

Nuance Communications, Inc.  
Form 10-Q  
August 10, 2009

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

**Form 10-Q**

- ☐ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended June 30, 2009**
- Or**
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Commission file number 0-27038**

**NUANCE COMMUNICATIONS, INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction of  
incorporation or organization)*

**94-3156479**

*(I.R.S. Employer  
Identification No.)*

**1 Wayside Road  
Burlington, MA 01803**

*(Address of principal executive office)*

**Registrant's telephone number, including area code:  
781-565-5000**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act of 1934). Yes  No

269,025,059 shares of the registrant's Common Stock, \$0.001 par value, were outstanding as of July 31, 2009.

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Table of Contents**Part I. Financial Information****Item 1. Financial Statements****NUANCE COMMUNICATIONS, INC.****CONSOLIDATED STATEMENTS OF OPERATIONS**

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
	<b>(Unaudited)</b>			
	<b>(In thousands, except per share amounts)</b>			
<b>Revenue:</b>				
Product and licensing	\$ 87,387	\$ 96,396	\$ 259,987	\$ 288,587
Professional services and subscription and hosting	110,966	82,320	304,162	216,942
Maintenance and support	42,687	38,028	122,870	109,541
Total revenue	241,040	216,744	687,019	615,070
<b>Cost of revenue:</b>				
Product and licensing	8,414	10,214	26,222	32,485
Professional services and subscription and hosting	68,321	55,511	189,584	156,777
Maintenance and support	7,207	7,912	21,387	24,266
Amortization of intangible assets	10,017	5,248	27,444	17,995
Total cost of revenue	93,959	78,885	264,637	231,523
Gross profit	147,081	137,859	422,382	383,547
<b>Operating expenses:</b>				
Research and development	28,584	27,068	87,363	85,822
Sales and marketing	50,376	55,526	161,991	168,299
General and administrative	28,181	27,323	86,340	80,631
Amortization of intangible assets	19,931	14,386	56,313	40,040
Restructuring and other charges, net	2,893	2,646	5,241	8,124
Total operating expenses	129,965	126,949	397,248	382,916
Income from operations	17,116	10,910	25,134	631
<b>Other income (expense):</b>				
Interest income	683	1,780	3,152	6,293
Interest expense	(8,331)	(12,655)	(31,466)	(42,580)
Other income (expense), net	(3,807)	(774)	1,971	(1,904)

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Income (loss) before income taxes	5,661	(739)	(1,209)	(37,560)
Provision for income taxes	6,670	9,127	17,283	14,521
Net loss	\$ (1,009)	\$ (9,866)	\$ (18,492)	\$ (52,081)
<b>Net loss per share:</b>				
Basic and diluted	\$ (0.00)	\$ (0.05)	\$ (0.07)	\$ (0.25)
<b>Weighted average common shares outstanding:</b>				
Basic and diluted	260,750	213,683	249,105	204,843

See accompanying notes.

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**NUANCE COMMUNICATIONS, INC.**  
**CONSOLIDATED BALANCE SHEETS**

	<b>June 30, 2009 (Unaudited)</b>	<b>September 30, 2008</b>
	<b>(In thousands, except per share amounts)</b>	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 418,587	\$ 261,540
Marketable securities		56
Accounts receivable, less allowance for doubtful accounts of \$7,751 and \$6,925	169,131	203,542
Acquired unbilled accounts receivable	15,607	14,457
Inventories, net	9,370	7,152
Prepaid expenses and other current assets	42,135	26,833
Deferred tax assets	2,306	1,703
 Total current assets	 657,136	 515,283
Land, building and equipment, net	51,733	46,485
Goodwill	1,869,344	1,655,773
Intangible assets, net	685,056	585,023
Other assets	42,984	43,635
 Total assets	 \$ 3,306,253	 \$ 2,846,199
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
Current liabilities:		
Current portion of long-term debt and capital leases	\$ 6,878	\$ 7,006
Contingent and deferred acquisition payments	62,711	113,074
Accounts payable	54,896	31,517
Accrued expenses and other current liabilities	96,575	102,099
Accrued business combination costs	9,324	9,166
Deferred maintenance revenue	83,496	80,521
Unearned revenue and customer deposits	55,481	38,381
 Total current liabilities	 369,361	 381,764
Long-term portion of debt and capital leases	889,957	894,184
Long-term portion of accrued business combination costs	27,143	32,012
Long-term deferred revenue	26,028	18,134
Deferred tax liability	47,158	46,745
Other long-term liabilities	69,972	48,452
 Total liabilities	 1,429,619	 1,421,291

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Commitments and contingencies (Notes 4, 5, 6, 7 and 19)

Stockholders' equity:

Series B preferred stock, \$0.001 par value; 15,000 shares authorized; 3,562 shares issued and outstanding (liquidation preference \$4,631)	4,631	4,631
Common stock, \$0.001 par value; 560,000 shares authorized; 270,760 and 232,592 shares issued and 267,523 and 229,370 shares outstanding	271	232
Additional paid-in capital	2,141,862	1,658,512
Treasury stock, at cost (3,237 and 3,222 shares)	(16,214)	(16,070)
Accumulated other comprehensive income (loss)	(288)	12,739
Accumulated deficit	(253,628)	(235,136)
 Total stockholders' equity	 1,876,634	 1,424,908
 Total liabilities and stockholders' equity	 \$ 3,306,253	 \$ 2,846,199

See accompanying notes.



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## NUANCE COMMUNICATIONS, INC.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

	<b>Nine Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>
	<b>(Unaudited)</b>	
	<b>(In thousands)</b>	
<b>Cash flows from operating activities:</b>		
Net loss	\$ (18,492)	\$ (52,081)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation of property and equipment	13,641	11,795
Amortization of intangible assets	83,757	58,035
Bad debt provision	1,564	2,113
Share-based payments	52,584	53,447
Gain on foreign currency forward contracts	(8,049)	
Deferred tax provision	8,117	6,019
Other	4,030	4,679
Changes in operating assets and liabilities, net of effects from acquisitions:		
Accounts receivable	47,713	74,689
Inventories	(2,261)	238
Prepaid expenses and other assets	(5,746)	1,716
Accounts payable	22,744	(12,983)
Accrued expenses and other liabilities	(9,217)	(19,244)
Deferred maintenance revenue, unearned revenue and customer deposits	(6,124)	1,706
Net cash provided by operating activities	184,261	130,129
<b>Cash flows from investing activities:</b>		
Capital expenditures	(15,682)	(13,884)
Payments for acquisitions, net of cash acquired	(113,886)	(354,572)
Proceeds from maturities of marketable securities	56	2,577
Payments for equity investment	(159)	(2,172)
Payments for purchase or license of technology and capitalized patent defense costs	(65,257)	(6,279)
Change in restricted cash balances		279
Net cash used in investing activities	(194,928)	(374,051)
<b>Cash flows from financing activities:</b>		
Payments of debt and capital leases	(5,261)	(6,000)
Purchases of treasury stock	(144)	(652)
Excess tax benefits from share-based payments		4,656
Payments of other long-term liabilities	(6,915)	(8,793)
Proceeds from issuance of common stock, net of issuance costs	175,111	330,987
Proceeds from issuance of common stock from employee stock options and purchase plan	10,996	20,276

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Cash used to net share settle employee equity awards	(6,187)	(16,280)
Net cash provided by financing activities	167,600	324,194
Effects of exchange rate changes on cash and cash equivalents	114	1,146
Net increase in cash and cash equivalents	157,047	81,418
Cash and cash equivalents at beginning of period	261,540	184,335
Cash and cash equivalents at end of period	\$ 418,587	\$ 265,753

See accompanying notes.

