

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)
)
inContact, Inc.)
Transferor)
)
and) WC Docket No. _____
)
NICE-Systems Ltd.)
Transferee)
)
For Grant of Authority Pursuant to)
Section 214 of the Communications Act of 1934,)
as amended, and Sections 63.04 and 63.24 of the)
Commission’s Rules to Complete a)
Transfer of Control of an Authorized)
Domestic and International Section 214 Carrier)

**STREAMLINED APPLICATION FOR AUTHORITY TO ASSIGN INTERNATIONAL
AND DOMESTIC BLANKET SECTION 214 AUTHORITY**

inContact, Inc. (“inContact” or “Transferor”) and NICE-Systems Ltd. (“NICE Systems” or “Transferee,” and together with Transferor, the “Applicants”), pursuant to Section 214 of the Communications Act of 1934,¹ as amended, and Sections 63.04 and 63.24 of the Commission’s Rules,² respectfully request authority to complete a transaction whereby NICE Systems will acquire ownership and control of inContact (“Transaction”). Applicants file this Application in connection with an Agreement and Plan of Merger dated May 17, 2016 (“Agreement”). Although the Transaction will result in a change in the ultimate ownership of inContact, no assignment of licenses, assets, or customers will occur as a consequence of the proposed transaction. inContact will continue to provide service to its existing customers under the same rates, terms, and

¹ 47 U.S.C. § 214.
² 47 C.F.R. §§ 63.04, 63.24.

conditions. Accordingly, the Transaction will be transparent to customers of inContact. As explained herein, this application qualifies for streamlined processing pursuant to Section 63.03 and 63.12³ of the Commission's Rules.

I. Request for Streamlined Processing

The Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 and 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) neither Applicant provides local exchange services; and (3) neither of the Applicants is dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because neither of the Applicants is a foreign carrier or is affiliated with any foreign carrier, and Section 63.12(c)(2) is inapplicable because neither of the Applicants is affiliated with a dominant U.S. carrier whose international switched or private line services that Applicant seeks authority to resell.

In support of this Application, Applicants provide the following information:

II. Description of the Applicants:

A. inContact, Inc.

inContact is a Delaware corporation with principal business offices located at 75 West Towne Ridge Parkway, Tower 1, Sandy, Utah 84070-5522. inContact provides an integrated

³ 47 C.F.R. § 63.03, 63.12.

software and cloud-based call center solution in all 50 states, the District of Columbia, and Puerto Rico. The Company's primary business is its call center offering, which includes telecommunications services and Software as a Service components. The Company provides legacy 1+ domestic calling in addition to transmission to and from its cloud-based platform in support of its call center services. The call center offering enables basic call transmission (domestic and international) in conjunction with software services such as call queuing, auto attendant, and analytics.

B. NICE-Systems Ltd.

NICE Systems is a publicly traded company with business offices located at 13 Zachrin Street, P.O. Box 690, 4310602, Ra'anana, Israel. NICE Systems is a global market leader in analytics-based customer service applications. NICE Systems does not provide domestic or international telecommunications services.

III. Description of the Transaction

Pursuant to the Agreement executed among NICE Systems, inContact, and Victory Merger Sub Inc. ("Merger Sub"), NICE Systems plans to acquire all of the voting securities of inContact. According to the terms of the Agreement, NICE Systems will acquire ownership and control of inContact by merging Merger Sub with and into inContact (the "Merger"), with inContact surviving the Merger as a wholly-owned direct subsidiary of NICE Systems, Inc., a U.S.-based Delaware corporation and wholly-owned direct subsidiary of NICE Systems. Applicants therefore request authority for the transfer of control of inContact to NICE Systems. For the Commission's reference, pre- and post-Transaction organization charts are provided as **Exhibit A**.

Following the proposed transaction, inContact's customers will remain customers of inContact and will continue to receive services under the same rates, terms and conditions. As a

result, the Transaction will be virtually transparent to inContact's customers. The only change resulting from the Transaction will be that inContact will be an indirect, wholly-owned subsidiary of NICE Systems, which is well qualified to control the continuing operations of inContact.

IV. Public Interest Statement

The proposed Transaction will serve the public interest by enhancing the ability of inContact and NICE Systems to expand their respective operations and compete more effectively in the telecommunications marketplace. inContact will also have access to the financial, operational, and managerial resources of NICE Systems. Such support will strengthen the competitive position of inContact, to the benefit of the telecommunications marketplace.

Given the increasingly competitive nature of the telecommunications market, Applicants are seeking to complete the proposed Transaction as soon as possible to ensure that customers can obtain rapidly the benefits of the proposed Transaction. Accordingly, Applicants respectfully request that the Commission process, consider and approve this Application as expeditiously as possible.

