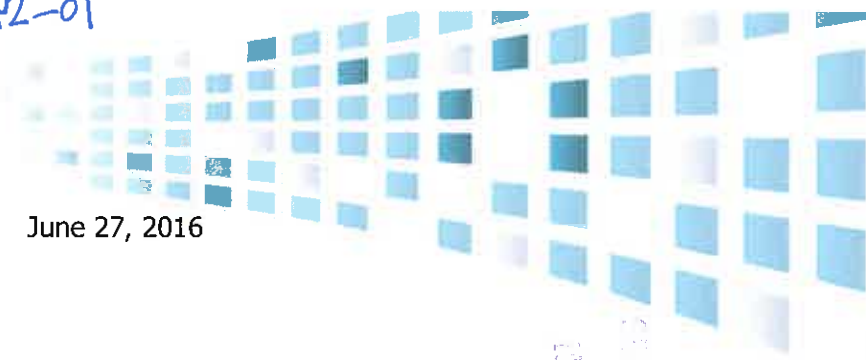


16-2442-01



June 27, 2016



VIA FEDERAL EXPRESS

Mr. Gary Widerberg, Administrator
Utah Public Service Commission
Heber M. Wells Building
160 East 300 South
Salt Lake City, Utah 84111

RECEIVED
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COMMUNICATIONS DIVISION

Re: Notification of the Transfer of Control of inContact, Inc. to NICE Systems, Inc.

Dear Mr. Widerberg:

This letter is to advise the Utah Public Service Commission ("Commission") of the proposed transfer of control of inContact, Inc. ("inContact," the "Company" or "Transferor") to NICE Systems, Inc. ("NICE Systems" or "Transferee,") (collectively the "Parties"). As discussed in greater detail below, this transaction does not require prior Commission approval because it does not involve the merger of one public utility with another, and no transfer of authorization, assets or customers of a Utah public utility will result from the transfer of control.

The Parties provide the following information to notify the Commission of the transaction:

I. DESCRIPTION OF THE PARTIES

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 software and cloud-based call center solution in all fifty 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-supported features, such as call queuing, auto attendant, and analytics.

inContact was authorized by the Commission as a provider of competitive local exchange services and interexchange services on February 2, 2005 in Docket No. 04-2442-01. inContact is registered with the Federal Communications Commission ("FCC") to provide interstate telecommunications services (FCC Filer ID No. 818114), and was granted international Section 214 authority in FCC File No. ITC-214-19980407-00234. inContact is also authorized to provide local exchange and interexchange telecommunications services pursuant to registration, commission order, or on a deregulated basis in the states of Alabama, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode

Island, South Carolina, South Dakota, Tennessee, Texas, Vermont, Virginia, Washington, West Virginia, Wisconsin, and Wyoming, and the District of Columbia and Puerto Rico.

B. NICE Systems, Inc.

NICE Systems is a Delaware corporation with principal business offices located at 461 From Road, 3rd Floor, Paramus, New Jersey 07652. NICE Systems is a wholly-owned direct subsidiary of NICE, Ltd. (previously named NICE-Systems, Ltd.), an Israeli company with principal 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.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to an agreement executed among NICE Systems' parent company, NICE, Ltd., inContact, and Victory Merger Sub Inc. ("Merger Sub") ("the Agreement"), NICE, Ltd. plans to acquire all of the voting securities of inContact. According to the terms of the Agreement, NICE, Ltd. will acquire ultimate ownership and control of inContact by merging Merger Sub with and into inContact (the "Merger"), with inContact surviving the Merger as a wholly-owned subsidiary of NICE Systems. NICE Systems will remain a wholly-owned subsidiary of NICE, Ltd. For reference, pre and post-transaction organization charts are provided as **Exhibit A**.

Following the 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 a direct, wholly-owned subsidiary of NICE Systems, which is well qualified to control the continuing operations of inContact.

III. PUBLIC INTEREST STATEMENT

The 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.