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**NUANCE COMMUNICATIONS, INC.**

**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

**1. Organization and Presentation**

The consolidated financial statements include the accounts of the company and our wholly-owned subsidiaries. We prepared these unaudited interim consolidated financial statements in accordance with U.S. generally accepted accounting principles (GAAP) for interim periods. In our opinion, these financial statements reflect all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of our financial position for the periods disclosed. Intercompany transactions have been eliminated.

Certain amounts presented in prior periods consolidated financial statements have been reclassified to conform to the current periods presentation. Proceeds from employee stock options and purchase plans and cash used to net-share settle employee equity awards are now presented as two separate line items in the Statement of Cash Flows, whereas previously they were presented within net proceeds from issuance of common stock under employee share-based payment plans.

We acquired SNAPin Software, Inc. (SNAPin), a developer of self service software for mobile devices, on October 1, 2008 and several other businesses during the third quarter of 2009. Refer to Note 4 for additional information.

Although we believe the disclosures in these financial statements are adequate to make the information presented not misleading, certain information normally included in the footnotes prepared in accordance with GAAP has been omitted. Accordingly, these financial statements should be read in conjunction with the audited financial statements and the notes thereto included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2008. Interim results are not necessarily indicative of the results that may be expected for a full year.

**2. Accounting Changes**

We made no material changes to the significant accounting policies disclosed in our Annual Report on Form 10-K for the fiscal year ended September 30, 2008, other than our adoption of Financial Accounting Standards Board (FASB) Statement of Financial Accounting Standards (SFAS) No. 161 (SFAS 161), *Disclosures about Derivative Instruments and Hedging Activities*, an Amendment of FASB Statement No. 133 and SFAS 157, *Fair Value Measurements* (SFAS 157) and related FASB staff positions. We have provided more information about our application of SFAS 161 in Note 7 and SFAS 157 in Note 8.

***Recently Issued Accounting Standards***

In May 2009, the FASB issued SFAS No. 165, *Subsequent Events* (SFAS 165). This statement incorporates accounting and disclosure requirements related to subsequent events into U.S. GAAP. The requirements of SFAS 165 for subsequent-events accounting and disclosure are not significantly different from those in existing auditing standards, which we have historically followed for financial reporting purposes. As a result, we do not believe this standard had any material impact on our financial statements. We have evaluated subsequent events through the date of issuance of these interim financial statements, which is August 10, 2009.

In April 2009, the FASB issued FSP FAS 107-1 and APB 28-1, *Interim Disclosures about Fair Value of Financial Instruments*. This FSP amends SFAS No. 107, *Disclosures about Fair Value of Financial Instruments*, to require disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well

as in annual financial statements. This FSP also amends Accounting Principles Board (APB) Opinion No. 28, *Interim Financial Reporting*, to require those disclosures in summarized financial information at interim reporting periods. This FSP is effective for interim periods ending after June 15, 2009. We adopted this FSP in our third quarter fiscal 2009, and it had no material impact on our third quarter financial statements. Financial instruments including cash equivalents, marketable securities,

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**NUANCE COMMUNICATIONS, INC.**

**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

accounts receivable, and derivative instruments, are carried in the consolidated financial statements at amounts that approximate their fair value. Refer to Note 13 for discussion of fair value of our long-term debt.

In April 2009, the FASB issued FASB Staff Position (FSP) FAS 141R-1, *Accounting for Assets Acquired and Liabilities Assumed in a Business Combination That Arise from Contingencies* (FSP 141R-1). This FSP requires that assets acquired and liabilities assumed in a business combination that arise from contingencies be recognized at fair value if fair value can be reasonably estimated. This FSP is effective for the fiscal years beginning after December 15, 2008. As this FSP essentially reinstates to SFAS No. 141 (Revised), *Business Combinations* (SFAS 141R) the guidance for accounting for acquired contingencies from SFAS No. 141, we do not believe FSP 141R-1 will have a material impact on our financial statements.

In April 2009, the FASB issued FSP FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* (FSP 157-4). FSP 157-4 provides guidance on how to determine the fair value of assets and liabilities under SFAS 157 in the current economic environment and reemphasizes that the objective of a fair value measurement remains an exit price. If we were to conclude that there has been a significant decrease in the volume and level of activity of the asset or liability in relation to *normal* market activities, quoted market values may not be representative of fair value and we may conclude that a change in valuation technique or the use of multiple valuation techniques may be appropriate. FSP 157-4 is effective for interim and annual periods ending after June 15, 2009. We adopted this FSP effective April 1, 2009 and such adoption has not had a material impact on our financial statements, nor do we expect it to in future periods.

In November 2008, the FASB ratified Emerging Issues Task Force (EITF) Issue No. 08-7, *Accounting for Defensive Intangible Assets* (EITF 08-7). EITF 08-7 applies to defensive intangible assets, which are acquired intangible assets that the acquirer does not intend to actively use but intends to hold to prevent its competitors from obtaining access to them. As these assets are separately identifiable, they must be recognized at fair value in accordance with SFAS 141R and SFAS 157. Defensive intangible assets recognized are required to be amortized over the estimated period during which an acquirer expects to receive benefit from preventing its competitors from obtaining access to the intangible asset. EITF 08-7 is effective for fiscal years beginning on or after December 15, 2008. The effect of adopting EITF 08-7 on our consolidated results of operations and financial condition will be largely dependent on the size and nature of any business combinations and asset acquisitions that we may complete after September 30, 2009.

In June 2008, the EITF ratified EITF Issue No. 07-5, *Determining Whether an Instrument (or Embedded Feature) Is Indexed to an Entity's Own Stock* (EITF 07-5). EITF 07-5 provides guidance in assessing whether derivative instruments meet the criteria in paragraph 11(a) of SFAS 133, *Accounting for Derivative Instruments and Hedging Activities* (SFAS 133), for being considered indexed to an entity's own common stock. EITF 07-5 is effective for fiscal years beginning after December 15, 2008. We are continuing to evaluate the potential impact of EITF 07-5.

In May 2008, the FASB issued FSP APB 14-1, *Accounting for Convertible Debt Instruments that May be Settled in Cash upon Conversion*. FSP APB 14-1 requires companies to separately account for the liability (debt) and equity (conversion option) components of convertible debt instruments that require or permit settlement in cash upon conversion in a manner that reflects the issuer's nonconvertible debt borrowing rate at the time of issuance. FSP APB 14-1 is effective for fiscal years beginning after December 15, 2008 and may not be adopted early. FSP APB 14-1 must be applied retrospectively to all periods presented. We are continuing to evaluate the potential impact of FSP

APB 14-1.

In April 2008, the FASB issued FSP FAS 142-3, *Determination of the Useful Life of Intangible Assets* (FSP 142-3). It amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under SFAS 142, *Goodwill and Intangible*

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*Assets.* FSP 142-3 is effective for fiscal years beginning after December 15, 2008 and may not be adopted early. We are continuing to evaluate the potential impact of FSP 142-3.

