements, the Company applies Statement of Position No. 98-9, Modification of SOP No. 97-2, Software Revenue Recognition with Respect to Certain Transactions (SOP No. 98-9). According to SOP No. 98-9, revenues should be allocated to the different elements in the arrangement under the residual method when Vendor Specific Objective Evidence (VSOE) of fair value exists for all undelivered elements and no VSOE exists for the delivered elements. Under the residual method, at the outset of the arrangement with the customer, the Company defers revenue for the fair value of its undelivered elements (maintenance and professional services) and recognizes revenue for the remainder of the arrangement fee attributable to the elements initially delivered in the arrangement (products and software licenses) when the basic criteria in SOP No. 97-2 have been met. Any discount in the arrangement is allocated to the delivered element.

The Company s policy for establishing VSOE of fair value of maintenance services is based on the price charged when the maintenance is sold separately i.e. based on the renewal activity for the installed base of the Company. Establishment of VSOE of fair value of installation and training services is based on the price charged when these elements are sold separately. VSOE of fair value of project management services is established based on a price per day which is similar to price per day charged for installation services.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Revenues from fixed price contracts that require significant customization, integration and installation are recognized based on SOP No. 81-1 Accounting for Performance of Construction Type and Certain Production Type Contracts using the percentage-of-completion method of accounting based on the ratio of hours incurred to date to the total estimated hours of the contract. The amount of revenue recognized is based on the total fees under the license agreement and the percentage of completion achieved. The revenues from such arrangements are allocated between products and services revenues to reflect the portion of each revenue source separately. Estimates of total project requirements are based on prior experience of customization, delivery and acceptance of similar contracts and are reviewed and updated regularly by management. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are first determined, in the amount of the estimated loss on the entire contact. As of December 31, 2008, no such estimated losses were identified.

The Company maintains a provision for product returns in accordance with SFAS No. 48, Revenue Recognition When Right of Return Exists . The provision is estimated based on the Company s past experience and is deducted from revenues. As of December 31, 2006, 2007 and 2008 provision for product returns amounted $1,975, $2,823 and $2,833, respectively.

Deferred revenues include advances and payments received from customers, for which revenue has not yet been recognized.

m. Research and development costs:

Research and development costs (net of grants) incurred in the process of software production before establishment of technological feasibility are charged to expenses as incurred. Costs of the production of a product master incurred subsequent to the establishment of technological feasibility are capitalized according to the principles set forth in SFAS No. 86, Accounting for the Costs of Computer Software to be Sold, Leased or Otherwise Marketed . Based on the Company s product development process, technological feasibility is established upon completion of a detailed program design.

Costs incurred by the Company between completion of the detailed program design and the point at which the product is ready for general release, have been capitalized.

Capitalized software development costs are amortized commencing with general product release by the straight-line method over the estimated useful life of the software product.

n. Income taxes:

The Company accounts for income taxes in accordance with SFAS No. 109, Accounting for Income Taxes . This statement prescribes the use of the liability method whereby deferred tax asset and liability account balances are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company provides a valuation allowance, if necessary, to reduce deferred tax assets to the amount that is more likely than not to be realized.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

On January 1, 2007, the Company adopted FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes, an Interpretation of FASB Statement No. 109 (FIN 48). FIN 48 contains a two-step approach to recognizing and measuring uncertain tax positions accounted for in accordance with SFAS No. 109. The first step is to evaluate the tax position taken or expected to be taken in a tax return by determining if the weight of available evidence indicates that it is more likely than not that, on an evaluation of the technical merits, the tax position will be sustained on audit, including resolution of any related appeals or litigation processes. The second step is to measure the tax benefit as the largest amount that is more than 50% (cumulative basis) likely to be realized upon ultimate settlement.

The Company has decided to classify interest as financial expenses and penalties as general and administrative expenses. The Company s policy for interest and penalties related to income tax exposures was not impacted as a result of the adoption of the recognition and measurement provisions of FIN No. 48.

As a result of the implementation of FIN No. 48, the Company recognized a $824 decrease in the liability for unrecognized tax benefits, which was accounted for as an increase to the January 1, 2007 balance of retained earnings.

o. Government grants:

Non-royalty bearing grants from the Government of Israel for funding research and development projects are recognized at the time the Company is entitled to such grants on the basis of the related costs incurred and recorded as a deduction from research and development costs.

p. Concentrations of credit risk:

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents, short-term bank deposits, trade receivables and marketable securities.

The Company s cash and cash equivalents and short-term bank deposits are invested in deposits mainly in dollars with major international banks. Deposits in the U.S. may be in excess of insured limits and are not insured in other jurisdictions.

The Company s trade receivables are derived from sales to customers located primarily in North America, EMEA and the Far East. The Company performs ongoing credit evaluations of its customers and obtains letter of credit and bank guarantees for certain receivables. Additionally, the Company insures certain of its receivables with a credit insurance company. A general allowance for doubtful accounts is provided, based on the length of time the receivables are past due, and for specific debts that the Company has determined to be doubtful of collection. The Allowance for doubtful accounts expenses were $(254), $2,532 and $7,782 for the years 2006, 2007 and 2008, respectively and has being included in general and administrative expenses.

The Company s marketable securities include investment in U.S. corporate debentures, U.S. government debentures and structured notes. The Company s investment policy limits the amount the Company may invest in any one type of investment or issuer, thereby reducing credit risk concentrations. As a result of the recent turmoil in capital markets, the Company has tightened its control and monitoring over its marketable securities portfolio in order to minimize potential risks stemming from current capital markets environment.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The Company entered into forward contracts and option strategies (together: derivative instruments) intended to protect against the increase in value of forecasted non-dollar currency cash flows. The derivative instruments hedge portion of the Company s non-dollar currency exposure (see 2(w) below).

q. Severance pay:

The Company s liability for severance pay for its Israeli employees is calculated pursuant to Israel s Severance Pay Law based on the most recent monthly salary of the employees multiplied by the number of years of employment as of the balance sheet date. Employees are entitled to one month s salary for each year of employment, or a portion thereof. The Company s liability is fully provided by monthly deposits with insurance policies and severance pay funds and by an accrual.

The deposited funds include profits (losses) accumulated up to the balance sheet date. The deposited funds may be withdrawn only upon the fulfillment of the obligation pursuant to Israel s Severance Pay Law or labor agreements. The value of the deposited funds is based on the cash surrendered value of these policies.

Severance pay expense for 2006, 2007 and 2008 amounted to $4,305, $5,680 and $7,822, respectively.

The Company has a 401(K) defined contribution plan covering certain employees in the U.S. All eligible employees may elect to contribute up to 6%, but generally not greater than $15 per year, (for certain employees over 50 years of age the maximum contribution is $20 per year) of their annual compensation to the plan through salary deferrals, subject to IRS limits. The Company matches 50% of employee contributions to the plan up to a limit of 6% of their eligible compensation. In the years 2006, 2007, and 2008 the Company recorded an expense for matching contributions in the amount of $1,176, $1,769 and $2,154, respectively.

r. Basic and diluted net earnings per share:

Basic net earnings per share are computed based on the weighted average number of Ordinary shares outstanding during each year. Diluted net earnings per share are computed based on the weighted average number of Ordinary shares outstanding during each year plus dilutive potential equivalent Ordinary shares considered outstanding during the year, in accordance with SFAS No. 128, Earnings Per Share .

