

Nuance Communications, Inc.  
 Form 4  
 February 17, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HACKETT PATRICK T**

2. Issuer Name and Ticker or Trading Symbol  
 Nuance Communications, Inc.  
 [NUAN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/15/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O WARBURG PINCUS & CO., 450 LEXINGTON AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

NEW YORK, NY 10017

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.001 per share ("Common Stock")	02/15/2012		J <sup>(1)</sup>	11,942,851 D	\$ 0 <sub>(1)</sub> 51,005,707 <sub>(2)</sub>	I	See footnote <u>(1)</u>
Common Stock	02/15/2012		J <sup>(1)</sup>	44,365 A	\$ 0 <sub>(1)</sub> 119,365	D <u>(1)</u>	
Common Stock	02/15/2012		J <sup>(1)</sup>	12,312 A	\$ 0 <sub>(1)</sub> 12,312	I	See footnote



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Exhibit List:

Exhibit 99.1 - Explanation of Responses

\*\*\* Power of Attorney given by Mr. Hackett was previously filed with the SEC on July 30, 2009 as an exhibit to a Form 4 file

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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