In February 2008, the FASB issued FSP FAS 157-2, *Effective Date of FASB Statement No. 157* (FSP 157-2). FSP 157-2 delays the effective date of SFAS 157 for nonfinancial assets and nonfinancial liabilities, except for certain items that are recognized or disclosed at fair value in the financial statements on a recurring basis. This FSP defers our adoption of these remaining provisions of SFAS 157 to the first quarter of fiscal 2010. We do not believe the adoption of the remaining portions of SFAS 157 will have a material impact on our financial statements.

In December 2007, the FASB issued SFAS No. 141(Revised), *Business Combinations* (SFAS 141R). SFAS 141R changes the accounting for business combinations including the measurement of acquirer shares issued in consideration for a business combination, the recognition of contingent consideration, the recognition of capitalized in-process research and development, the accounting for acquisition-related restructuring cost accruals, the treatment of acquisition related transaction costs and the recognition of changes in the acquirer's income tax valuation allowance. SFAS 141R is effective for fiscal years beginning after December 15, 2008 and may not be adopted early. The effect of adopting SFAS 141R on our consolidated results of operations and financial condition will be largely dependent on the size and nature of any business combinations that we may complete after September 30, 2009; however we may be required to expense transaction costs that are currently capitalized related to pending acquisitions which are not consummated prior to our adoption date of October 1, 2009.

**3. Comprehensive Income (Loss)**

The components of comprehensive income (loss) are as follows (table in thousands):

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Net loss	\$ (1,009)	\$ (9,866)	\$ (18,492)	\$ (52,081)
Other comprehensive income (loss):				
Foreign currency translation adjustment	15,786	2,103	(10,232)	11,345
Net unrealized gain (loss) on cash flow hedge derivatives	1,434	1,219	(2,795)	(868)
Net unrealized gains on investments				2
Other comprehensive income (loss)	17,220	3,322	(13,027)	10,479
Total comprehensive income (loss)	\$ 16,211	\$ (6,544)	\$ (31,519)	\$ (41,602)

**4. Business Acquisitions***Third Quarter Acquisitions*

During the third quarter of 2009, we acquired several businesses primarily to expand our product offerings. These acquisitions were not individually significant and the pro forma effect of these acquisitions on our previously reported financial results is immaterial and is not included in our pro forma financial results as disclosed below. The results of operations of these acquisitions are included in our fiscal 2009 financial statements since their respective acquisition dates. In the aggregate, the purchase price for these acquisitions was approximately \$72.4 million, which consisted of the issuance of 2.4 million shares of our common stock valued at \$23.2 million, \$42.5 million in cash and \$6.7 million for transaction costs. In allocating the total purchase consideration for these acquisitions based on estimated fair values, we preliminarily recorded \$42.4 million of goodwill, \$35.1 million of identifiable intangible assets, and \$5.1 million in net liabilities (resulting primarily from acquired unbilled receivables, net of liabilities assumed including contingencies,



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deferred income taxes, and restructuring). The assumed contingent liability is a \$5.0 million tax contingency established for uncertain foreign tax positions relating to one of the acquisitions. The preliminary allocations of the purchase consideration were based upon preliminary valuations and our estimates and assumptions are subject to change. Intangible assets acquired included primarily core and completed technology and customer relationships with weighted average useful lives of 7.1 years.

***Acquisition of SNAPin***

On October 1, 2008, we acquired all of the outstanding capital stock of SNAPin, a developer of self service software for mobile devices, to expand our Mobile-Enterprise offerings. The results of operations of SNAPin have been included in our financial statements since the date of acquisition. The assets acquired and liabilities assumed must be recorded at the date of acquisition at their respective estimated fair values, with any excess of the purchase price over the estimated fair values of the net assets acquired recorded as goodwill. We are finalizing the valuation of the assets acquired and liabilities assumed and therefore the fair values set forth below are subject to adjustment as additional information is obtained. A summary of the preliminary purchase price allocation is as follows (table in thousands):

Total purchase consideration:	
Common stock(a)	\$ 150,638
Stock options and restricted stock units assumed	11,523
Transaction costs	2,876
Total purchase consideration	\$ 165,037
Allocation of the purchase consideration:	
Current assets	\$ 6,084
Other assets	2,971
Deferred tax asset(c)	2,327
Identifiable intangible assets	60,900
Goodwill	124,794
Total assets acquired	197,076
Current liabilities	(2,190)
Deferred tax liability(c)	(2,327)
Deferred revenue(b)	(27,522)
Total liabilities assumed	(32,039)
Net assets acquired	\$ 165,037

(a) Approximately 9.5 million shares of our common stock were issued and valued at \$15.81 per share. Additionally, 1.1 million shares of our common stock, valued at \$17.5 million, have been placed in escrow and have been

excluded from purchase consideration until the satisfaction of the escrow contingencies. See additional discussion in Note 5.

- (b) We assumed significant legal performance obligations related to acquired customer contracts. We estimate the fair market value of the obligations in accordance with the provision of EITF 01-03, *Accounting in a Business Combination for Deferred Revenue of Acquiree*. The fair value of the legal performance obligations remaining to be delivered on these customer contracts was approximately \$53.4 million and the remaining cash to be collected on these contracts was approximately \$25.9 million at the date of acquisition.
- (c) We recorded a deferred tax liability as a result of purchase accounting associated with SNAPin. This results in an increase of the net deferred tax asset and a reduction of the corresponding valuation allowance in the consolidated group. Therefore, there is no impact on goodwill related to the deferred tax liability.

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We assumed vested and unvested stock options that were converted into options to purchase 1,258,708 shares of our common stock and restricted stock units that were converted into 299,446 shares of our common stock. The fair value of the assumed vested stock options and restricted stock units as of the date of acquisition are included in the purchase price above. The fair value of the assumed vested stock options was calculated under the Black-Scholes option pricing model, with the following weighted-average assumptions: dividend yield of 0.0%; expected volatility of 55.5%; average risk-free interest rate of 2.8%; and an expected term of 4.8 years. Assumed unvested stock options and restricted stock units as of the date of acquisition will be recorded as shared-based compensation expense over the requisite service period as disclosed in Note 16.

Customer relationships are amortized based upon patterns in which the economic benefits are expected to be realized. Other finite-lived identifiable intangible assets are amortized on a straight-line basis. The following are the identifiable intangible assets acquired and their respective weighted average useful lives (table in thousands):

	<b>Amount</b>	<b>Weighted Average Life (In years)</b>
Customer relationships	\$ 21,200	10.8
Core and completed technology	39,000	10.0
Non-compete agreements	700	4.0
Total	\$ 60,900	

The following table shows unaudited pro forma results of operations as if we had acquired SNAPin and our other significant acquisitions from fiscal 2008 (PSRS, eScription, Inc., and Viacore, Inc.) on October 1, 2007 (table in thousands, except per share data):

	<b>Three Months Ended June 30,</b>		<b>Nine Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Revenue	\$ 241,040	\$ 233,826	\$ 687,019	\$ 686,248
Net loss	(1,009)	(23,322)	(18,492)	(86,747)
Net loss per share basic and diluted	\$ (0.00)	\$ (0.11)	\$ (0.07)	\$ (0.40)

**5. Deferred and Contingent Acquisition Payments*****Earnout Payments***

In connection with our acquisition of Phonetic Systems Ltd. we agreed to pay up to \$35.0 million of additional consideration if certain financial and performance targets were met. We have notified the former shareholders of Phonetic that these targets were not achieved. Accordingly, we have not recorded any obligations relative to these measures. The former shareholders of Phonetic have objected to this determination and have filed for arbitration.