The weighted average number of shares related to outstanding anti-dilutive options and restricted shares excluded from the calculations of diluted net earnings per share was 705,589, 1,817,895 and 3,133,816 for the years 2006, 2007 and 2008, respectively.

s. Accounting for Stock-based compensation:

The Company accounts for stock-based compensation in accordance with Statement of Financial Accounting Standards No. 123 (revised 2004), Share-Based Payment (SFAS 123(R)) which requires the measurement and recognition of compensation expense based on estimated fair values for all share-based payment awards made to employees and directors. SFAS 123(R) requires companies to estimate the fair value of equity-based payment awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as an expense over the requisite service periods in the Company s consolidated income statements.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The Company recognizes compensation expenses for the value of its awards, which have graded vesting, based on the accelerated attribution method over the requisite service period of each of the awards, net of estimated forfeitures. Estimated forfeitures are based on actual historical pre-vesting forfeitures.

The Company estimates the fair value of stock options granted using the Black-Scholes-Merton option-pricing model and values restricted stock based on the market value of the underlying shares at the date of grant. This option-pricing model requires a number of assumptions, of which the most significant are the expected stock price volatility and the expected option term. Expected volatility was calculated based upon actual historical stock price movements. The expected term of options granted is based upon historical experience and represents the period of time that options granted are expected to be outstanding. The risk-free interest rate is based on the yield from U.S. Federal Reserve zero-coupon bonds with an equivalent term. The Company has historically not paid dividends and has no foreseeable plans to pay dividends.

t. Fair value of financial instruments:

The Company adopted the provisions of SFAS No. 157, Fair Value Measurements (SFAS No. 157) effective January 1, 2008. Under this standard, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the exit price) in an orderly transaction between market participants at the measurement date.

In determining fair value, the Company uses various valuation approaches. SFAS No. 157 establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company s assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The hierarchy is broken down into three levels based on the observability of inputs as follows:

- Level 1 Valuations based on quoted prices in active markets for identical assets that the Company has the ability to access. Valuation adjustments and block discounts are not applied to Level 1 instruments. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these products does not entail a significant degree of judgment.
- Level 2 Valuations based on one or more quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.
- Level 3 Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The availability of observable inputs can vary from investment to investment and is affected by a wide variety of factors, including, for example, the type of investment, the liquidity of markets and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment and the investments are categorizes as Level 3.

NICE SYSTEMS LTD. AND SUBSIDIARIES

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NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The Company s marketable securities trade in markets that are not considered to be active, but are valued based on quoted market prices, broker or dealer quotations, or alternative pricing sources with reasonable levels of price transparency and accordingly are categorized as Level 2.

Foreign currency derivative contracts are classified within Level 2 as the valuation inputs are based on quoted prices and market observable data of similar instruments.

The following table presents assets and liabilities measured at fair value on a recurring basis at December 31, 2008:

	Fair value measurements using input type			
	Level 1	**Level 2**	**Level 3**	**Total**
Marketable securities:				
Corporate debentures	$	$ 180,774	$	$ 180,774
US Treasuries		88,530		88,530
U.S. government agency debentures		18,688		18,688
Structured notes		4,000		4,000
Foreign currency derivative contracts		(956)		(956)
Total Financials Assets	$	$ 291,036	$	$ 291,036

The carrying amounts of financial instruments carried at cost, including cash and cash equivalents, short term bank deposits, trade receivables and trade payables approximate their fair value due to the short-term maturities of such instruments.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

u. Legal contingencies:

The Company is currently involved in various claims and legal proceedings. The Company reviews the status of each matter and assesses its potential financial exposure. If the potential loss from any claim or legal proceeding is considered probable and the amount can be reasonably estimated, the Company accrues a liability for the estimated loss.

v. Advertising expenses:

Advertising expenses are charged to expense as incurred. Advertising expenses for the years 2006, 2007 and 2008 were $5,918, $6,479 and $8,047, respectively.

w. Derivatives and hedging activities:

SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities requires the Company to recognize all of its derivative instruments as either assets or liabilities on the balance sheet at fair value. The accounting for changes in the fair value (i.e., gains or losses) of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and further, on the type of hedging relationship. For those derivative instruments that are designated and qualify as hedging instruments, a company must designate the hedging instrument, based upon the exposure being hedged, as a fair value hedge, cash flow hedge or a hedge of a net investment in a foreign operation.

For derivative instruments that are designated and qualify as a cash flow hedge (i.e., hedging the exposure to variability in expected future cash flows that is attributable to a particular risk), the effective portion of the gain or loss on the derivative instrument is reported as a component of accumulated other comprehensive income (loss) and reclassified into earnings in the line item associated with the hedged transaction in the period or periods during which the hedged transaction affects earnings. The remaining gain or loss on the derivative instrument in excess of the cumulative change in the present value of future cash flows of the hedged item, if any, is recognized in financial income/expense in the period of change.

The Company entered into derivative instrument arrangements to hedge a portion of anticipated new Israeli shekel (NIS) payroll payments. These derivative instruments are designated as cash flows hedges, as defined by SFAS No. 133, as amended, and are all highly effective as hedges of these expenses when the salary is recorded. The effective portion of the derivative instruments is included in payroll expenses in the statements of income.

At December 31, 2008, the Company expects to reclassify $956 of net losses on derivative instruments from accumulated other comprehensive loss to earnings during the next twelve months.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

x. New accounting pronouncements:

In February 2008, the FASB issued FASB Staff Position (FSP) FAS No. 157-2, Effective Date of FASB Statement No. 157 (FSP 157-2), to delay the effective date of FASB Statement 157 for one year for certain nonfinancial assets and nonfinancial liabilities, excluding those that are recognized or disclosed in financial statements at fair value on a recurring basis (that is, at least annually). For purposes of applying the FSP 157-2, nonfinancial assets and nonfinancial liabilities include all assets and liabilities other than those meeting the definition of a financial asset or a financial liability in FASB Statement 159. FSP 157-2 defers the effective date of Statement No. 157 to fiscal years beginning after November 15, 2008, and interim periods within those fiscal years for items within the scope of this FSP 157-2. The Company does not expect the adoption of FSP 157-2 to have a material impact on its financial position, results of operations or cash flows.

In March 2008, the FASB issued Statement 161 Disclosures about Derivative Instruments and Hedging Activities (SFAS 161) an amendment to FASB No. 133. This statement changes the disclosure requirements for derivative instruments and hedging activities. Entities are required to provide enhanced disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under Statement 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity s financial position, financial performance, and cash flows. This statement is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. Early application is encouraged. The Company does not expect the adoption of SFAS 161 to have a material impact on its financial position, results of operations or cash flows.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), Business Combinations (SFAS 141R). SFAS 141R establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any non controlling interest in the acquiree and the goodwill acquired. SFAS 141R also establishes disclosure requirements to enable the evaluation of the nature and financial effects of the business combination. SFAS 141R is effective for fiscal years beginning after December 15, 2008. Earlier adoption is prohibited. The Company believes that the adoption of SFAS 141R could have an impact on its consolidated financial statements; however, the impact would depend on the nature, terms and magnitude of acquisitions it consummates in the future.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

In April 2008, the FASB issued FSP 142-3, Determination of the Useful Life of Intangible Assets (FSP 142-3). FSP 142-3 amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under SFAS No. 142, Goodwill and Other Intangible Assets . FSP 142-3 is effective for fiscal years beginning after December 15, 2008. The Company does not expect the adoption of FSP 142-3 will have a material impact on the Company s financial position, results of operations or cash flows.

