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

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NICE LTD.

(Exact Name of Registrant as Specified in Its Charter)

ISRAEL

(State or Other Jurisdiction of Incorporation)

N/A

(I.R.S. Employer Identification Number)

**13 Zarchin Street
P.O. Box 690
Ra'anana, 4310602
Israel**

(Address of Principal Executive Offices) (Zip Code)

**NICE LTD.
EMPLOYEE SHARE PURCHASE PLAN**
(Full Title of the Plan)

**NICE Systems Inc.
221 River Street, 10th-11th Floors
Hoboken, New Jersey 07030 USA
United States**

(Name and Address of Agent for Service)

(201) 549-1762

(Telephone Number, Including Area Code, of Agent for Service)

Copies to:
**Adam M. Klein, Adv.
Goldfarb Seligman & Co.
98 Yigal Alon Street
Tel Aviv 6789141 Israel
+972-3-608-9999**

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

Large accelerated filer ☒
Non-accelerated filer ☐

Accelerated filer ☐
Smaller reporting company ☐

EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by NICE Ltd. (the “Company”) and relates to 1,000,000 Ordinary Shares, par value NIS 1.00 per share of the Company (“Ordinary Shares”), issuable to participants in the NICE Ltd. Employee Share Purchase Plan (the “Plan”).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The Securities and Exchange Commission (the “Commission”) allows us to “incorporate by reference” information into this prospectus. This means that we can disclose important information to you by referring you to another document filed by us with the Commission. Any information referenced this way is considered part of this prospectus, and any information that we file after the date of this prospectus with the Commission will automatically update and supersede this information. We incorporate by reference into this prospectus the following documents:

- (i) our Annual Report on Form 20-F for the fiscal year ended December 31, 2024, filed with the Commission on March 19, 2025;
- (ii) the GAAP financial information contained in Exhibit 99.1 to our report on Form 6-K filed with the Commission on May 15, 2025;
- (iii) our report on Form 6-K filed with the Commission on July 28, 2025;
- (iv) the GAAP financial information contained in Exhibit 99.1 to our report on Form 6-K filed with the Commission on August 14, 2025;
- (v) our report on Form 6-K filed with the Commission on August 21, 2025;
- (vi) our report on Form 6-K filed with the Commission on September 8, 2025; and
- (vii) the descriptions of our ADSs, ADRs and our Ordinary Shares contained in our Registration Statement on Form F-3 filed with the Commission on September 18, 2007 and including any subsequent amendment or report filed for the purpose of updating such description.

In addition, any future filings made by us with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, and any future reports on Form 6-K submitted by us to the Commission during such period (or portions thereof) that are identified in such forms as being incorporated into this Registration Statement, shall be considered to be incorporated in this Registration Statement by reference, shall be considered a part of this Registration Statement from the date of filing or submission of such documents and shall update and supersede the information in this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

ITEM 6. 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, including the receipt of all approvals as required therein or under any applicable law, we may enter into an agreement to insure an office holder for any responsibility or liability that may be imposed on such office holder in connection with an act performed by such office holder in such office holder's capacity as an office holder of us with respect to each of the following:

- a violation 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;
- a financial obligation imposed upon him for the benefit of another person;
- a payment which the office holder is obligated to make to an injured party as set forth in Section 52(54)(a)(1)(a) of the Israeli Securities Law, 5728-1968, as amended (the "Securities Law") and Litigation Expenses that the office holder incurred in connection with a proceeding under Chapters H'3, H'4 or I'1 of the Securities Law; and
- any other event, occurrence or circumstance in respect of which we may lawfully insure an office holder.

Indemnification of Office Holders

Our articles of association provide that, subject to the provisions of the Companies Law, including the receipt of all approvals as required therein or under any applicable law we may indemnify an office holder with respect to any liability or expense for which indemnification may be provided under the Companies Law, including the following liabilities and expenses, provided that such liabilities or expenses were imposed upon or incurred by such office holder in such office holder's capacity as an office holder of us:

- a monetary liability imposed on or incurred by an office holder pursuant to a judgment in favor of another person, including a judgment imposed on such office holder in a settlement or in an arbitration decision that was approved by a court of law;
 - reasonable Litigation Expenses, 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 (mens rea) or in connection with a financial sanction;
 - "conclusion of a proceeding without filing an indictment" in a matter in which a criminal investigation has been instigated and "financial liability in lieu of a criminal proceeding," shall have the meaning as ascribed under the Companies Law. The term "Litigation Expenses" shall include, without limitation, attorneys' fees and all other costs, expenses and obligations paid or incurred by an office holder in connection with investigating, defending, being a witness or participating in (including on appeal), or preparing to defend, be a witness or participate in any claim or proceeding relating to any matter for which indemnification may be provided;
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- reasonable Litigation Expenses, which the Office Holder incurred or with which the Office Holder was charged by a court of law, in a proceeding brought against the Office Holder, by the Company, on its behalf or by another person, or in a criminal prosecution in which the Office Holder was acquitted, or in a criminal prosecution in which the Office Holder was convicted of an offense that does not require proof of criminal intent (mens rea);
- a payment which the office holder is obligated to make to an injured party as set forth in Section 52(54)(a)(1)(a) of the Securities Law, and Litigation Expenses that the office holder incurred in connection with a proceeding under Chapters H'3, H'4 or I'1 of the Securities Law; and
- any other event, occurrence or circumstance in respect of which we may lawfully indemnify an office holder.

The foregoing indemnification may be procured by us (a) retroactively and (b) as a commitment in advance to indemnify an office holder, provided that, in respect of bullet #1 above, such commitment shall be limited to (A) such events that in the opinion of the Board of Directors are foreseeable in light of our actual operations at the time the undertaking to indemnify is provided, and (B) to the amounts or criterion that the Board of Directors deems reasonable under the circumstances, and further provided that such events and amounts or criterion are set forth in the undertaking to indemnify, and which shall in no event exceed, in the aggregate, the greater of: (i) twenty five percent (25%) of our shareholder's equity at the time of the indemnification, or (ii) twenty five percent (25%) of our shareholder's equity at the end of fiscal year 2010.

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 (other than if solely done in negligence);
- any act or omission done with the intent to derive an illegal personal benefit; or
- a fine, civil fine or ransom levied on an Office Holder, or a financial sanction imposed upon an Office Holder under Israeli Law.

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.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

ITEM 8. EXHIBITS

The exhibits listed on the exhibit index at the end of this Registration Statement are included in this Registration Statement.

ITEM 9. UNDERTAKINGS

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers, or sales are being made, a post-effective amendment to this Registration Statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration information is on Form S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act), that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hoboken, New Jersey, United States, on the 30th day of September, 2025.

NICE LTD.

By:	<u>/s/ Scott Russell</u>	<u>/s/ Beth Gaspich</u>
	Scott Russell	Beth Gaspich
	Chief Executive Officer	Chief Financial Officer

POWER OF ATTORNEY

Know all men by these present, that each individual whose signature appears below constitutes and appoints Scott Russell, Beth Gaspich, and each of them, his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her place and stead, in any and all capacities, to sign any all amendments (including post-effective amendments) to this Registration Statement and to file the same with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby rectifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following person in the capacities and on the dates identified:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David Kostman</u> David Kostman	Chairman of the Board of Directors	September 30, 2025
<u>/s/ Scott Russell</u> Scott Russell	Chief Executive Officer (Principal Executive Officer)	September 30, 2025
<u>/s/ Beth Gaspich</u> Beth Gaspich	Chief Financial Officer (Principal Financial Officer)	September 30, 2025
<u>/s/ Rimon Ben-Shaoul</u> Rimon Ben-Shaoul	Director	September 30, 2025
<u>/s/ Dan Falk</u> Dan Falk	Director	September 30, 2025
<u>/s/ Yocheved Dvir</u> Yocheved Dvir	Director	September 30, 2025
<u>/s/ Yehoshua Ehrlich</u> Yehoshua (Shuki) Ehrlich	Director	September 30, 2025
<u>/s/ Leo Apotheker</u> Leo Apotheker	Director	September 30, 2025
<u>/s/ Joe Cowan</u> Joe Cowan	Director	September 30, 2025
<u>/s/ Zehava Simon</u> Zehava Simon	Director	September 30, 2025

Authorized Representative in the United States:

NICE-SYSTEMS INC.

By: <u>/s/ Jeff Levenberg</u>	September 30, 2025
Name: Jeff Levenberg	
Title: Corporate Secretary	