V. Information Required by Section 63.24(e)

In accordance with the requirements of Section 63.24(e) of the Commission's Rules, the Applicants submit the following information:

63.18(a) Name, address and telephone number of each applicant:

Transferor:

inContact, Inc.
75 West Towne Ridge Parkway, Tower 1
Sandy, Utah 84070-5522
Telephone: (801) 320-3590
Facsimile: (866) 800-0007

Transferee:

NICE-Systems Ltd.
13 Zachrin Street
P.O. Box 690
4310602, Ra'anana
Israel
Telephone: +972-9 7753777
Facsimilie: +972-9 7753222

63.18(b) Government, state or territory under the laws of which each corporate or partnership applicant is organized:

inContact is a Delaware corporation. NICE Systems is organized in Israel.

63.18(c) Answer to Question 10. Name, title, post office address, and telephone number of the officer or contact person to whom correspondence concerning the application is to be addressed:

Transferor:

Daniel Lloyd
Matthew Crumley
Gregory Ayers
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63.18(d) Answer to Question 10. Section 214 Authorizations

Transferor: inContact holds blanket domestic Section 214 authority and holds international Section 214 authority granted in File No. ITC-214-19980407-00234.

Transferee: NICE Systems does not hold any Section 214 authority.

63.18(h) Answer to Question 11: Name, address, citizenship and principal business of any person or entity that directly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities:

Pre-Transaction Ownership of inContact:

The following entities and persons hold a 10% or greater direct ownership interest in inContact:

FMR LLC
245 Summer Street
Boston, Massachusetts 02210
County of Citizenship: United States
Principal Business: Investments
Percentage of Equity Interest Held: 14.9%

The following individuals or entities own or control 10 percent or more of FMR LLC:

Members of the Johnson family, including Abigail P. Johnson, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC.

None of the shareholders holding the remaining 85.1 percent of the equity interest of inContact individually hold 10 percent or more.

Pre- and Post-Transaction Ownership of NICE Systems:

NICE Systems is a widely-held company listed on the NASDAQ and the Tel Aviv Stock Exchange. No individual or entity directly or indirectly owns 10 percent or more of the Company currently or will own such an interest after the proposed Transaction.

63.18(h) Answer to Question 12

Applicants do not have any interlocking directorates with a foreign carrier.

Answer to Question 13

See Section III above.

63.18(i) Answer to Question 14

Applicants certify that they are not foreign carriers, nor are they affiliated with foreign carriers, nor will they become affiliated with foreign carriers as a result of the proposed Transaction.

63.18(j) Answer to Question 15

Applicants certify that they do not seek to provide international telecommunications services to any destination country where:

- (1) An Applicant is a foreign carrier in that country; or
- (2) An Applicant controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of Applicants or that controls Applicants controls a foreign carrier in that country; or
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of Applicants, and are parties to, or beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

63.18(k) Not Applicable.

63.18(l) Not Applicable.

63.18(m) Not Applicable.

63.18(n) Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

63.18(o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. § § 1.2001-1.2003.

63.18(p) Answer to Question 20

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is a foreign carrier, or is affiliated with any foreign carrier, and Section 63.12(c)(2) is inapplicable because neither of the Applicants is affiliated with a dominant U.S. carrier whose international switched or private line services that Applicant seeks authority to resell.

VI. Information Required by Section 63.04

In lieu of an attachment, pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for the transfer of domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12), 47 C.F.R. § 63.04(a)(6)-(12):

- 63.04(a)(6)** A description of the Proposed Transaction is set forth in Section III above.
- 63.04(a)(7)** inContact provides an integrated software and cloud-based call center solution in all 50 states, the District of Columbia, and Puerto Rico. The Company's primary business is its call center offering, which includes telecommunications services and Software as a Service components. The Company provides legacy 1+ domestic calling in addition to transmission to and from its cloud-based platform in support of its call center services. The call center offering enables basic call transmission (domestic and international) in conjunction with software services such as call queuing, auto attendant, and analytics. All of the services provided by inContact are competitive in nature and the Company does not hold a dominant position in any market.
- NICE Systems is a global market leader in analytics-based customer service applications. NICE Systems does not provide domestic or international telecommunications services.
- 63.04(a)(8)** The Applicants respectfully request streamlined treatment of this Application pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. § 63.03. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(1)(ii) because NICE Systems is not a telecommunications provider, as well as Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) neither Applicant provides local exchange services; and (3) none of the Applicants are dominant with respect to any service.
- 63.04(a)(9)** By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)).
- 63.04(a)(10)** Prompt completion of the proposed Transaction is critical to ensure that Applicants can obtain the benefits described in the forgoing Application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed Transaction as soon as possible.

63.04(a)(11) Not applicable.

63.04(a)(12) A statement showing how grant of the Application will serve the public interest, convenience, and necessity is provided in Section IV above.