EITF Issue No. 08-7, Defensive Intangible Assets (EITF 08-7), requires an acquiring entity to account defensive intangible assets as a separate unit of accounting. Defensive intangible assets should not be included as part of the cost of the acquirer s existing intangible assets because the defensive intangible assets are separately identifiable. Defensive intangible assets must be recognized at fair value in accordance with SFAS 141(R) and SFAS 157. EITF 08-7 will be effective for the reporting period beginning after December 15, 2008. The Company does not expect a material impact on its consolidated financial statements from adoption of EITF 08-7.

In May 2008, the FASB issued SFAS No. 162, The Hierarchy of Generally Accepted Accounting Principles . SFAS No. 162 identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles in the United States. It is effective 60 days following the SEC s approval of the Public Company Accounting Oversight Board amendments to AU Section 411, The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles . The Company is currently evaluating the impact of SFAS No. 162 on its financial statements, and the adoption of this statement is not expected to have a material effect on the Company s financial statements.

In June 2008, the FASB issued FSP EITF No. 03-6-1, Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities . Under the FSP, unvested share-based payment awards that contain rights to receive non-forfeitable dividends (whether paid or unpaid) are participating securities, and should be included in the two-class method of computing EPS. The FSP is effective for fiscal years beginning after December 15, 2008, and interim periods within those years, and is not expected to have a significant impact on the Company s consolidated financial statements.

NICE SYSTEMS LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

NOTE 3:- MARKETABLE SECURITIES

a. Available-for-sale marketable securities

The following table summarizes amortized costs, gross unrealized gains and losses and estimated fair values of available for sale marketable securities as of December 31, 2007 and 2008:

	Amortized cost		Gross unrealized gains		Gross unrealized losses		Estimated fair value	
	December 31,		December 31,		December 31,		December 31,	
	2007	2008	2007	2008	2007	2008	2007	2008
Corporate debentures	$	180,705	$	1,691	$	1,622	$	180,774
U.S Government agency debentures	$ 1,199	18,553		137		2	$ 1,199	$ 18,688
US treasuries		87,168		1,363		1		88,530
Structured notes		4,000						4,000
	$ 1,199	$ 290,426	$	$ 3,191	$	$ 1,625	$ 1,199	$ 291,992

The scheduled maturities of available-for-sale marketable securities at December 31, 2008 were as follows:

	Amortized cost	Estimated fair value
Due within one year	$ 121,374	$ 121,069
Due after one year through five years	165,172	166,489
Due after five years through ten years	3,880	4,434
	$ 290,426	$ 291,992

b. Held-to-maturity marketable securities

The following table summarizes amortized costs, gross unrealized gains and losses and estimated fair values of held-to-maturity marketable securities as of December 31, 2007 and 2008:

Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value

	December 31,		December 31,		December 31,		December 31,	
	2007	2008	2007	2008	2007	2008	2007	2008
Corporate debentures	$ 181,192	$	$ 973	$	$ 631	$	$ 181,534	$
U.S Government agency debentures	54,278		42		94		54,226	
Structured notes	5,680				70		5,610	
	$ 241,150	$	$ 1,015	$	$ 795	$	$ 241,370	$

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NOTE 3:- MARKETABLE SECURITIES (Cont.)

In 2007 and 2008 the Company sold debt securities, which were classified as held-to-maturity, due to a credit deterioration of the issuer, in consideration of $5,736 and $13,356, respectively. As a result of the sale, the Company recorded a loss of $203 and $1,806, respectively.

In the third quarter of 2008, due to market conditions and deterioration in the credit worthiness of issuers, the Company reclassified its investments in marketable securities from the held-to-maturity category into the available-for-sale category.

In 2006, the Company did not sell any securities prior to their maturity and accordingly, did not realize any gains or losses on held-to-maturity securities in this year.

During 2006, 2007 and 2008, held-to-maturity marketable securities in the amounts of $3,000, $24,364 and $41,680, respectively, were called by the issuers prior to maturity.

NOTE 4:- CURRENT OTHER RECEIVABLES AND PREPAID EXPENSES

	December 31,	
	2007	2008
Government authorities	$ 4,090	$ 6,409
Interest receivable	3,765	2,290
Prepaid expenses	9,273	11,784
Other	3,621	3,214
	$ 20,749	$ 23,697

NOTE 5:- INVENTORIES

	December 31,	
	2007	2008
Raw materials	$ 1,832	$ 1,828
Finished goods	10,003	9,672
	$ 11,835	$ 11,500

NOTE 6:- OTHER LONG-TERM ASSETS

	December 31,	
	2007	2008
Investment in affiliates	$ 1,200	$ 236
Severance pay fund	13,966	15,957
Other receivables and prepaid expenses	3,183	1,756
Deferred tax assets	8,739	7,373
	$ 27,088	$ 25,322

NICE SYSTEMS LTD. AND SUBSIDIARIES

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U.S. dollars in thousands (except share and per share data)

NOTE 7:- PROPERTY AND EQUIPMENT, NET

	December 31,	
	2007	2008
Cost:		
Computers and peripheral equipment	$ 69,838	$ 77,839
Office furniture and equipment	16,180	15,593
Leasehold improvements	5,301	9,014
	91,319	102,446
Accumulated depreciation:		
Computers and peripheral equipment	57,262	63,093
Office furniture and equipment	11,580	11,243
Leasehold improvements	3,822	4,716
	72,664	79,052
Depreciated cost	$ 18,655	$ 23,394

Depreciation expense totaled $8,244, $8,740 and $10,260 for the years 2006, 2007 and 2008, respectively.

NOTE 8:- OTHER INTANGIBLE ASSETS, NET

a. Other intangible assets:

	December 31,	
	2007	2008
Original amounts:		
Capitalized software development costs	$ 8,207	$ 8,927
Core technology	99,675	103,487
Trademarks	8,366	8,397

Customer relationships and distribution network	92,262	101,836
	208,510	222,647
Accumulated amortization:		
Capitalized software development costs	5,877	6,475
Core technology	23,148	40,234
Trademarks	3,200	4,688
Customer relationships and distribution network	13,970	25,848
	46,195	77,245
Other intangible assets, net	$ 162,315	$ 145,402

b. Amortization expense amounted $13,675, $22,186 and $32,480 for the years 2006, 2007 and 2008, respectively.

NICE SYSTEMS LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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NOTE 8:- OTHER INTANGIBLE ASSETS, NET (Cont.)

c. Estimated amortization expense for the years ended (excluding amortization of capitalized software development costs):

December 31,	
2009	$ 31,198
2010	30,726
2011	27,512
2012	24,320
2013	16,935
2014 and thereafter	12,259
	$ 142,950

NOTE 9:- GOODWILL

The changes in the carrying amount of goodwill for the years ended December 31, 2007 and 2008 are as follows:

	December 31,	
	2007	2008
Goodwill, beginning of the year	$ 220,430	$ 443,256
Additions in respect of acquisitions	220,192	9,002
Foreign currency translation adjustments	2,634	(6,754)
Goodwill, end of year	$ 443,256	$ 445,504

NOTE 10:- ACCRUED EXPENSES AND OTHER LIABILITIES

	December 31,	
	2007	2008

Employees and payroll accruals	$ 36,432	$ 42,699
Accrued expenses	56,529	51,472
Deferred revenues and advances from customers	93,293	108,196
Other	21,831	35,222
	$ 208,085	$ 237,589

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NICE SYSTEMS LTD. AND SUBSIDIARIES

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NOTE 11:- COMMITMENTS AND CONTINGENT LIABILITIES

a. Lease commitments:

The Company leases office space, office equipment and various motor vehicles under operating leases.