During fiscal 2008, we amended the earnout provisions set forth in the merger agreement related to the acquisition of Mobile Voice Control, Inc. (MVC) such that the former shareholders of MVC were eligible to earn the remaining calendar 2007 earnout amount, consisting of 188,962 shares, if certain conditions were met at December 31, 2008. As of December 31, 2008, we determined that the full 188,962 shares had been earned. The total value of the shares was \$3.0 million, of which \$1.0 million was recorded to goodwill as incremental purchase price during fiscal 2008, and the remaining \$2.0 million was amortized as compensation expense from May 2008 to December 2008. In November 2008, a second amendment to the merger agreement was signed pursuant to which the earnout period for the calendar 2008 earnout was extended, such that 377,964 and 755,929 shares may now be earned based on the achievement of calendar 2008 and 2009 targets,

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**NUANCE COMMUNICATIONS, INC.**

**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

respectively. The stock payments, if any, that are made based on the provisions of this second amendment will be recorded to goodwill, as incremental purchase price. We have notified the former shareholders of MVC that the financial targets for calendar 2008 were not achieved and the 377,964 shares were not earned. As of June 30, 2009, we have not recorded any obligation relative to the second amendment.

In connection with the acquisition of Commissure, Inc. we agreed to make contingent earnout payments of up to \$8.0 million upon the achievement of certain financial targets for the fiscal years ended September 30, 2008, 2009 and 2010. Any payments may be made in the form of cash or shares of our common stock, at our sole discretion. We have notified the former shareholders of Commissure that the financial targets for the fiscal year ended September 30, 2008 were not achieved and the related contingent earnout payment was not earned. As of June 30, 2009, we have not recorded any obligation relative to these measures.

In connection with our acquisition of Vocada, Inc. we agreed to make contingent earnout payments of up to \$21.0 million upon the achievement of certain financial targets measured over defined periods through December 31, 2010. Any payments may be made in the form of cash or shares of our common stock at our sole discretion. We have notified the former shareholders of Vocada that the financial targets for certain periods were not achieved. The former shareholders of Vocada have requested additional information regarding this determination. The Company and the former shareholders of Vocada are discussing this matter. As of June 30, 2009, we have not recorded any obligation relative to these measures.

In connection with our acquisition of Multi-Vision Communications, Inc. we agreed to make contingent earnout payments of up to \$15.0 million upon the achievement of certain financial targets for the period from August 1, 2008 to July 31, 2009. \$10.0 million of the earnout is further conditioned on the continued employment of certain Multi-Vision employees. Accordingly, up to \$10.0 million of any earnout payments will be recorded as compensation expense, and up to \$5.0 million will be recorded as additional purchase price and allocated to goodwill. Any payments may be made in the form of cash or shares of our common stock, at our sole discretion. As of June 30, 2009, we have not recorded any obligation or related compensation expense relative to these measures.

In connection with our acquisition of SNAPin, we agreed to make a contingent earnout payment of up to \$45.0 million in cash to be paid, if at all, based on the business achieving certain performance targets that are measurable from the acquisition date to December 31, 2009. Additionally, we would be required to issue earnout consideration to SNAPin option holders. This option earnout consideration, if earned, is payable at our sole discretion, in cash, stock or additional options to purchase common stock. The total value of this option earnout consideration may aggregate up to \$2.5 million, which will be recorded as compensation expense over the service period, if earned. These earnout payments, if any, would be payable upon the final measurement of the performance targets. As of June 30, 2009, we have not recorded any obligation or related compensation expense relative to these measures.

***Escrow Arrangements***

The following significant escrow arrangements have not been released as of June 30, 2009 (table in thousands):

<b>Scheduled Escrow Release Date</b>	<b>Shares to be Issued</b>
--	--------------------------------

		<b>Cash Payment</b>		
Focus(a)	March 26, 2008	\$	5,800	n/a
BeVocal(b)	July 24, 2008		n/a	1,225
eScription(b)	May 20, 2009		n/a	103
SNAPin	October 1, 2009		n/a	1,107
<b>Total</b>		<b>\$</b>	<b>5,800</b>	<b>2,435</b>

**Table of Contents****NUANCE COMMUNICATIONS, INC.****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

- (a) We filed a claim against the Focus Infomatics, Inc. escrow related to the breach of certain representations and warranties made in the share purchase agreement. We determined that the entire escrow will be paid to either satisfy liabilities indemnified under the agreement or paid to the former shareholders. Accordingly, an amount equal to the escrow was recorded as additional purchase price during fiscal 2008. The amount deposited in escrow will remain in escrow until the claims are finalized.
- (b) We filed a claim against the escrow related to the breach of certain representations and warranties made in the merger agreement. We expect the entire amount to remain in escrow until the settlement of the contingent liabilities is finalized. At that time, any shares distributable to the former shareholders would be accounted for as additional purchase price.

***Other Arrangement***

In connection with our acquisition of Philips Speech Recognition Systems GMBH ( PSRS ), the purchase price is subject to adjustment (increase or decrease), based on a working capital adjustment provision contained in the share purchase agreement. We are currently discussing the final working capital adjustment with the former shareholder of PSRS.

**6. Goodwill and Other Intangible Assets**

The changes in the carrying amount of goodwill during the nine months ended June 30, 2009, are as follows (table in thousands):

Balance as of September 30, 2008	\$ 1,655,773
Goodwill acquired	167,169
Other purchase accounting adjustments	55,123
Effect of foreign currency translation	(8,721)
Balance as of June 30, 2009	\$ 1,869,344

Goodwill adjustments recorded during the nine months ended June 30, 2009 consisted primarily of the following increases: \$35.2 million related to the recording of escrow shares released, \$18.9 million of additional purchase price upon our election to treat our acquisition of eScription as an asset purchase under Section 338(h)(10) of the Internal Revenue Code of 1986 (as amended), \$10.8 million related to the recording of contingent liabilities assumed and \$3.7 million related to the utilization of acquired net operating losses from acquisitions. These increases to goodwill were partially offset by a \$9.7 million reversal of assumed deferred tax liabilities as a result of our election to treat eScription as an asset purchase and a \$2.7 million decrease in accrued transaction costs.

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## NUANCE COMMUNICATIONS, INC.

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Intangible assets consist of the following (table in thousands):

	At June 30, 2009			
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted Average Remaining Life (Years)
Customer relationships	\$ 544,097	\$ (146,143)	\$ 397,954	6.9
Technology and patents	326,020	(82,079)	243,941	12.6
Trade names, trademarks, and other	16,599	(4,475)	12,124	4.1
Non-compete agreements	5,761	(2,524)	3,237	2.5
Subtotal	892,477	(235,221)	657,256	9.0
Trade name, indefinite life	27,800		27,800	n/a
Total	\$ 920,277	\$ (235,221)	\$ 685,056	

Estimated amortization expense for intangible assets for each succeeding year is as follows (table in thousands):

Year Ending September 30,	Cost of Revenue	Other Operating Expenses	Total
2009 (July 1, 2009 to September 30, 2009)	\$ 10,869	\$ 20,507	\$ 31,376
2010	41,707	78,505	120,212
2011	40,315	70,398	110,713
2012	36,546	61,664	98,210
2013	31,171	50,780	81,951
2014	24,333	44,456	68,789
Thereafter	59,000	87,005	146,005
Total	\$ 243,941	\$ 413,315	\$ 657,256

In June 2009, we acquired a royalty free paid-up perpetual source and object code license from a third party for \$20.0 million in common stock. The estimated useful life of this license is 7 years and this asset has been included within the technology and patents grouping above. Also in June 2009, we amended the December 2008 agreement discussed below and entered into a joint marketing and selling agreement with the same third party and paid \$7.0 million, consisting of \$2.0 million in cash and \$5.0 million in common stock. In addition to the \$7.0 million paid in June, we have also agreed to pay an additional \$13.0 million, payable in common stock or cash at our option, upon



the third party meeting certain performance criteria under the agreement by October 31, 2009. We have capitalized the \$7.0 million payment as an intangible asset, included in the trade names, trademarks, and other grouping above, and assigned a useful life of 3 years, commensurate with the legal term of the rights in the arrangement.

