SEC Form 4

FORM 4

OMB APPROVAL	
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*
Russell Scott Edward

(Last) (First) (Middle)
221 RIVER STREET

(Street)
HOBOKEN NEW JERSEY 07030

(City) (State) (Zip)
UNITED STATES

(Country)

2. Issuer Name **and** Ticker or Trading Symbol
NICE Ltd. [NICE]

2a. Foreign Trading Symbol
[NICE.TA]

3. Date of Earliest Transaction (Month/Day/Year)
06/09/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)
	Chief Executive Officer		

6. Individual or Joint/Group Filing (Check Applicable Line)

X	Form filed by One Reporting Person
	Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

Code	V	Amount	(A) or (D)	Price						
Ordinary Shares	06/09/2026		A[1]		70,000	A	$0	133,938	D	
Ordinary Shares	07/01/2026		F		2,051	D	$ 90.85	131,887	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Performance Share Units	$0	06/09/2026		A		28,000		(2)	(2)	Ordinary Shares	28,000	

Explanation of Responses:

1. Represents an award of restricted stock units ("RSUs") that will vest in four equal annual installments beginning on February 18, 2027. Each RSU represents a contingent right to receive one Ordinary Share.

2. Each Performance Share Unit represents a contingent right to receive one Ordinary Share of the Issuer. The Performance Share Units are eligible to vest over a three-year performance period ending February 18, 2029, subject to adjustments in accordance with the terms of the awards, based upon the Issuer's achievement of specified stock price performance thresholds.

/s/ Noa Farkas Gluck, Attorney-in-Fact for Russell Scott Edward	07/02/2026
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

*** Form 4: SEC 1474 (03-26)**