1. The Company s office space and office equipment are rented under several operating leases.

Future minimum lease commitments under non-cancelable operating leases for the years ended December 31, were as follows:

2009	$	11,964
2010		7,714
2011		6,277
2012		5,930
2013		1,101
2014 and thereafter		4,109
	$	37,095

Rent expenses for the years 2006, 2007 and 2008 were approximately $8,668, $10,531 and $13,286, respectively.

2. The Company leases its motor vehicles under cancelable operating lease agreements.
The minimum payment under these operating leases, upon cancellation of these lease agreements was $818 as of December 31, 2008.

Lease expenses for motor vehicles for the years 2006, 2007 and 2008 were $2,865, $4,041 and $5,387, respectively.

b. Other commitments:

The Company is obligated under certain agreements with its suppliers to purchase goods and under an agreement with its manufacturing subcontractor to purchase projected inventory and excess inventory. Non cancelable obligations, net of provisions, as of December 31, 2008, were $3,120. These obligations will be fulfilled during 2009.

c. Legal proceedings:

1. On October 19, 2004, CipherActive filed an action against the Company in the District Court of Tel Aviv, State of Israel. In this lawsuit, CipherActive claims that under a development agreement with the Company, it is entitled to receive license fees in respect of certain software that it allegedly developed for the Company and which has been embedded in one of the Company s products. CipherActive claims that it is entitled to license fees in the amount of $600 in addition to the amount of $100 already paid to CipherActive by the Company in respect of such license fees.

In the Company s statement of defense it claims that the software developed by CipherActive under the agreement has not been successful in the market, is no longer embedded in the Company s product and, therefore, CipherActive is not entitled to any additional license fees.

NICE SYSTEMS LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

NOTE 11:- COMMITMENTS AND CONTINGENT LIABILITIES (Cont.)

The parties to this litigation have recently agreed to submit the matter to a binding arbitration and hearings are expected to take place during the month of May 2009. The arbitration agreement approved by the Court determines that the Company s liability shall not exceed $600 plus interest and expenses. The Company is currently unable to evaluate the probability of a favorable or unfavorable outcome.

2. On September 3, 2008, Multi-Format, Inc. filed a lawsuit against Harrah s Entertainment, Inc. and NICE Systems, Inc, a wholly owned subsidiary of the Company in the United States District Court for the District of New Jersey, alleging infringement of a U.S. patent and requesting damages. The patent purports to cover a PC-based system for monitoring and sorting representative images from video cameras, for security or other monitoring purposes. Multi-Format alleges that the defendants infringed one or more of the claims of the patent by making, using, selling, offering for sale and/or importing video surveillance products, including the Company s NiceVision Pro and NiceVision Harmony products, and that NICE Systems Inc has induced infringement of the patent through its sale and supplying of video surveillance solutions to Bally s Atlantic City, and/or other third parties or customers. On December 10, 2008, Multi-Format filed an Amended Complaint substituting Bally s Park Place, Inc. for Harrah s Entertainment, Inc. The Company filed a response and counterclaim on December 23, 2008, to which Multi-Format responded on January 7, 2009. An initial scheduling hearing took place on January 26, 2009. Multi-Format has not identified any specific patent claim it believes was infringed and has not made a monetary demand.

   NICE Systems Inc. has undertaken to represent and indemnify Harrah s Entertainment in respect of this lawsuit.

   The Company is currently unable to evaluate the probability of a favorable or unfavorable outcome

3. On July 20, 2004, S.T.S. Software Systems Ltd. (STS) filed a lawsuit in the U.S. District Court for the Southern District of New York charging Witness Systems, Inc. (Witness) with infringement of VoIP patents in the U.S. On June 26, 2007, the Company joined as a plaintiff in the litigation. A trial took place in the U.S. District Court for the Northern District of Georgia during the week of March 17, 2008 and on May 25, 2008. The Court dismissed the claim and determined that Witness Systems does not infringe the Company s patents.

   On August 30, 2004, Witness filed a patent infringement action in the Federal Court for the Northern District of Georgia against NICE Systems, Inc. Witness subsequently filed an identical action against the Company in the same court. Witness accused the Company of infringing two U.S. patents relating to certain technology used with some of the Company s products, mainly screen capture. No trial date was set.

   On January 19, 2006 Witness filed a patent infringement action in the Federal Court for the Northern District of Georgia against the Company and NICE Systems, Inc., alleging the infringing of a certain U.S patent relating to certain technology used with some of the Company s products, mainly Nice Perform. A trial took place during the week of May 12, 2008. The jury decided that the Company infringes Witness Systems patent and adjudicated monetary damages of $3,300. The Company filed a motion to revoke the jury s decision. Witness Systems filed a motion for a permanent injunction against the Company and the Company submitted its response to the Court.

NICE SYSTEMS LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

NOTE 11:- COMMITMENTS AND CONTINGENT LIABILITIES (Cont.)

On May 10, 2006, the Company and NICE Systems, Inc. filed a new lawsuit against Witness Systems, Inc. in the United States District Court for District of Delaware claiming that Witness Systems is infringing ten U.S. patents. These patents cover various aspects of recording customer interaction communications and traditional logging. This lawsuit went to trial before a jury on January 14, 2008. The jury deadlocked and on January 25, 2008 and a mistrial was declared. The Company filed a motion for a new trial date for the case.

On August 1, 2008, the Company and Verint Systems Inc. entered into an agreement to settle and dismiss all of the above patent disputes (which had commenced with Witness Systems, Inc. prior to its acquisition by Verint).

4. On July 27, 2004, Dictaphone Corp. (which was acquired by the Company) filed an action against VoicePrint in the United States District Court for the Central District of California asserting the infringement by VoicePrint of two U.S patents. The Company subsequently acquired these patents from Dictaphone as part of its acquisition. This lawsuit has been settled in principle, but the documentation for this settlement has not been finalized and executed by the parties.

5. In December 2006, Calyon Corporate and Investment Bank (Calyon) filed a suit against the Company in the District Court of Tel Aviv, demanding repayment of $648 plus accrued interest, in the total amount of $740. The Company deducted this amount in January 2004 from a payment transferred from an account of Thales maintained with Calyon to the Company s account, at the instruction of Thales, in connection with the acquisition of Thales Contact Solutions (TCS) from Thales. The Company had notified TCS in 2004 that it had setoff such amount with respect to an overdue payment by TCS to the Company. The dispute was submitted to mediation, however the mediation process failed and the proceedings were returned to the District Court of Tel Aviv. This lawsuit is in its initial stages and the first hearing is scheduled to take place on June 23, 2009. The Company is currently unable to evaluate the probability of a favorable or unfavorable outcome.