In December 2008, we acquired a speech-related patent portfolio from the same third party and a royalty free paid-up perpetual license providing us with access to, and use of, the third party's speech-related source code for an aggregate purchase price of \$50.0 million. These assets are included within the technology and patents asset grouping above. The weighted average useful life related to these acquired assets is 8.7 years. At the same time, we entered into an arrangement to procure the services of certain engineers to support the integration of the acquired technology into our products. We agreed to pay an additional license fee of up to \$20.0 million if certain revenue growth targets are met in calendar 2009. Any additional license fee was to be

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**NUANCE COMMUNICATIONS, INC.**

**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

payable in cash or stock at our sole discretion on March 1, 2010. In June 2009, this additional license fee provision was amended, and as a result we no longer have any amounts due under this agreement.

**7. Financial Instruments and Hedging Activities**

We use financial instruments to manage our interest rate and foreign exchange exposure. We follow SFAS 133, as amended by SFAS No. 138, *Accounting for Certain Derivative Instruments and Certain Hedging Activities*, for certain designated forward contracts and interest rate swaps.

***Interest Rate Swap Agreements***

To manage the interest rate exposure on our variable-rate borrowings, we use interest rate swaps to convert specific variable-rate debt into fixed-rate debt. As of June 30, 2009, we have two outstanding interest rate swaps designated as cash flow hedges with an aggregate notional amount of \$200 million. The interest rates on these swaps are 2.7% and 2.1% and they expire in October 2010 and November 2010, respectively. As of June 30, 2009 and September 30, 2008, the aggregate cumulative unrealized losses related to these derivatives were \$4.0 million and \$0.9 million, respectively and were included in accumulated other comprehensive income (loss) in the accompanying balance sheets.

***Forward Currency Contracts Designated as Cash Flow Hedges***

On December 31, 2008, we entered into foreign currency contracts to hedge exposure on the variability of cash flows in Canadian dollars. These contracts are designated as cash flow hedges. At June 30, 2009, these contracts had an aggregate notional amount of \$8.4 million Canadian dollars. The contracts settle each month from July 13, 2009 through September 11, 2009. As of June 30, 2009, the aggregate cumulative unrealized gains related to these contracts were \$0.3 million and were included in accumulated other comprehensive income (loss) in the accompanying balance sheet.

***Other Derivative Activities***

We have foreign currency contracts that are not designated as hedges under SFAS 133. Changes in fair value of foreign currency contracts not qualifying as hedges are reported in earnings as part of other income (expense), net. During the three months ended December 31, 2008, we entered into foreign currency forward contracts to offset foreign currency exposure on the deferred acquisition payment of 44.3 million related to our acquisition of PSRS. For the three and nine months ended June 30, 2009, we recorded gains of \$3.7 million and \$6.3 million, respectively in other income (expense), net in the accompanying consolidated statements of operations. The foreign currency contracts mature on September 21, 2009.

In June 2009, we acquired certain intangible assets and issued 1,809,353 shares of our common stock, valued at \$25.0 million, as part of the total consideration. We also issued an additional 315,790 shares of our common stock, valued at \$4.5 million, in June 2009 as a prepayment for professional services. These shares issued are subject to security price guarantees which are accounted for as derivatives under SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities* (SFAS 133), and are being accounted for separately from their host agreements in accordance with that guidance. The security price guarantees require a payment from either us to the third party, or

from the third party to us based upon the difference between the price of our common stock on the issue date and an average price of our common stock approximately six months following the issue date. For the three months ended June 30, 2009, decreases in fair value of \$3.8 million related to these security price guarantees are reported in earnings as expenses within other income (expense), net.

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## NUANCE COMMUNICATIONS, INC.

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table provides a quantitative summary of the fair value of our hedged and non-hedged derivative instruments as of June 30, 2009 and September 30, 2008 (table in thousands):

Description	Balance Sheet Classification	Fair Value	
		June 30, 2009	September 30, 2008
<b>Derivatives Not Designated as Hedges:</b>			
Foreign currency contracts	Prepaid expenses and other current assets	\$ 6,272	\$
Security Price Guarantees	Accrued expenses and other current liabilities	(3,782)	
Net asset (liability) value of non-hedged derivative instruments		\$ 2,490	\$
<b>Derivatives Designated as Hedges:</b>			
Foreign currency contracts	Prepaid expenses and other current assets	\$ 348	\$
Interest rate swaps	Accrued expenses and other current liabilities		(879)
Interest rate swaps	Other long-term liabilities	(4,021)	
Net asset (liability) value of hedged derivative instruments		\$ (3,673)	\$ (879)

The following tables summarize the activity of derivative instruments for the three and nine months ended June 30, 2009 and 2008 (tables in thousands):

**Derivatives Designated as Hedges for the Three Months Ended June 30,**

	Amount of Gain (Loss)		Location and Amount of Gain (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	2009		2008	
	Recognized in OCI						
	2009	2008		2009	2008	2009	2008
Foreign currency contracts	\$ 544	\$	Other income (expense), net	\$ 190	\$		
Interest rate swaps	\$ 700	\$ 1,219	N/A	\$		\$	

**Derivatives Designated as Hedges for the Nine Months Ended June 30,**

	Amount of Gain (Loss) Recognized in OCI		Location and Amount of Gain (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)		
	2009	2008		2009	2008
Foreign currency contracts	\$ 158	\$	Other income (expense), net	\$ 190	\$
Interest rate swaps	\$ (3,143)	\$ (869)	N/A	\$	\$

**Derivatives Not Designated as Hedges**

	Location of Gain (Loss) Recognized in Income	Amount of Gain (Loss) Recognized in Income Three Months Ended June 30,		Amount of Gain (Loss) Recognized in Income Nine Months Ended June 30,	
		2009	2008	2009	2008
Foreign currency contracts	Other income (expense), net	\$ 3,721	\$	\$ 6,272	\$
Security price guarantees	Other income (expense), net	\$ (3,782)	\$	\$ (3,782)	\$

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## NUANCE COMMUNICATIONS, INC.

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**8. Fair Value Measures**

We adopted the provisions of SFAS No. 157, *Fair Value Measurements* (SFAS 157), on October 1, 2008. SFAS 157 defines fair value, establishes a framework for measuring fair value, and enhances disclosures about fair value measurements. Fair value is defined as the price that would be received for an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. Valuation techniques must maximize the use of observable inputs and minimize the use of unobservable inputs.

SFAS 157 establishes a value hierarchy based on three levels of inputs, of which the first two are considered observable and the third is considered unobservable:

*Level 1.* Quoted prices for identical assets or liabilities in active markets which we can access.

*Level 2.* Observable inputs other than those described as Level 1.

