



State of Utah
Department of Commerce
Division of Public Utilities

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MEMORANDUM

To: Public Service Commission

From: Division of Public Utilities
Chris Parker, Director
Bill Duncan, Telecommunications / Water Manager
Ron Slusher, Utility Technical Consultant

Date: July 06, 2016

Re: In the Matter of the Transfer of Control of inContact, Inc. to NICE Systems, Inc. Docket Number 16-2442-01.

RECOMMENDATION (Allow):

The Division of Public Utilities (“Division”) has reviewed the joint application between inContact, Inc. and NICE Systems, Inc. and believes that the public interest will be promoted by recommending that the Public Service Commission (“Commission”) allow the this Transfer of Control. As a result of the acquisition, the Companies should be in a better position to provide expanded and advanced telecommunications services in the State of Utah.

The Division expects that based on history that a filing of this type and with the information submitted by the company there will be no objections or opposition to this recommendation. Therefore, the Division request that this docket be adjudicated informally in accordance with R746-110-1.

EXPLANATION:

On or about June 28, 2016, inContact, Inc. (“inContact”) and NICE Systems, Inc. (“NICE”) notified the Commission of a transaction, which will result in a transfer of control of inContact to NICE.

inContact, Inc. is a Delaware corporation headquartered at 75 West Towne Ridge Parkway, Tower 1, Sandy, Utah 84070-5522. inContact is authorized to provide public telecommunications services in the State of Utah by the Commission on February 04, 2005, Docket No. 04-2442-01.

NICE Systems, Inc. is a Delaware corporation headquartered at 461 From Road, 3rd Floor, Paramus, New Jersey 07652. NICE is a wholly-owned direct subsidiary of NICE, Ltd. Neither companies are telecommunications utilities.

NICE, Ltd., the parent company of NICE, and inContact have entered into an agreement whereby, 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, with inContact surviving the merger as a wholly-owned subsidiary of NICE.

The Applicants submit that the transaction described herein will serve the public interest by enhancing the ability of inContact and NICE 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. Such support will strengthen the competitive position of inContact, to the benefit of the telecommunications marketplace.

The Applicants further submit that the transaction will be conducted in a manner that will be largely transparent their customers. The transaction will not result in a change of carrier for customers or any assignment of authorizations, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers.

Cc. Allison D. Rule, Counsel for inContact, Inc.
Daniel Lloyd, inContact, Inc.
John Beahn, Counsel for NICE Systems, Inc.
Jeff Levenberg, General Counsel for NICE Systems, Inc.
Justin Jetter, Assistant Attorney General, State of Utah
Cheryl Murray, Utility Analyst, Office of Consumer Services, State of Utah