6. On March 9, 2007, Formatest AG filed a claim against NICE Switzerland AG, a wholly owned subsidiary of the Company, in the Cantonal Court of Zug, Switzerland. The claim was in the amount of approximately $1,600 (1,187,793), plus interest at 5% per annum, and was made in connection with an agreement dated December 10, 2004 between FAST Video Security AG (now NICE Switzerland AG) and Formatest AG. On June 19, 2007, the Company and Formatest AG entered into an agreement settling all claims. The Company believes it is entitled to recover all or a substantial part of the settlement amount paid to Formatest AG (with the addition of legal costs), under the terms of indemnification provision contained in the sale and purchase agreement between the selling shareholders of FAST Video Security AG (the Sellers) and the Company dated November 16, 2006 (the Agreement). On December 18, 2007, the Sellers issued a Notice of Arbitration in the Zurich Chamber of Commerce, claiming that the Company should pay them an amount of $1,229 (plus late payment interest of 5% from July 2007), which is the remaining unpaid portion of the first earn-out payment under the Agreement, release $3,000 (plus accrued interest) from the escrow account pursuant to the Agreement, plus an additional late release interest of 5%, and compensate them for loss incurred due to deteriorating exchange rates and other related expenses.

NICE SYSTEMS LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

NOTE 11:- COMMITMENTS AND CONTINGENT LIABILITIES (Cont.)

Prior to the commencement of the arbitration proceedings, the Company released to the Sellers a partial payment of $1,400 out of the escrow funds and paid to the Sellers the amount of $1,229.

On June 23, 2008, the Sellers filed their statement of claim, asking for payment of $1,600 (representing the balance of the escrow funds) plus additional amounts for interest, losses on the exchange rates, legal costs for the defense of the Formatest claim and unspecified legal costs and expenses related to the arbitration proceeding. The Company filed a statement of defense and counterclaim on August 25, 2008, seeking an award dismissing the Seller s claims and holding the Sellers liable (jointly and severally) for the payment of a total of EUR 831,600 and additional amounts for interest and unspecified arbitration costs.

Pursuant to the current procedural timetable, the arbitration proceedings are expected to take place in the first half of 2009, and an award is not expected to be rendered before July 2009. The Company is currently unable to evaluate the probability of a favorable or unfavorable outcome.

7. On October 26, 2007, two former employees of NICE Systems Inc. filed a lawsuit against the Company and NICE Systems Inc, alleging violations of various laws prohibiting discrimination in employment. The dispute was settled in December 2008 between the parties.

8. On December 19, 2007, a former employee of NICE Systems Inc. sent the Company and NICE Systems Inc. a letter alleging engagement in prohibited discrimination in employment and retaliation in terminating his employment. The dispute was settled in December 2008 between the parties.

9. On October 15, 2007, a former employee of Actimize Ltd, a wholly owned subsidiary of the Company, filed a claim with the Tel Aviv district labor court, seeking a declaration, that he is entitled to 0.5% of the outstanding share capital of Actimize Ltd. In its statement of defense, Actimize Ltd. claimed that once the former employee chose not to exercise his vested options upon termination of his employment with the company, such options expired. In addition, Actimize Ltd. claimed, that the former employee s options deteriorated in value due to his decision not to exercise his right to re-price such options during his employment term. The case is at the preliminary stages and the court yet to set a hearing date. The Company is currently unable to evaluate the probability of a favorable or unfavorable outcome.

NICE SYSTEMS LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

NOTE 11:- COMMITMENTS AND CONTINGENT LIABILITIES (Cont.)

10. Around December 31, 2008, NICE Systems, Inc. received a letter from Plant CML (Plant), a distributor of NICE Systems, Inc., asserting several indemnity claims against the Company. The claims arise out of the Commonwealth of Massachusetts claim against Verizon Communications Inc. (Verizon) relating to numerous alleged problems associated with Company s products used by the Commonwealth. NICE Systems, Inc. sold the Company s products to Plant pursuant to a Reseller Agreement between the parties dated December 2005, and Plant, in turn, resold the products to Verizon, who in turn sold the overall system to the Commonwealth.

    The Company is in the initial stage of assessing the facts, merits and potential magnitude of these claims. The Company is currently unable to evaluate the probability of a favorable or unfavorable outcome in this dispute.

11. The Company is involved in various other legal proceedings arising in the normal course of its business. Based upon the advice of counsel, the Company does not believe that the ultimate resolution of these matters will have a material adverse effect on the Company s consolidated financial position, results of operations or cash flows.

NOTE 12:- TAXES ON INCOME

a. Israeli taxation:

1. Corporate tax rates in Israel:

Taxable income of Israeli companies is subject to tax at the rate of 27% in 2008, 26% in 2009 and 25% in 2010 and thereafter.

2. Tax benefits under the Israel Law for the Encouragement of Capital Investments, 1959 (the Law):

The Law empowers the Israeli Investment Center to grant Approved Enterprise status to capital investments in production facilities that meet certain relevant criteria (Approved Enterprise). In general, such capital investments will receive Approved Enterprise status if the enterprise is expected to contribute to the development of the productive capacity of the economy, absorption of immigrants, creation of employment opportunities, or improvement in the balance of payments.

The tax benefits derived from any such Approved Enterprise relate only to taxable income attributable to the specific program of investment to which the status was granted. To the extent that NICE has been granted Approved Enterprise status and operates under more than one approval, or that its capital investments are only partly approved, its effective corporate tax rate will be the result of a weighted combination of the various rates applicable.

Certain production facilities of NICE have been granted the status of an Approved Enterprise under the Law, in four separate investment programs. For all such Approved Enterprises, the Company elected to apply for alternative tax benefits (Alternative Package), waiving Government grants in return for a tax exemption.

Income derived from the first and second program was tax-exempt for a period of four years, commencing 1999 and 1997, respectively, and is taxed at the reduced corporate tax rate of 10%-25% (based on the percentage of foreign ownership in each taxable year) for an additional period of six years. Income derived from the third and fourth programs are tax-exempt for a period of two years, commencing 2005, and will be taxed at the reduced corporate tax rate of 10%-25% (based on the percentage of foreign ownership in each taxable year) for an additional period of eight years.

The above mentioned tax benefits are scheduled to expire by 2014 in a gradual manner.

NICE SYSTEMS LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

NOTE 12:- TAXES ON INCOME (Cont.)

The Company s wholly owned subsidiary, Actimize Ltd., has received approval as an Approved Enterprise in Israel under the Law, for two investment programs and is therefore eligible for Israeli tax benefits. Pursuant to these benefits, Actimize Ltd. may enjoy a tax exemption from Israeli taxes on income derived during the first two years in which each investment program produces taxable income, subject to certain timing restrictions, provided that it does not distribute such income as a dividend. In addition, Actimize Ltd. will enjoy a reduced tax rate of 10% - 25%, (based on the percentage of foreign ownership in each taxable year) for an additional period of eight years. The benefit periods have not yet commenced.

In the event of distribution of dividends from the said tax-exempt income, the amount distributed will be subject to corporate tax at the rate ordinarily applicable to the Approved Enterprise s income. The tax-exempt income attributable to the Approved Enterprise programs mentioned above can be distributed to shareholders without subjecting the Company to taxes only upon the complete liquidation of NICE.

The duration of tax benefits, for each of the Programs is subject to limitations of the earlier of 12 years from completion of the investment or commencement of production, or 14 years from receipt of approval, as an Approved Enterprise under the Law.

The entitlement to the above benefits is conditional upon the Company s fulfilling the conditions stipulated by the Law and regulations published thereunder. Should the Company fail to meet such requirements in the future, income attributable to its Approved Enterprise programs could be subject to the statutory Israeli corporate tax rate and the Company could be required to refund a portion of the tax benefits already received, with respect to such programs. As of December 31, 2008, management believes that the Company is in compliance with all the conditions required by the Law.