*Level 3.* Unobservable inputs.

Assets and liabilities measured at fair value on a recurring basis at June 30, 2009 consisted of (table in thousands):

	<b>June 30, 2009</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Assets:				
Money market funds(a)	\$ 227,685	\$	\$	\$ 227,685
US government agency securities(a)	119,530			119,530
Foreign currency exchange contracts(b)		6,620		6,620
Total assets at fair value	\$ 347,215	\$ 6,620	\$	\$ 353,835
Liabilities:				
Interest rate swaps(c)	\$	\$ 4,021	\$	\$ 4,021
Foreign currency exchange contracts(b)				
Security price guarantees(d)		3,782		3,782
Total liabilities at fair value	\$	\$ 7,803	\$	\$ 7,803

(a) Money market funds and US government agency securities, included in cash and cash equivalents in the accompanying balance sheet, are valued at quoted market prices in active markets.

(b)

The fair value of our foreign currency exchange contracts is the intrinsic value of the contracts based on observable inputs for similar derivative instruments in active markets or quoted prices for identical or similar instruments in markets that are not active or are directly or indirectly observable.

- (c) The fair values of the interest rate swaps are estimated using discounted cash flow analyses that factor in observable market inputs such as LIBOR based yield curves, forward rates, and credit spreads.
- (d) The fair values of the security price guarantees are determined using a Black-Scholes model, derived from observable inputs such as US treasury interest rates, our common stock price, and the volatility of our common stock. The valuation model values both the put and call components of the guarantees simultaneously, with the net value of those components representing the fair value of each instrument.

***Items Measured at Fair Value on a Nonrecurring Basis***

Certain assets, including our cost-method investments, are measured at fair value on a nonrecurring basis. These assets are recognized at fair value when they are deemed to be other-than-temporarily impaired. We did not record any impairment charges for these assets during the three and nine months ended June 30, 2009.

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## NUANCE COMMUNICATIONS, INC.

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**9. Inventories**

Inventories, net of allowances, consist of (table in thousands):

	<b>June 30, 2009</b>	<b>September 30, 2008</b>
Components and parts	\$ 7,019	\$ 4,429
Inventory at customers	1,262	1,585
Finished products	1,089	1,138
Total	\$ 9,370	\$ 7,152

**10. Accrued Expenses and Other Current Liabilities**

Accrued expenses and other current liabilities consist of (table in thousands):

	<b>June 30, 2009</b>	<b>September 30, 2008</b>
Compensation	\$ 37,584	\$ 45,316
Professional fees	9,212	5,009
Income taxes payable	8,276	16,047
Acquisition costs and liabilities	8,148	14,167
Costs of revenue related liabilities	7,440	6,596
Sales and marketing incentives	4,986	4,705
Sales and other taxes payable	4,403	2,179
Security price guarantees	3,782	
Deferred tax liability	1,327	
Other	11,417	8,080
Total	\$ 96,575	\$ 102,099

**11. Accrued Business Combination Costs**

Activity related to accrued business combination costs for the nine months ended June 30, 2009, is as follows (table in thousands):



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	<b>Facilities</b>	<b>Personnel</b>	<b>Total</b>
Balance at September 30, 2008	\$ 41,178	\$	\$ 41,178
Expensed to restructuring and other charges, net	149		149
Imputed interest expense	1,296		1,296
Recorded to goodwill	1,803	4,178	5,981
Cash payments, net of sublease receipts	(8,270)	(3,867)	(12,137)
Balance at June 30, 2009	\$ 36,156	\$ 311	\$ 36,467

During the nine months ended June 30, 2009, we recorded a \$6.0 million increase in goodwill, consisting of \$3.3 million related to the elimination of 49 employees and two facilities in connection with our third quarter acquisitions, \$2.9 million related to the elimination of 55 employees and a facility in connection with our acquisition of PSRS, partially offset by a change in estimate of sublease income associated with a facility we assumed as part of the eScripton acquisition.

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Accrued business combination costs are presented on the balance sheets as follows (table in thousands):

	<b>June 30, 2009</b>	<b>September 30, 2008</b>
Reported as:		
Current	\$ 9,324	\$ 9,166
Long-term	27,143	32,012
Total	\$ 36,467	\$ 41,178

**12. Restructuring and Other Charges (Credits), Net**

Activity relating to restructuring and other charges (credits), net for the nine months ended June 30, 2009 was as follows (table in thousands):

	<b>Personnel</b>	<b>Facilities</b>	<b>Other</b>	<b>Total</b>
Balance at September 30, 2008	\$ 366	\$ 759	\$ 1,393	\$ 2,518
Restructuring and other charges	5,038	23	31	5,092
Cash payments	(4,261)	(473)	(1,414)	(6,148)
Balance at June 30, 2009	\$ 1,143	\$ 309	\$ 10	\$ 1,462

During the nine months ended June 30, 2009, we recorded charges of \$5.1 million, of which \$5.0 million related to the elimination of approximately 220 personnel across multiple functions within our company and the remaining amount related to adjustments to fiscal 2008 restructuring programs based on actual payments.

**13. Credit Facilities and Debt**

Our borrowing obligations were comprised of (table in thousands):

	<b>June 30, 2009</b>	<b>September 30, 2008</b>
2006 Credit Facility	\$ 651,938	\$ 656,963
2.75% Convertible Debentures (net of unamortized debt discount of \$5.5 million and \$6.3 million, respectively)	244,509	243,699
Obligations under capital leases	171	489

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Other	217	39
Total long-term debt	896,835	901,190
Less: current portion	6,878	7,006
Non-current portion of long-term debt	\$ 889,957	\$ 894,184

The estimated fair value of our long-term debt approximated \$814.1 million at June 30, 2009 and \$786.9 million at September 30, 2008. These fair value amounts represent the value at which our lenders could trade our debt within the financial markets, and do not represent the settlement value of these long-term debt liabilities to us at each reporting date. The fair value of these long-term debt issues will continue to fluctuate each period based on fluctuations in market interest rates, and these fluctuations may have little to no correlation to our outstanding debt balances. The increase in fair value from September 30, 2008 to June 30, 2009 is attributable to the general improvements in the debt markets. The term loan portion of our 2006 Credit Facility is traded and the fair values are based upon traded prices as of the reporting dates. The fair values of the 2.75% Convertible Debentures at each respective reporting date were estimated using the averages of the June 30, 2009 and September 30, 2008 bid and ask trading quotes. The revolving credit line portion of our 2006 Credit Facility is not tradable and the fair values at each reporting date were estimated based on the

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current rates we expect would be offered to us for debt with the same remaining maturities. Our capital lease obligations and other debt are not traded and the fair values of these instruments are assumed to approximate their carrying values as of June 30, 2009 and September 30, 2008.

***2006 Credit Facility***

We have a credit facility which consists of a \$75 million revolving credit line, reduced by outstanding letters of credit, a \$355 million term loan entered into on March 31, 2006, a \$90 million term loan entered into on April 5, 2007 and a \$225 million term loan entered into on August 24, 2007 (collectively the 2006 Credit Facility). The term loans are due March 2013 and the revolving credit line is due March 2012. As of June 30, 2009, there were \$16.5 million of letters of credit issued under the revolving credit line and there were no other outstanding borrowings under the revolving credit line. As of June 30, 2009, we are in compliance with the covenants under the 2006 Credit Facility.

