Nuance Communications, Inc.

Form 4

February 03, 2009

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

below)

Nuance Communications, Inc.

(Check all applicable)

[NUAN]

01/30/2009

(Last) (First) 3. Date of Earliest Transaction (Month/Day/Year)

X\_ Director Officer (give title

10% Owner Other (specify

C/O WARBURG PINCUS & CO., 466 LEXINGTON AVENUE

(State)

(Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10007

(City)

2. Transaction Date 2A. Deemed 1. Title of Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Securities Beneficially Owned Following Reported (Instr. 4)

7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4)

(A) or Amount (D)

Transaction(s)

Code V Price (Instr. 3 and 4)

Common Stock

01/30/2009

(Middle)

(Zip)

 $A^{(1)}$ 30,000 0.001

30,000

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: Nuance Communications, Inc. - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | 5. ionNumber of Derivativ Securities Acquired (A) or Disposed of (D) |                     |                    | Secur | unt of<br>rlying                       | 8. Price of Derivative Security (Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Owne<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|---|--|--|---------------------|--------------------|-------|--|--|---|
|   |   |   |   | Code V                                 | (Instr. 3, 4, and 5)   | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |  |   |

# **Reporting Owners**

| Reporting Owner Name / Address                | Relationships |           |         |       |  |  |  |
|---|---------------|-----------|---------|-------|--|--|--|
| . 9   | Director      | 10% Owner | Officer | Other |  |  |  |
| HACKETT PATRICK T                             |               |           |         |       |  |  |  |
| C/O WARBURG PINCUS & CO. 466 LEXINGTON AVENUE | X             |           |         |       |  |  |  |
| NEW YORK, NY 10007                            |               |           |         |       |  |  |  |

## **Signatures**

By: Donna M. Belanger For: Patrick T.
Hackett

02/03/2009

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares are subject to a Restricted Stock Purchase Agreement and were issued pursuant to the 1995 Directors' Stock Plan. One-third of the shares vest on each of the first, second and third anniversaries of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2