On April 1, 2005, an amendment to the Law came into effect (the Amendment) and has significantly changed the provisions of the Law. The Amendment limits the scope of enterprises which may be approved by the Investment Center by setting criteria for the approval of a facility as a Privileged Enterprise (rather than the previous terminology of Approved Enterprise), such as a provision requiring that at least 25% of the Privileged Enterprise s income will be derived from export. Additionally, the Amendment enacted major changes in the manner in which tax benefits are awarded under the Law so that companies are no longer required for Investment Center approval in order to qualify for tax benefits. The period of tax benefits for a new Privileged Enterprise commences in the Year of Commencement . This year is the later of: (1) the year in which taxable income is first generated by the Company, or (2) a year selected by the company for commencement, on the condition that the Company meets certain provisions provided by the Law (Year of Election).

If a company requested the Alternative Package of benefits for an Approved Enterprise under the old law before the 2005 amendment, it is precluded from filing a Year of Election notice for a Privileged Enterprise for two years after the year in which the Approved Enterprise was activated.

In addition, the Law provides that terms and benefits included in any certificate of approval already granted will remain subject to the provisions of the law as they were on the date of such approval. Therefore, the four existing Approved Enterprises will not be subject to the provisions of the Amendment.

NOTE 12:- TAXES ON INCOME (Cont.)

The Company has four Privileged Enterprises with Years of Election ranging from 2006 through 2008.

As a result of the Amendment, tax-exempt income generated under the Company s Privileged Enterprise program will be subject to taxes upon dividend distribution or complete liquidation.

The Company does not intend to distribute any amounts of its undistributed tax exempt income as dividends as it intends to reinvest its tax-exempt income within the Company. Accordingly, no deferred income taxes have been provided on income attributable to the Company s Approved or Privileged Enterprise programs as the undistributed tax exempt income is essentially permanent in duration.

As of December 31, 2008, approximately $160,000 is tax-exempt attributable to its various Approved and Privileged Enterprise programs. If such tax exempt income is distributed (other than in respect of the first four programs upon the complete liquidation of the Company), it would be taxed at the reduced corporate tax rate applicable to such profits (between 10%-25%) and an income tax liability of approximately $28,000 would be incurred as of December 31, 2008.

Income from sources other than an Approved or a Privileged Enterprise is subject to tax at regular Israeli corporate tax rate.

3. Tax benefits under the Israeli Law for the Encouragement of Industry (Taxation), 1969:

NICE is an Industrial Company as defined and, as such, is entitled to certain tax benefits including accelerated depreciation, deduction of public offering expenses in three equal annual installments and amortization of other intangible property rights for tax purposes.

b. Income taxes on non-Israeli subsidiaries:

Non-Israeli subsidiaries are taxed according to the tax laws in their respective country of residence. Neither Israeli income taxes, foreign withholding taxes nor deferred income taxes were provided in relation to undistributed earnings of the Company s foreign subsidiaries. This is because the Company intends to permanently reinvest undistributed earnings in the foreign subsidiaries in which those earnings arose. If these earnings were distributed to Israel in the form of dividends or otherwise, the Company would be subject to additional Israeli income taxes (subject to an adjustment for foreign tax credits) and foreign withholding taxes.

c. Net operating loss carryforward:

As of December 31, 2008, the Company had carryforward tax losses totaling approximately $60,000 which can be carried forward and offset against taxable income with expiration dates ranging from 2009 and onwards. Approximately $37,600 of these carryforward tax losses have no expiration date. The balance expires between 2009 and 2028.

Utilization of U.S. net operating losses may be subject to substantial annual limitation due to the change in ownership provisions of the Internal Revenue Code of 1986 and similar state provisions. The annual limitation may result in the expiration of net operating losses increasing taxes before utilization.

NICE SYSTEMS LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

NOTE 12:- TAXES ON INCOME (Cont.)

d. Deferred tax assets and liabilities:

Deferred taxes reflect the net tax effect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts recorded for tax purposes. Significant components of the Company s deferred tax assets and liabilities are as follows:

	December 31,	
	2007	2008
Deferred tax assets:		
Net operating losses carryforward	$ 10,510	$ 11,890
Acquired intangibles	6,244	5,340
Share based payments	2,809	4,977
Other	9,927	13,648
Deferred tax assets before valuation allowance	29,490	35,855
Valuation allowance	(6,182)	(17,760)
Deferred tax assets	23,308	18,095
Deferred tax liabilities:		
Acquired intangibles	(48,075)	(39,382)
Deferred tax liabilities, net	$ (24,767)	$ (21,287)

The Company has provided valuation allowances in respect of certain deferred tax assets resulting from tax loss carry forwards and other reserves and allowances due to uncertainty concerning realization of these deferred tax assets.

The increase in the valuation allowance in 2008 amounted to $11,578 related to operations.

NICE SYSTEMS LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

NOTE 12:- TAXES ON INCOME (Cont.)

e. A reconciliation of the Company s effective tax rate to the statutory tax rate in Israel is as follows:

	Year ended December 31,		
	2006	2007	2008
Income before taxes on income, as reported in the consolidated statements of income	$ 30,992	$ 47,634	$ 48,587
Statutory tax rate in Israel	31%	29%	27%
Approved and Privileged Enterprise benefits *)	(14.6)%	(10.1)%	(11.9)%
Changes in valuation allowance	3.8%	(1.4)%	6.2%
Earnings taxed under foreign law	(7.4)%	(2.6)%	1.4%
Acquired in-process research and development	14.6%	2.3%	
Other	0.3%	4.3%	(3.2)%
Effective tax rate	27.7%	21.5%	19.5%
*) Net earnings per Ordinary share - amounts of the benefit resulting from the Approved and Privileged Enterprise status			
Basic	$ 0.09	$ 0.09	$ 0.10
Diluted	$ 0.09	$ 0.09	$ 0.09

f. Income before taxes on income is comprised as follows:

	Year ended December 31,		
	2006	2007	2008
Domestic	$ 33,629	$ 27,506	$ 36,000
Foreign *)	(2,637)	20,128	12,587

	$ 30,992	$ 47,634	$ 48,587

*) The loss before taxes in 2006 arose as a result of write off of acquired in-process research and development of approximately $13,000.

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NICE SYSTEMS LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

NOTE 12:- TAXES ON INCOME (Cont.)

g. Taxes on income are comprised as follows:

	Year ended December 31,		
	2006	2007	2008
Current	$ 6,404	$ 10,516	$ 14,290
Deferred	2,187	(262)	(4,810)
	$ 8,591	$ 10,254	$ 9,480
Domestic	$ 5,892	$ 4,254	$ 4,646
Foreign	2,699	6,000	4,834
	$ 8,591	$ 10,254	$ 9,480

h. Uncertain tax positions:

A reconciliation of the beginning and ending balances of the total amounts of unrecognized tax benefits is as follows:

	December 31,	
	2007	2008
Uncertain tax positions, beginning of the year	$ 10,702	$ 14,919
Increases in tax positions for prior years	1,315	3,080
Decreases in tax positions for prior years	(734)	(391)
Increases in tax positions for current year	3,805	7,848
Settlements	(169)	
Uncertain tax positions, end of year	$ 14,919	$ 25,456

Unrecognized tax benefits included $24,820 of tax benefits, which if recognized, would reduce the Company s annual effective tax rate. The Company has further accrued $625 of accrued interest related to uncertain tax positions as of December 31, 2008.