As of June 30, 2009, based on our leverage ratio, the applicable margin for our term loan was 1.00% for base rate borrowings and 2.00% for LIBOR-based borrowings. This results in an effective interest rate of 2.32%. No payments under the excess cash flow sweep provision were due in the first quarter of fiscal 2009 as no excess cash flow, as defined, was generated in fiscal 2008. At the current time, we are unable to predict the amount of the outstanding principal, if any, that we may be required to repay in future fiscal years pursuant to the excess cash flow sweep provisions. If only the minimum required repayments are made, the annual aggregate principal amount of the term loans repaid would be as follows (table in thousands):

<b>Year Ending September 30,</b>	<b>Amount</b>
2009 (July 1, 2009 to September 30, 2009)	\$ 1,675
2010	6,700
2011	6,700
2012	6,700
2013 (maturity)	630,163
<b>Total</b>	<b>\$ 651,938</b>

***2.75% Convertible Debentures***

On August 13, 2007, we issued \$250 million of 2.75% convertible senior debentures due in August 2027. As of June 30, 2009, no conversion triggers were met. If the conversion triggers were met, we could be required to repay all or some of the principal amount in cash prior to maturity.

**14. Net Income (Loss) Per Share**

Common equivalent shares are excluded from the computation of diluted net income (loss) per share if their effect is anti-dilutive. Potentially dilutive common equivalent shares aggregating to 30.5 million and 32.5 million shares for the three and nine months ended June 30, 2009, respectively, and 32.9 million and 33.1 million shares for the three

and nine months ended June 30, 2008, respectively, have been excluded from the computation of diluted net loss per share because their inclusion would be anti-dilutive.

## **15. Stockholders Equity**

In June 2009, we issued 1,809,353 shares of our common stock, valued at \$25.0 million, as part of the consideration to acquire certain intangible assets as discussed in further detail in Note 6. We also issued an additional 315,790 shares of our common stock, valued at \$4.5 million, in June 2009 as a prepayment for professional services. These shares are subject to security price guarantees as discussed in further detail in Note 7.

During the third quarter of 2009, we issued 2.4 million shares of our common stock, valued at \$23.2 million, as partial consideration for the acquisition of several businesses. See further detail in Note 4.

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On January 13, 2009, we entered into a purchase agreement (the Purchase Agreement) by and among us, Warburg Pincus Private Equity X, L.P. and Warburg Pincus X Partners L.P. (together, Warburg Pincus), pursuant to which Warburg Pincus agreed to purchase, and we agreed to sell, 17,395,626 shares of our common stock at a purchase price of \$10.06 per share and warrants to purchase 3,862,422 shares of our common stock for an aggregate purchase price of \$175.2 million. The warrants have an exercise price of \$11.57 and a term of four years. On January 29, 2009, the sale of the shares and the warrants pursuant to the Purchase Agreement was completed.

On July 29, 2009, Warburg Pincus exercised warrants to purchase 525,732 and 863,236 shares of our common stock at exercise prices of \$0.61 and \$5.00 per share, respectively. As a result of these exercises, the Company issued 1,388,968 shares of common stock to Warburg Pincus.

**16. Share-Based Payments**

The consolidated statements of operations include the following expense for share-based payments (table in thousands):

	<b>Three Months Ended June 30,</b>		<b>Nine Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Cost of revenue product and licensing	\$ 2	\$ 2	\$ 8	\$ 16
Cost of revenue professional services, subscription and hosting	2,402	1,304	7,329	6,325
Cost of revenue maintenance and support	132	218	557	1,125
Research and development	2,013	2,517	7,640	11,621
Sales and marketing	6,687	5,925	20,246	17,487
General and administrative	6,346	5,062	16,804	16,873
Total	\$ 17,582	\$ 15,028	\$ 52,584	\$ 53,447

**Stock Options**

The table below summarizes stock option activity for the nine months ended June 30, 2009:

	<b>Number of Shares</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Average Remaining Contractual Term</b>	<b>Aggregate Intrinsic Value(1)</b>
Outstanding at September 30, 2008	14,996,514	\$ 7.47		

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Assumed in acquisition of SNAPin	1,258,708	\$	3.48		
Granted	1,000,000	\$	12.00		
Exercised	(1,858,862)	\$	3.34		
Forfeited	(956,223)	\$	15.47		
Expired	(195,232)	\$	12.09		
Outstanding at June 30, 2009	14,244,905	\$	7.38	4.1 years	\$ 75.5 million
Exercisable at June 30, 2009	10,618,417	\$	6.01	3.5 years	\$ 68.6 million
Exercisable at June 30, 2008	10,391,322	\$	5.08	4.1 years	\$ 110.2 million

(1) Aggregate intrinsic value was calculated based on the positive difference between the closing market value of our common stock on June 30, 2009 (\$12.10) and the exercise price of the underlying options.

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## NUANCE COMMUNICATIONS, INC.

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

As of June 30, 2009, the total unamortized fair value of stock options was \$27.5 million with a weighted average remaining recognition period of 1.4 years. A summary of weighted-average grant-date fair value and intrinsic value of stock options exercised (including assumed options) is as follows:

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2009	2008	2009	2008
Weighted-average grant-date fair value per share	\$ 6.23	\$ 16.38	\$ 8.15	\$ 15.85
Total intrinsic value of stock options exercised (in millions)	\$ 6.6	\$ 59.8	\$ 15.0	\$ 80.7

We use the Black-Scholes option pricing model to calculate the grant-date fair value of options. The fair value of options granted and unvested options assumed from acquisition during the nine months ended June 30, 2009 and 2008 was calculated using the following weighted-average assumptions:

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2009	2008	2009	2008
Dividend yield	0.0%	0.0%	0.0%	0.0%
Expected volatility	53.9%	52.0%	55.3%	51.8%
Average risk-free interest rate	2.5%	2.5%	2.7%	2.7%
Expected term (in years)	5.7	3.1	5.9	3.2

**Restricted Awards**

Restricted stock units are not included in issued and outstanding common stock until the shares are vested and released. The table below summarizes activity relating to restricted stock units for the nine months ended June 30, 2009:

	Number of Shares Underlying Restricted Stock Units Contingent Awards	Number of Shares Underlying Restricted Stock Units Time Based Awards
Outstanding at September 30, 2008	2,414,524	6,857,524
Assumed in acquisition of SNAPin		299,446
Granted	1,125,117	3,066,982



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Vested and released	(277,867)	(2,582,673)
Forfeited	(563,291)	(788,489)
Outstanding at June 30, 2009	2,698,483	6,852,790
Weighted average remaining contractual term of outstanding restricted stock units	1.1 years	1.2 Years
Aggregate intrinsic value of outstanding restricted stock units	\$ 32.6 million	\$ 82.9 million
Restricted stock units vested and expected to vest	2,378,175	6,069,503
Weighted average remaining contractual term of restricted stock units vested and expected to vest	1.1 years	1.2 years
Aggregate intrinsic value of restricted stock units vested and expected to vest(1)	\$ 28.8 million	\$ 73.4 million

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## NUANCE COMMUNICATIONS, INC.

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

- (1) Aggregate intrinsic value was calculated based on the positive difference between the closing market value of our common stock on June 30, 2009 (\$12.10) and the purchase price of the underlying restricted stock units.

