

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

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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* <u>Neder Shiri</u>			2. Issuer Name and Ticker or Trading Symbol <u>NICE Ltd.</u> [<u>NICE</u>]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director10% Owner ☒ Officer (give title below)Other (specify below) <u>EVP, Human Resources</u>		
(Last)(First)(Middle) <u>221 RIVER STREET</u>			2a. Foreign Trading Symbol [<u>NICE.TA</u>]					
(Street) <u>HOBOKEN NEW JERSEY 07030</u>								
(City)(State)(Zip) <u>UNITED STATES</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>09/08/2026</u>			6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(Country)			4. If Amendment, Date of Original Filed (Month/Day/Year)					

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. Transac tion 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			

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. Price of Derivative Security (Instr. 5)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options	\$0.3349	09/08/2026		A		7,500		(1)	09/08/2032	Ordinary Shares	7,500	\$0

Explanation of Responses:

1. The Stock option will vest as follows: 50% vesting on August 25, 2027, and the remaining 50% vesting in equal quarterly installments through August 25, 2029.

/s/ Alon Levy,
Attorney-in-Fact for 09/10/2026
Shiri Neder

** Signature of Reporting Date
Person

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)**