As of December 31, 2008, the Company is subject to Israeli income tax audits for the tax years 2002 through 2008, to U.S. federal income tax audits for the tax years of 2003 through 2008 and to other income tax audits for the tax years of 2002 through 2008.

NOTE 13:- SHAREHOLDERS EQUITY

a. The Ordinary shares of the Company are traded on the Tel-Aviv Stock Exchange and its ADS s are traded on NASDAQ.

In 2007 the Company completed a secondary public offering of its ADS s on NASDAQ. The Company issued 5,175,000 shares at a price of $35.02 per share before issuance expenses. Total net proceeds from the issuance amounted to approximately $180,829.

b. Share option plans:

In 1995, the Company adopted an employee share option plan (the 1995 Option Plan). Under the 1995 option plan, employees and officers of the Company may be granted options to acquire Ordinary shares. The options to acquire Ordinary shares are granted at an exercise price of not less than the fair market value of the Ordinary shares on the grant date, subject to certain exceptions, which may be determined by the Company s Board of Directors. 16,691,132 options of the 1995 Option Plan were granted.

Under the terms of the 1995 Option Plan, 25% of each stock option granted becomes exercisable on each of the first, second, third and fourth anniversaries of the date of grant so long as the grantee is, subject to certain exceptions, employed by the Company at the date the stock option becomes exercisable. As of February 15, 2000, the Board of Directors of the Company adopted a resolution amending the exercise terms of the 1995 Option Plan whereby 25% of the stock options granted become exercisable on the first anniversary of the date of grant and 6.25% becomes exercisable once every quarter during the subsequent three years. The options expire 6 years from the date of grant.

In 2003, the Company adopted the 2003 Stock Option Plan (the 2003 Option Plan). Under the 2003 option plan, employees and officers of the Company may be granted options to acquire Ordinary shares. The options to acquire Ordinary shares are granted at an exercise price of not less than the fair market value of the Ordinary shares on the grant date, subject to certain exceptions, which may be determined by the Company s Board of Directors. Generally, under the terms of the 2003 Plan, 25% of the stock options granted become exercisable on the first anniversary of the date of grant and 6.25% becomes exercisable once every quarter during the subsequent three years. Stock options expire six years after the date of grant.

Pursuant to the terms of the acquisition of Actimize Ltd. in August 2007, the Company assumed and replaced the stock options and restricted shares granted by Actimize. In 2003, Actimize adopted the 2003 Omnibus Stock Option and Restricted Stock Incentive Plan (the 2003 Actimize Plan). Under the 2003 Actimize Plan, the grantees could be granted options to acquire Actimize s ordinary shares, restricted shares and shares. Incentive stock options to acquire ordinary shares of Actimize were granted at an exercise price not less than the fair market value of the ordinary shares of Actimize on the date of grant or as determined by Actimize s board of directors or by a committee thereof. In addition, the options were granted at an exercise price of not less than the par value of the ordinary shares of Actimize.

Generally, under the terms of the 2003 Actimize Plan, 25% of the options granted become exercisable on the first anniversary of the date of grant and 6.25% become exercisable following the lapse of every consecutive quarter thereafter during the subsequent three years. Options generally expire ten years after the date of grant.

NICE SYSTEMS LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

NOTE 13:- SHAREHOLDERS EQUITY (Cont.)

In June 2008, the Company adopted the 2008 Share Incentive Plan (the 2008 Plan), to provide incentives to employees, directors, consultants and/or contractors by rewarding performance and encouraging behavior that will improve the Company s profitability. Under the 2008 Plan, the Company s employees, directors, consultants and/or contractors may be granted any equity-related award, including any type of an option to acquire the Company s ordinary shares and/or share appreciation right and/or share and/or restricted share and/or restricted share unit and/or other share unit and/or other share-based award and/or other right or benefit under the 2008 Plan (each an Award). The options to acquire ordinary shares are granted at an exercise price of not less than the fair market value of the ordinary shares on the date of the grant, subject to certain exceptions which may be determined by the Company s board of directors, including in some cases options granted with an exercise price of zero.

Generally, under the terms of the 2008 Plan, 25% of an Award granted becomes exercisable on the first anniversary of the date of grant and 6.25% becomes exercisable once every quarter during the subsequent three years. Specifically with respect to restricted share units, unless determined otherwise by the board of directors, 25% of the restricted share units granted becomes vested on each of the four consecutive annual anniversaries following the date of grant. Awards with a vesting period expire six years after the date of grant. The 2008 Plan provides that the maximum number of shares that may be subject to Awards granted under the 2008 Plan shall be an amount per calendar year, equal to 3.5% of the Company s issued and outstanding share capital as of December 31 of the preceding calendar year. Such amount is reset for each calendar year. For 2008, the aforementioned amount was reduced by the number of shares subject to Awards granted by the Company during the 2008 calendar year under the 2003 Plan.

The fair value of the Company s stock options granted to employees and directors for the years ended December 31, 2006, 2007 and 2008 was estimated using the following assumptions:

	2006	2007	2008
Expected volatility	33.9%-40.6%	32.5%-37.9%	32.5%-39.8%
Weighted average volatility	40.0%	37.5%	34.2%
Risk free interest rate	4.6%-4.9%	3.3%-4.6%	1.7%-3.1%
Expected dividend	0%	0%	0%
Expected term (in years)	2.3-3.7	2.5-3.7	2.5-3.7

NICE SYSTEMS LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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NOTE 13:- SHAREHOLDERS EQUITY (Cont.)

A summary of the Company s stock options activity and related information for the year ended December 31, 2008, is as follows:

	Number of options	Weighted-average exercise price	Weighted-average remaining contractual term (in years)	Aggregate intrinsic value
Outstanding at January 1, 2008	6,460,595	$ 23.64	4.3	$ 70,697
Granted	1,846,266	$ 29.06		
Exercised	(1,015,649)	$ 14.50		
Forfeited	(419,997)	$ 25.17		
Cancelled	(50,241)	$ 29.22		
Outstanding at December 31, 2008	6,820,974	$ 26.33	4.3	15,745
Exercisable at December 31, 2008	2,868,747	$ 23.23	3.4	$ 11,200

The weighted-average grant-date fair value of options granted during the years 2006, 2007 and 2008 was $9.20, $11.8 and $8.6, respectively.

The total intrinsic value of options exercised during the years 2006, 2007 and 2008 was $41,249, $40,735 and $16,818, respectively.

The options outstanding under the Company s Stock Option Plans as of December 31, 2008 have been separated into ranges of exercise price as follows:

Ranges of exercise price	Options outstanding as of December 31, 2008	Weighted average remaining contractual term	Weighted average exercise price	Options exercisable as of December 31, 2008	Weighted Average Exercise price of Options Exercisable
		(Years)			
$ 0.02	4,692	8.66	$ 0.02	2,930	$ 0.02
$ 0.27	20,366	5.67	0.27		

$	2.46-2.89	52,442	5.98		2.84	44,544		2.83
$	6.00-6.87	141,337	7.58		6.59	52,394		6.59
$	9.67-14.04	409,946	2.31		10.52	375,592		10.32
$	14.60-21.76	1,547,497	3.43		17.94	915,008		17.15
$	22.33-32.31	2,591,827	4.83		28.72	601,533		26.48
$	34.78-38.44	2,052,867	4.30		35.07	876,746		34.99
		6,820,974	4.27	$	26.33	2,868,747	$	23.23

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NICE SYSTEMS LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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NOTE 13:- SHAREHOLDERS EQUITY (Cont.)

