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NICE SYSTEMS LTD  
Form S-8 POS  
May 22, 2006

As filed with the Securities and Exchange Commission on May 22, 2006

Registration No. 333-111113

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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POST EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
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NICE SYSTEMS LTD.  
(Exact Name of Registrant as Specified in Its Charter)

ISRAEL N/A  
(State or Other Jurisdiction (I.R.S. Employer Identification Number)  
of Incorporation)

8 Hapnina Street  
P.O. Box 690  
43107 Ra'anana  
Israel  
(Address of Principal Executive Offices ) (Zip Code)

NICE SYSTEMS LTD.  
AMENDED AND RESTATED  
1999 EMPLOYEE STOCK PURCHASE PLAN  
(Full Title of the Plan)

NICE Systems Inc.  
301 Route 17 North  
10th Floor  
Rutherford, New Jersey 07070  
(Name and Address of Agent For Service)

(201) 964-2600  
(Telephone Number, Including Area Code, of Agent for Service)

Copies to:  
Adam M. Klein, Adv.  
Goldfarb, Levy, Eran, Meiri & Co.  
2 Weizmann Street  
Tel Aviv 64239 Israel  
+972-3-608-9999

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### DEREGISTRATION OF SECURITIES

This Registration Statement on Form S-8 (Registration No. 333-111113) of NICE Systems Ltd., an Israeli company (the "Company"), pertaining to the registration of 1,750,000 ordinary shares, par value NIS 1.00 per share (the "Ordinary Shares"), issuable to participants in the NICE Systems Ltd. Amended and Restated 1999 Employee Stock Purchase Plan (the "Plan"), to which this Post Effective Amendment No. 1 relates, was filed with the United States Securities and Exchange Commission ("Commission") on December 12, 2003.

At the Company's annual general meeting on September 28, 2005, the shareholders approved the reallocation of the pool of Ordinary Shares reserved for issuance under the Plan. As a result, 531,056 Ordinary Shares that were reserved for issuance under the Plan were transferred to the NICE Systems Ltd. 2003 Stock Option Plan ("2003 Plan"). In addition, the Plan provides for an annual addition of 250,000 Ordinary Shares. These additional Ordinary Shares will be transferred to the 2003 Plan each year for the next four years, until calendar year 2009.

By filing this Post Effective Amendment No. 1 to the Registration Statement, the Company hereby deregisters 1,531,056 Ordinary Shares that were previously registered and have not been sold or otherwise issued as of the date of the filing of this Post-Effective Amendment No. 1. The balance of 218,944 Ordinary Shares, which were reserved for issuance under the Plan, remain registered under this Registration Statement and 500,000 Ordinary Shares, which were previously reserved for issuance under the Plan, remain registered on a Registration Statement on Form S-8 filed with the Commission on November 17, 1999 (File No. 333-11154).

#### ITEM 8. EXHIBITS

The following exhibit is filed with this Registration Statement (numbering corresponds to Exhibit Table in Item 601 of Regulation S-K):

- 4.1 NICE Systems Ltd. Amended and Restated 1999 Employee Stock Purchase Plan.

#### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this

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Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Ra'anana, State of Israel, on the 22nd day of May, 2006.

NICE SYSTEMS LTD.

By: /s/Ran Oz		s/Haim Shani
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Ran Oz		Haim Shani
Corporate Vice President		CEO
and Chief Financial Officer		

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates identified:

Signature	Title	Date
* ----- Ron Gutler	Chairman of the Board of Directors	May 22, 2006
* ----- Joseph Atsmon	Vice-Chairman of the Board of Directors	May 22, 2006
/s/Haim Shani ----- Haim Shani	Chief Executive Officer (Principal Executive Officer)	May 22, 2006
/s/Ran Oz ----- Ran Oz	Corporate Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	May 22, 2006
* ----- Rimon Ben-Shaoul	Director	May 22, 2006
* ----- Yoseph Dauber	Director	May 22, 2006
* ----- Dan Falk	Director	May 22, 2006
* -----	Director	May 22, 2006

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John Hughes

Director

May \_\_\_\_, 2006

-----  
David Kostman

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Director

May 22, 2006

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Dr. Leora Meridor

Authorized Representative in the  
United States:

NICE SYSTEMS INC.

By: /s/David Ottensoser

May 22, 2006

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Name: David Ottensoser  
Title: Corporate Secretary

\*By: /s/ Haim Shani

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Name: Haim Shani  
(Attorney-in-Fact)

INDEX TO EXHIBITS

EXHIBIT NO.

DESCRIPTION

4.1	NICE Systems Ltd. Amended and Restated 1999 Employee Stock Purchase Plan.
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