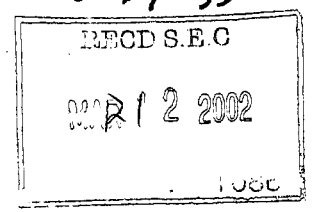


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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

0-27466

FORM 6-K

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



02024872

For March 11, 2002

NICE-SYSTEMS LTD.

(Translation of Registrant's Name into English)

PROCESSED

APR 09 2002

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

(Address of Principal Executive Offices)

THOMSON
FINANCIAL

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, whether the registrant by furnishing the information contained in this form 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

Page 1 of 7 Pages

Exhibit Index on Page 4

THIS REPORT ON FORM 6-K IS HEREBY INCORPORATED BY REFERENCE IN
THE REGISTRATION STATEMENTS ON FORM F-3 OF NICE-SYSTEMS LTD.
(REGISTRATION STATEMENT NOS. 333-12350 AND 333-12996).

CONTENTS

This Report on Form 6-K of NICE-Systems Ltd. (the "Company") consists of the following documents, which are attached hereto and incorporated by reference herein:

Settlement agreement with regard to securities litigation in Israel

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: 

Name: Daphna Kedmi

Title: Corporate Secretary

Dated: March 11, 2002

EXHIBIT INDEX

Page No.

Exhibit No.

Description

1. Settlement agreement with regard to securities litigation in Israel

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EXHIBIT 1

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NICE Settles Class-Action Securities Litigation

Settlement Covered by Insurance; Claims Settled Without Admission of Liability or Wrongdoing

Ra'anana, Israel, March 11, 2002 — NICE Systems (NASDAQ: NICE), a worldwide leader of multimedia recording solutions, applications and related professional services for business interaction management, today that the District Court in Tel Aviv has approved a settlement agreement relating to class-action securities litigation against NICE in Israel as a result of the restatement of its financial statements for 1999 and 2000. Under the terms of the agreement, all claims by Israeli shareholders against the Company or its current or former officers and directors have been settled without any admission of liability or wrongdoing by any party.

The \$4 million settlement (including attorneys fees) will be funded by the Company's directors and officers liability insurance and will have no effect on the Company's financial position or results of operations.

NICE's President and CEO, Haim Shani, said, "Although we were prepared to defend against the action vigorously, we believe it is in the best interests of the Company and its shareholders to remove the expense and distraction of this litigation." Similar litigation in the United States is still pending.

About NICE

NICE Systems (NASDAQ: NICE) headquartered in Ra'anana, Israel, is a worldwide leader of multimedia digital recording solutions, applications and related professional services for business interaction management. NICE products and solutions are used in contact centers, trading floors, air traffic control (ATC) sites, CCTV (closed circuit television) security installations and government markets. NICE's synergistic technology platform enables customers to capture, evaluate and analyze business interactions in order to improve business processes and gain competitive advantage.

NICE's subsidiaries and local offices are based in the United States, Canada, Germany, United Kingdom, France and Hong Kong. The company operates in more than 100 countries through a network of partners and distributors. (NICE Web Site: www.nice.com)

Trademark note: 360° View, Agent@home, Executive Connect, Experience Your Customer, Lasting Loyalty, Listen Learn Lead, LogIt, LogItAll, NICE (and design), NiceAdvantage, NICE Analyzer, NiceCall, NiceCLS, NiceCMS, NICE Feedback, NiceFix, NiceGuard, NICE Learning, NICE Link, NiceLog, NiceSoft, NiceTrack, NiceUniverse, NiceUniverse LIVE, NiceVision, NiceVision Mobile, NiceVision Pro, NiceVision Virtual, NiceWatch, Secure Your Vision, and other product names and services mentioned herein are trademarks and registered trademarks of NICE Systems Ltd. All other registered and unregistered trademarks are the property of their respective owners.

Contacts

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Claudia Gatlin
cmginternational@msn.com

NICE Systems 972-9-775-3899
877-685-6552
CMG International 973-316-9409

This press release contains forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. Such statements are based on the current expectations of the management of NICE

Systems Ltd. (the Company) only, and are subject to a number of risk factors and uncertainties, including but not limited to changes in technology and market requirements, decline in demand for the company's products, inability to timely develop and introduce new technologies, products and applications, loss of market share, pressure on pricing resulting from competition, inability to maintain certain marketing and distribution arrangements, which could cause the actual results or performance of the company to differ materially from those described therein. We undertake no obligation to update these forward-looking statements. For a more detailed description of the risk factors and uncertainties affecting the company, refer to the Company's reports filed from time to time with the Securities and Exchange Commission.

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