VII. Conclusion

For the reasons stated above, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by a grant of this Application. Applicants therefore respectfully request that the Commission consider and approve this Application expeditiously to permit Applicants to consummate the proposed transaction as soon as possible.

Respectfully submitted,



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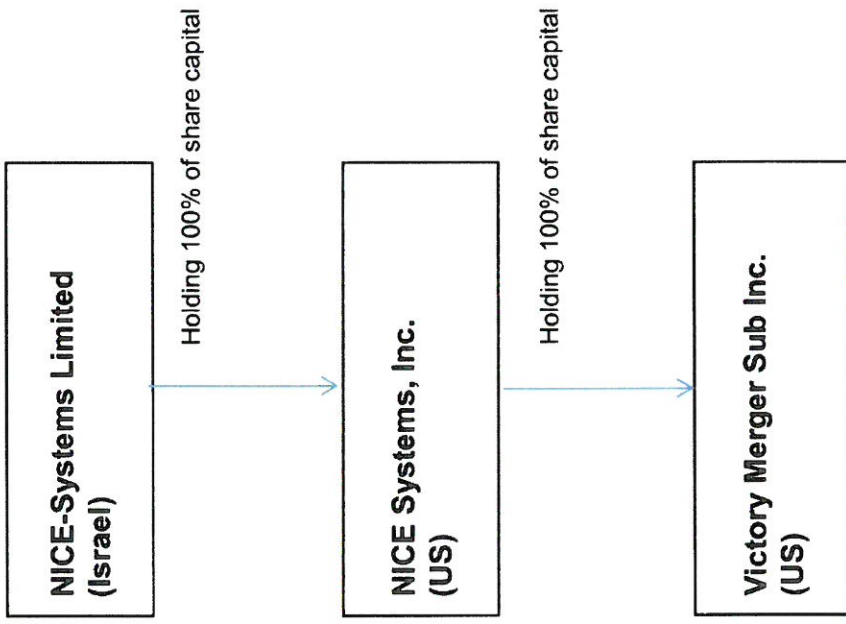
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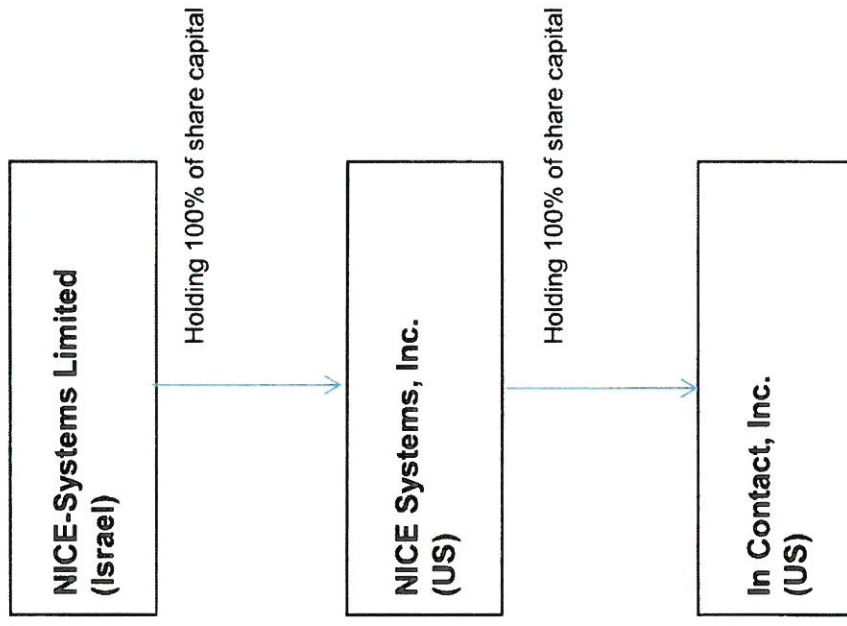
Filed: May 31, 2016

EXHIBIT A

NICE – Legal Entity Structure – Current Status



NICE – Legal Entity Structure – Post Merger

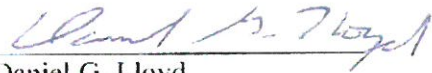


Certification

I, Daniel G. Lloyd hereby certify under penalty of perjury that I am the Corporate Secretary and General Counsel of inContact, Inc. ("inContact"); that I am authorized to make this certification on behalf of inContact; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to inContact are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 29th day of May, 2016.



Daniel G. Lloyd
Corporate Secretary and General Counsel
inContact, Inc.

Certification

I, Yechiam Cohen hereby certify under penalty of perjury that I am the Corporate Vice President, General Counsel and Corporate Secretary of NICE Systems Ltd. ("NICE Systems"); that I am authorized to make this certification on behalf of NICE Systems; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to NICE Systems are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 29 day of May, 2016.



Yechiam Cohen
Corporate Vice President, General Counsel and
Corporate Secretary

NICE Systems Ltd.