

NICE SYSTEMS LTD  
Form 6-K  
January 11, 2010

---

---

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 6-K

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

For the month of January 2010 (Report No. 2)

Commission File Number: 0-27466

NICE-SYSTEMS LTD.

(Translation of Registrant's Name into English)

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

(Address of Principal Executive Offices)

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

Form 20-F

Form 40-F

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

Yes

No

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

Yes

No

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

Yes

No

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

---

THIS REPORT ON FORM 6-K IS HEREBY INCORPORATED BY REFERENCE INTO NICE-SYSTEMS LTD.'S ("NICE") REGISTRATION STATEMENTS ON FORM S-8 (REGISTRATION STATEMENT NOS. 333-06784, 333-08146, 333-11842, 333-09350, 333-11154, 333-11112, 333-11113, 333-134355, 333-144589, 333-145981, 333-153230 and 333-162795), AND TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS SUBMITTED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

## CONTENTS

### Completion of the Acquisition of Orsus

The acquisition of Orsus, a leading provider of Security Management Solutions, was completed on January 11, 2010. The acquisition, originally announced on November 23, 2009, was for a total consideration of approximately \$22 million, subject to certain adjustments.

NICE expects the deal to generate additional non-GAAP revenues of several millions of dollars in 2010 and to become accretive on a non-GAAP earnings per fully diluted share basis in the fourth quarter of 2010. For each of the first three quarters of 2010, NICE expects the deal to be slightly dilutive on a non-GAAP earning per fully diluted shares basis. These estimates exclude acquisition related expenses and amortization of acquired intangible assets as well as certain business combination.

This report on Form 6-K contains forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. Such forward-looking statements are based on the current expectations of the management of NICE only, and are subject to a number of risks and uncertainties that could cause the actual results or performance of NICE to differ materially from those described herein, including but not limited to the impact of the global economic environment on NICE's customer base (particularly financial services firms) and the resulting uncertainties; changes in technology and market requirements; decline in demand for NICE's products; inability to timely develop and introduce new technologies, products and applications; difficulties or delays in absorbing and integrating acquired operations, products, technologies and personnel; loss of market share; pressure on pricing resulting from competition; and inability to maintain certain marketing and distribution arrangements. For a more detailed description of the risk factors and uncertainties affecting the company, refer to NICE's reports filed from time to time with the Securities and Exchange Commission, including the Company's Annual Report on Form 20-F. The forward-looking statements contained in this report on Form 6-K are made as of the date of this Form 6-K, and NICE undertakes no obligation to update or revise them, except as required by law.

### SIGNATURES

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

NICE-SYSTEMS LTD.

By: /s/ Yechiam Cohen  
Name: Yechiam Cohen  
Title: General Counsel

Dated: January 11, 2010