INDEX TO EXHIBITS

EXHIBIT NO.	DESCRIPTION
<u>4.1</u>	<u>Amended and Restated Memorandum of Association of NICE Ltd., as amended through May 17, 2016 (previously filed as Exhibit 4.2 to, and incorporated by reference from, NICE's Registration Statement on Form S-8 (Registration No. 333-214584) filed with the Commission on November 14, 2016).</u>
<u>4.2</u>	<u>Amended and Restated Articles of Association of NICE Ltd., as amended through September 30, 2025 (previously filed as Exhibit A to Exhibit 99.1 to, and incorporated by reference from, NICE's Current Report on Form 6-K filed with the Commission on August 21, 2025).</u>
4.3	Form of Share Certificate (filed as Exhibit 4.1 to Amendment No. 1 to NICE's Registration Statement on Form F-1 (Registration No. 333-99640) filed with the Commission on December 29, 1995, and incorporated herein by reference).
<u>4.4</u>	<u>NICE Ltd. Employee Share Purchase Plan (previously filed as Exhibit B to Exhibit 99.1 to, and incorporated by reference from, NICE's Current Report on Form 6-K filed with the Commission on August 21, 2025).</u>
<u>5.1</u>	<u>Opinion of Goldfarb Seligman & Co.*</u>
<u>23.1</u>	<u>Consent of Kost, Forer, Gabbay & Kasierer, a member of Ernst & Young Global.*</u>
<u>23.2</u>	<u>Consent of Goldfarb Seligman & Co. (included in Exhibit 5.1).</u>
<u>24.1</u>	<u>Power of Attorney (included in signature page of this Registration Statement).</u>
<u>107.</u>	<u>Filing Fee Table*</u>

* Filed herewith.

**GOLDFARB
GROSS
SELIGMAN**

Established 1930

September 30, 2025

NICE Ltd.
13 Zarchin Street
Ra'anana, 4310602
Israel

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), on behalf of NICE Ltd. (the "Company"), relating to 1,000,000 of the Company's Ordinary Shares, par value NIS 1.00 per share, issuable under the NICE Ltd. Employee Share Purchase Plan (the "Plan").

We are members of the Israel Bar and we express no opinion as to any matter relating to the laws of any jurisdiction other than the laws of Israel.

In connection with this opinion, we have examined such corporate records, other documents, and such questions of Israeli law as we have considered necessary or appropriate. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of documents submitted to us as certified or photostatic copies, the authenticity of the originals of such copies, as to matters of fact, the accuracy of all statements and representations made by officers of the Company and the due constitution of the Board of Directors of the Company. We have also assumed that each individual grant under the Plan that will be made after the date hereof will be duly authorized by all necessary corporate action.

Based on the foregoing and subject to the qualifications stated herein, we advise you that in our opinion, the Shares, when issued and paid for pursuant to the terms of the Plan, will be duly authorized, validly issued, fully paid and non-assessable.

This opinion is rendered as of the date hereof, and we undertake no obligation to advise you of any changes in applicable law or any other matters that may come to our attention after the date hereof that may affect this opinion.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. This consent is not to be construed as an admission that we are a person whose consent is required to be filed with the Registration Statement under the provisions of the Act.

Sincerely,

/s/ Goldfarb Gross Seligman & Co.
Goldfarb Gross Seligman & Co.

Electra Tower, 98 Yigal Alon St., Tel Aviv, 6789141, Israel | 03-608-9999
Round Tower, 1 Azrieli Center, Tel Aviv, 6701101, Israel | 03-607-4444
Mühlebachstrasse 86, 8008 Zurich

www.goldfarb.com
info@goldfarb.com

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Employee Share Purchase Plan of NICE Ltd. of our reports dated March 19, 2025, with respect to the consolidated financial statements of NICE Ltd. and the effectiveness of internal control over financial reporting of NICE Ltd. included in its Annual Report (Form 20-F) for the year ended December 31, 2024, filed with the Securities and Exchange Commission.

/s/ KOST, FORER, GABBAY & KASIERER
KOST, FORER, GABBAY & KASIERER
A Member of Ernst & Young Global

Tel-Aviv, Israel
September 30, 2025

NICE Ltd.

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Ordinary Shares, par value NIS 1.00 per share	Other	1,000,000	\$ 145.90	\$ 145,900,000.00	0.0001531	\$ 22,337.29
Total Offering Amounts:						\$ 145,900,000.00		\$ 22,337.29
Total Fee Offsets:								\$ 0.00
Net Fee Due:								\$ 22,337.29

1

(3) Estimated in accordance with Rule 457(c) and (h)(1) of the Securities Act solely for the purpose of calculating the registration fee. Based on \$145.90, the average of the high and low prices of the ADSs as reported on the Nasdaq Global Select Market on September 26, 2025, a date within five business days prior to the filing of this Registration Statement.

☒ Not Applicable

		Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
Rule 457(p)												
Fee Offset Claims	N/A	N/A	N/A	N/A	N/A	N/A	N/A N/A	N/A		N/A	N/A	N/A
Fee Offset Sources	N/A	N/A	N/A	N/A	N/A	N/A	N/A N/A	N/A		N/A	N/A	N/A