

July 19, 2016

**VIA ELECTRONIC FILING**

Ms. Patricia Van Gerpen, Executive Director  
South Dakota Public Utilities Commission  
Capitol Building, 1st Floor  
500 E. Capitol Avenue  
Pierre, SD 57501-5070

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

Dear Ms. Van Gerpen:

inContact, Inc. ("inContact," the "Company" or "Transferor") and NICE Systems, Inc. ("NICE Systems" or "Transferee," collectively the "Parties"), by undersigned counsel, hereby notify the South Dakota Public Utilities Commission ("Commission") of the transfer of control of inContact to NICE Systems ("Transaction"). It is the Parties' understanding that, pursuant to S.D. Codified Laws § 49-31-20, Commission approval is not required to complete the Transaction described herein. The Parties submit this letter for informational purposes only to ensure the continuing accuracy of the Commission's records.

**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 contact center solution in all fifty states, the District of Columbia, and Puerto Rico. The Company's primary business is its contact 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 contact center services. The contact center offering enables basic call transmission (domestic and international) in conjunction with software-supported features, such as call queuing, auto attendant, and analytics.

inContact is authorized to provide interexchange telecommunications services (Docket No. TC02-163) and local exchange services (Docket No. TC05-051) within the state of South Dakota. 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, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin, and Wyoming, and in the District of Columbia.

## **B. NICE Systems, Inc.**

NICE Systems, Inc. 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. (formerly known as NICE-Systems, Ltd.), an Israeli company with principal business offices located at 13 Zarchin 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  
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](mailto:daniel.lloyd@incontact.com)  
[greg.ayers@incontact.com](mailto:greg.ayers@incontact.com)

With a copy to Counsel:

Allison D. Rule  
Jacqueline R. Hankins  
Joanna G. Wallace  
MARASHLIAN & DONAHUE, PLLC  
The *CommLaw* Group  
1420 Spring Hill Road, Suite 401  
Tysons, Virginia 22102  
Telephone: (703) 714-1312  
Facsimile: (703) 563-6222  
E-Mail: [adr@CommLawGroup.com](mailto:adr@CommLawGroup.com)

**Transferee:**

Jeff Levenberg  
General Counsel  
NICE Systems, Inc.  
461 From Road  
Third Floor  
Paramus, New Jersey 07652  
Telephone: (201) 549-1735  
Facsimile: (201) 549-1735  
E-Mail: [jeff.levenberg@nice.com](mailto:jeff.levenberg@nice.com)

With a copy to Counsel:

John Beahn  
Joshua Gruenspecht  
Skadden, Arps, Slate, Meagher & Flom LLP  
1440 New York Avenue, NW  
Washington, DC 20005  
Telephone: (202) 371-7392  
Facsimile: (202) 661-9192  
E-Mail: [john.beahn@skadden.com](mailto:john.beahn@skadden.com)  
[joshua.gruenspecht@skadden.com](mailto:joshua.gruenspecht@skadden.com)

**V. CONCLUSION**

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

Respectfully submitted,



---

Allison D. Rule  
Jacqueline R. Hankins  
Joanna G. Wallace  
MARASHLIAN & DONAHUE, PLLC  
1420 Spring Hill Road, Suite 401  
Tysons, Virginia 22102  
Telephone: (703) 714-1312  
Facsimile: (703) 563-6222  
Email: [adr@commlawgroup.com](mailto:adr@commlawgroup.com)

*Counsel for inContact, Inc.*

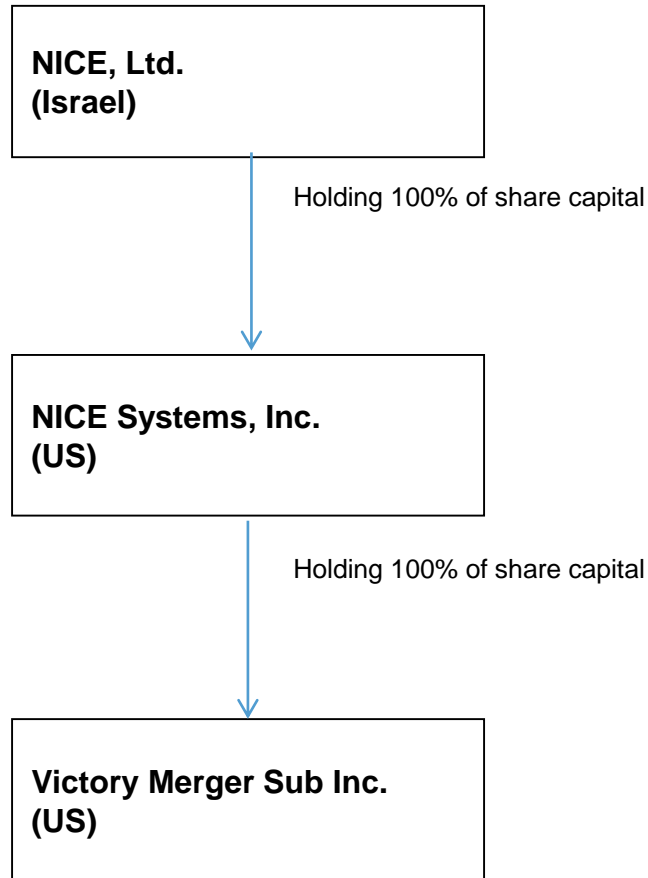
John Beahn  
Joshua Gruenspecht  
Skadden, Arps, Slate, Meagher and Flom LLP  
1440 New York Avenue, NW  
Washington, DC 20005  
Telephone: (202) 371-7392  
Facsimile: (202) 661-9192  
E-Mail: [john.beahn@skadden.com](mailto:john.beahn@skadden.com)  
[joshua.gruenspecht@skadden.com](mailto:joshua.gruenspecht@skadden.com)

*Counsel for NICE Systems, Inc.*

**EXHIBIT A**



# NICE – Legal Entity Structure – Current Status



# NICE – Legal Entity Structure – Post Merger