IV. CONTACTS

For the purposes of this Notice, questions or any correspondence, orders, or other materials should be directed to the following:

Transferor:

Daniel Lloyd
Matthew Crumley
Gregory Ayers
inContact, Inc.
75 West Towne Ridge Parkway, Tower 1
Sandy, Utah 84070-5522

Telephone: (801) 320-3590
Facsimile: (866) 800-0007
E-Mail: daniel.lloyd@incontact.com
matthew.crumley@incontact.com
greg.ayers@incontact.com

With a copy to Counsel:

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Transferee:

Jeff Levenberg
General Counsel
NICE Systems, Inc.
461 From Road
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Telephone: 201-549-1735
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With a copy to Counsel:

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V. COMMISSION APPROVAL IS NOT REQUIRED

The transaction does not require prior Commission approval. Under Utah Code Ann. §§ 54-4-28, 54-4-29 and 54-4-30, Commission approval is required only if one Utah public utility merges with, acquires the voting stock of, or acquires the plants, facilities, equipment or properties of another. In this

transaction, NICE, Ltd. will acquire ultimate ownership and control of inContact by merging Merger Sub with and into inContact, with inContact surviving as a wholly-owned subsidiary of NICE Systems. NICE Systems will remain a wholly-owned subsidiary of NICE, Ltd. Neither NICE Systems nor NICE, Ltd. is a Utah public utility.

Moreover, pursuant to the Commission's decision in the CTC Communications/Earthlink proceeding, no Commission approval is required where, as here, a transfer of control involves no transfer of authorization, assets or customers of a public utility. *See In the Matter of the Notification Regarding the Indirect Transfer of Control of CTC Communications Corp. to EarthLink, Inc.*, 2011 Utah PUC LEXIS 113 (March 14, 2011) ("As no 'transfer of authorization, assets or customers will occur as a result of the transfer of control,' the Commission finds the transaction does not require Commission approval."). There, the Commission merely directed the parties notify it of the consummation of the transaction.

If the Commission nonetheless determines that approval of this transaction is necessary, the Parties respectfully request that it consider this matter pursuant to U.A.C. R746-110, which permits informal adjudication of uncontested matters that are anticipated to be unopposed and uncontested.

VI. CONCLUSION

For the reasons stated above, the Parties respectfully submit that the public interest, convenience, and necessity would be furthered by the transaction described herein. Accordingly, the Parties respectfully advise the Commission of its participation in the transaction as described above.

If there are any questions regarding this filing, please do not hesitate to contact the individuals identified above.

Respectfully submitted,



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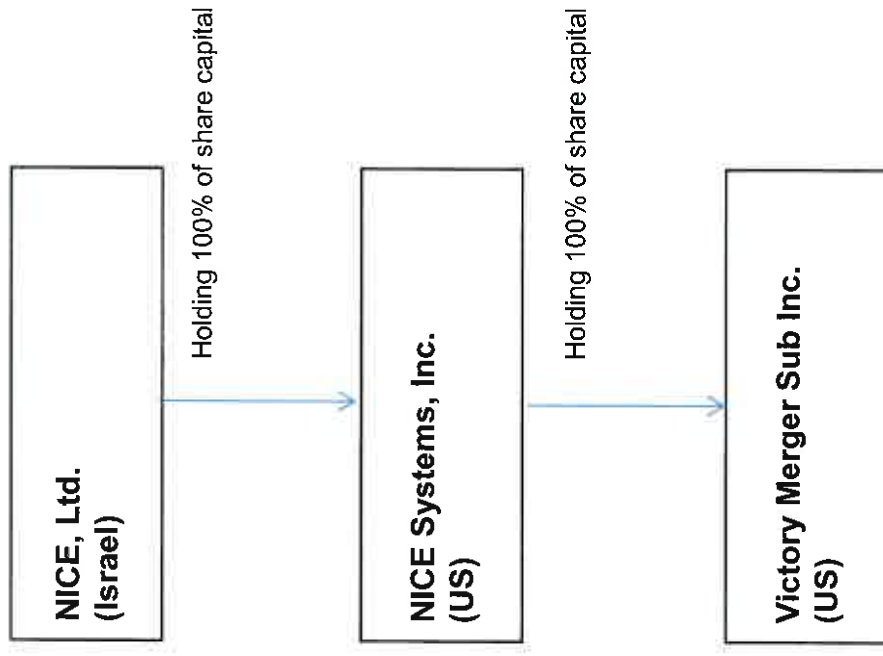
Counsel for NICE Systems Inc.



EXHIBIT A



NICE – Legal Entity Structure – Current Status



NICE – Legal Entity Structure – Post Merger