A summary of the Company s Restricted Stock Awards (RSA) activity and related information for the year ended December 31, 2008, is as follows:

	Number of RSA	Weighted-average exercise price
Outstanding at January 1, 2008	412,841	$ 1.09
Vested	(221,638)	$ 1.04
Forfeiture	(5,139)	$ 0.02
Outstanding at December 31, 2008	186,064	$ 0.93

As of December 31, 2008, there was approximately $21,361 and $7,590 of unrecognized compensation expense related to non-vested stock options and restricted stock awards, respectively, expected to be recognized over four years.

A summary of the Company s Restricted Stock Units (RSU) activity and related information for the year ended December 31, 2008, is as follows:

	Number of RSU	Weighted-average exercise price
Outstanding at January 1, 2008		$
Issued	6,500	$ 0.26
Outstanding at December 31, 2008	6,500	$ 0.26

c. Employee Stock Purchase Plan (ESPP):

Eligible employees under the Employee Stock Purchase Plan (the Purchase Plan) can have up to 10% of their earnings withheld, up to certain maximums, to be used to purchase Ordinary shares. Commencing January 1, 2006, the price of Ordinary shares purchased under the Purchase Plan is equal to 95% of the fair market value of the Ordinary shares.

During 2006, 2007 and 2008, employees purchased 8,570, 16,041 and 17,613 shares at average prices of $26.73, $31.08 and $30.14 per share, respectively.

d. Stock split:

On May 17, 2006, the Company affected a two-for-one stock split on its Ordinary shares which was affected in the form of a 100% stock dividend. Shareholders of record at the close of business on May 30, 2006, the record date, received one additional Ordinary share/ADS for each Ordinary share/ADS held. All Ordinary share options and per share amounts have been adjusted to give retroactive effect to the stock split for all periods presented.

e. Dividends:

Dividends, if any, will be paid in NIS. Dividends paid to shareholders outside Israel may be converted to dollars on the basis of the exchange rate prevailing at the date of the conversion. The Company does not intend to pay cash dividends in the foreseeable future.

NICE SYSTEMS LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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NOTE 14:- REPORTABLE SEGMENTS, PRODUCT LINES AND MAJOR CUSTOMER DATA

a. Reportable segments:

The Company operates under several reportable segments. The following tables present the financial information of the Company s reportable segments.

	Year ended December 31, 2008					
	Americas	EMEA*)	APAC**)	Actimize	Not allocated	Total
Revenues	$ 311,884	$ 170,097	$ 84,029	$ 58,152	$	$ 624,162
Gross profit (loss)	$ 205,824	$ 111,496	$ 62,085	$ 28,946	$ (22,935)	$ 385,416
Operating expenses	$ 71,936	$ 34,366	$ 15,024	$ 50,456	$ 176,283	$ 348,065
Operating income (loss)	$ 133,888	$ 77,130	$ 47,061	$ (21,510)	$ (199,218)	$ 37,351

	Year ended December 31, 2007					
	Americas	EMEA*)	APAC**)	Actimize	Not allocated	Total
Revenues	$ 283,009	$ 149,913	$ 72,894	$ 11,558	$	$ 517,374
Gross profit (loss)	$ 176,678	$ 98,184	$ 51,818	$ 4,110	$ (19,758)	$ 311,032
Operating expenses	$ 63,779	$ 34,272	$ 13,426	$ 20,127	$ 146,594	$ 278,198
Operating income (loss)	$ 112,899	$ 63,912	$ 38,392	$ (16,017)	$ (166,352)	$ 32,834

Year ended December 31, 2006

	Americas	EMEA*)	APAC**)	Not allocated	Total
Revenues	$ 241,308	$ 112,541	$ 55,795	$	$ 409,644
Gross profit (loss)	$ 141,797	$ 70,028	$ 37,097	$ (13,492)	$ 235,430
Operating expenses	$ 59,766	$ 30,326	$ 10,169	$ 118,072	$ 218,333
Operating income (loss)	$ 82,031	$ 39,702	$ 26,928	$ (131,564)	$ 17,097

*) Includes Europe, the Middle East (including Israel) and Africa
**) Includes Asia Pacific

NICE SYSTEMS LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

NOTE 14:- REPORTABLE SEGMENTS, PRODUCT LINES AND MAJOR CUSTOMER DATA (Cont.)

The following presents long-lived assets of December 31, 2007 and December 31, 2008:

	Year ended December 31,	
	2007	2008
Americas	$ 254,826	$ 241,739
EMEA	77,916	88,167
APAC	4,101	3,608
Actimize	287,383	280,786
	$ 624,226	$ 614,300

b. Product lines:

Total revenues from external customers on the basis of the Company s product lines are as follows:

	Year ended December 31,		
	2006	2007	2008
Enterprise interaction solutions	$ 300,920	$ 382,893	$ 417,454
Public safety and security sector	108,724	122,923	148,556
Operational risk management solutions		11,558	58,152
	$ 409,644	$ 517,374	$ 624,162

c. Major customer data as a percentage of total revenues:

	Year ended December 31,		
	2006	2007	2008

Customer A	16%	13%	13%

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NICE SYSTEMS LTD. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

NOTE 15:- SELECTED STATEMENTS OF INCOME DATA

a. Research and development, net:

	Year ended December 31,		
	2006	2007	2008
Total costs	$ 47,963	$ 63,271	$ 83,296
Less - grants and participations	(1,858)	(2,677)	(3,573)
Less - capitalization of software development costs	(1,225)	(962)	(1,278)
	$ 44,880	$ 59,632	$ 78,445

b. Financial income and other, net:

	Year ended December 31,		
	2006	2007	2008
Financial income:			
Interest and amortization/accretion of premium/discount on marketable securities	$ 6,848	$ 10,875	$ 7,739
Realized gain on marketable securities		5	3,054
Interest	7,101	5,499	4,809
Foreign currency translation	1,434	1,581	6,088
	15,383	17,960	21,690
Financial expenses:			
Realized loss on marketable securities		(262)	(4,107)
Interest	(40)	(668)	(613)
Foreign currency translation	(1,455)	(1,548)	(4,568)
Other	(616)	(658)	(1,113)
	(2,111)	(3,136)	(10,401)

Other income (expenses), net	623	(24)	(53)
	$ 13,895	$ 14,800	$ 11,236

c. Net earnings per share:

The following table sets forth the computation of basic and diluted net earnings per share:

1. Numerator:

	Year ended December 31,		
	2006	**2007**	**2008**
Net income available to Ordinary shareholders	$ 22,401	$ 37,380	$ 39,107

NOTE 15:- SELECTED STATEMENTS OF INCOME DATA (Cont.)

2. Denominator (in thousands):

Denominator for basic net earnings per share -			
Weighted average number of shares	49,572	53,921	60,088
Effect of dilutive securities:			
Add - Employee stock options and RSA	2,429	2,005	1,180
Add - ESPP	1		
Denominator for diluted net earnings per share - adjusted weighted average shares	52,002	55,926	61,268

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

NICE-SYSTEMS LTD.

By: /s/ Haim Shani

Haim Shani
Chief Executive Officer

Date: April 5, 2009