As of June 30, 2009, unearned share-based payment expense related to unvested restricted stock units is \$105.5 million, which will, based on expectations of future performance vesting criteria, where applicable, be recognized over a weighted-average period of 1.5 years. A summary of weighted-average grant-date fair value and intrinsic value of restricted stock units vested, including those assumed in respective periods, is as follows:

	<b>Three Months Ended, June 30,</b>		<b>Nine Months Ended, June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Weighted-average grant-date fair value per share	\$ 12.30	\$ 19.02	\$ 10.54	\$ 18.63
Total intrinsic value of shares vested (in millions)	\$ 5.49	\$ 8.08	\$ 29.31	\$ 49.03

Restricted stock is included in the issued and outstanding common stock at the date of grant. The table below summarizes activity relating to restricted stock for the nine months ended June 30, 2009:

	<b>Number of Shares Underlying Restricted Stock</b>	<b>Weighted Average Grant Date Fair Value</b>
Outstanding at September 30, 2008	625,070	\$ 10.90
Granted		
Vested	(70)	\$ 8.12
Forfeited		
Outstanding at June 30, 2009	625,000	\$ 10.90

As of June 30, 2009, unearned share-based payment expense related to unvested restricted stock is \$0.2 million, which will, based on expectations of future performance vesting criteria, when applicable, be recognized over a weighted-average period of 0.1 year. A summary of weighted-average grant-date fair value and intrinsic value of restricted stock vested is as follows:

<b>Three Months Ended, June 30,</b>	<b>Nine Months Ended, June 30,</b>
---	--

	2009	2008	2009	2008
Weighted-average grant-date fair value per share	\$ n/a	\$ n/a	\$ n/a	\$ 15.89
Total intrinsic value of shares vested (in millions)	\$	\$ 9.34	\$	\$ 16.85

### 17. Pension and Other Post-Retirement Benefit Plans

The net periodic benefit cost associated with pension and other post-retirement plans for the three and nine months ended June 30, 2009 and 2008 was composed of (tables in thousands):

	Three Months Ended June 30,			
	Pension Benefits		Other Benefits	
	2009	2008	2009	2008
Interest cost	\$ 395	\$ 343	\$ 10	\$ 10
Expected return on plan assets	(348)	(423)		
Amortization of unrecognized gain	26	(10)	(10)	(10)
Net period benefit cost (credit)	\$ 73	\$ (90)	\$	\$

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## NUANCE COMMUNICATIONS, INC.

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	Nine Months Ended June 30,			
	Pension Benefits		Other Benefits	
	2009	2008	2009	2008
Interest cost	\$ 937	\$ 1,017	\$ 30	\$ 31
Expected return on plan assets	(838)	(1,244)		
Amortization of unrecognized gain	48	(46)	(30)	(31)
Net period benefit cost (credit)	\$ 147	\$ (273)	\$	\$

**18. Income Taxes**

The effective income tax rate was 117.8% and (1,235.0)% for the three months ended June 30, 2009 and 2008, respectively. Included in the tax provision for the three months ended June 30, 2009 was a \$2.2 million charge resulting from the provision to tax return reconciliation completed upon the filing of the 2008 federal tax return and a revision to the federal tax loss limitation. The current tax provision also includes a charge of \$3.2 million as a result of the Massachusetts state tax law enactment relating to the utilization of net operating losses.

The effective tax rate was (1,429.5%) and (38.6%) for the nine months ended June 30, 2009 and 2008, respectively. In addition to the \$3.2 million charge related to the tax law enactment discussed above, the tax provision for the nine months ended June 30, 2009 included a \$8.0 million charge related to the reversal of tax benefit recorded in the fourth quarter of fiscal 2008 when the eScription acquisition was treated as a stock purchase. This reversal was recorded in the first quarter of fiscal 2009 upon our election to treat the eScription acquisition as an asset purchase. The total tax provision was partially offset by a reduction in the foreign income tax provision as a result of the utilization of foreign tax credits as well as cumulative benefits of \$0.6 million relating to the provision to tax return reconciliation and the revision of loss limitations under Section 382 of the Internal Revenue Code of 1986.

At June 30, 2009 and September 30, 2008, the liability for income taxes associated with uncertain tax positions was \$7.8 million and \$2.4 million, respectively. The \$5.4 million increase is primarily attributable to a tax contingency established for uncertain tax positions recorded in connection with foreign tax matters related to an acquisition completed during the third quarter of fiscal 2009. The liability also included approximately \$0.8 million of unrecognized tax benefits, which if recognized, would impact the effective tax rate. We do not expect a significant change in the amount of unrecognized tax benefits within the next 12 months. As of June 30, 2009, we had cumulatively accrued \$0.5 million of interest and penalties related to uncertain tax positions. Interest and penalties included in the provision for income taxes were not material in all periods presented.

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## NUANCE COMMUNICATIONS, INC.

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**19. Commitments and Contingencies***Operating Leases*

Gross future minimum payments under non-cancelable operating leases as of June 30, 2009 (table in thousands):

Year Ending September 30,	Operating Leases	Leases Under Restructuring	Other Contractual Obligations Assumed	Total
2009 (July 1, 2009 to September 30, 2009)	\$ 6,208	\$ 700	\$ 3,434	\$ 10,342
2010	15,885	1,819	14,186	31,890
2011	15,529	1,061	14,733	31,323
2012	14,748	630	13,172	28,550
2013	13,645	331	3,102	17,078
2014	13,626		3,212	16,838
Thereafter	21,419		4,703	26,122
Total	\$ 101,060	\$ 4,541	\$ 56,542	\$ 162,143

At June 30, 2009, we had subleased certain office space included in the above table to third parties. Total sub-lease income under contractual terms is \$20.5 million and ranges from approximately \$1.7 million to \$4.6 million on an annual basis through February 2016.

*Litigation and Other Claims*

We have, from time to time, been notified of claims that we may be infringing, or contributing to the infringement of, the intellectual property rights of others. These claims have been referred to counsel, and they are in various stages of evaluation and negotiation. If it appears necessary or desirable, we may seek licenses for these intellectual property rights. There is no assurance that licenses will be offered by all claimants, that the terms of any offered licenses will be acceptable to us or that in all cases the dispute will be resolved without litigation, which may be time consuming and expensive, and may require us to pay damages.

In August 2001, the first of a number of complaints was filed in the United States District Court for the Southern District of New York, on behalf of a purported class of persons who purchased stock of former Nuance Communications, Inc. (Former Nuance), which we acquired in September 2005, between April 12, 2000 and December 6, 2000. Those complaints have been consolidated into one action. The complaint generally alleges that various investment bank underwriters engaged in improper and undisclosed activities related to the allocation of shares in Former Nuance's initial public offering of securities. The complaint makes claims for violation of several

provisions of the federal securities laws against those underwriters, and also against Former Nuance and some of the Former Nuance's directors and officers. Similar lawsuits, concerning more than 250 other companies' initial public offerings, were filed in 2001. In February 2003, the Court denied a motion to dismiss with respect to the claims against Former Nuance. In the third quarter of 2003, a proposed settlement in principle was reached among the plaintiffs, the issuer defendants (including Former Nuance) and the issuers' insurance carriers. The settlement called for the dismissal and release of claims against the issuer defendants, including Former Nuance, in exchange for a contingent payment to be paid, if necessary, by the issuer defendants' insurance carriers and an assignment of certain claims. The settlement was not expected to have any material impact upon the Company, as payments, if any, were expected to be made by insurance carriers, rather than by the Company. On December 5, 2006, the Court of Appeals for the Second Circuit reversed the Court's order certifying a class in several test cases that had been selected by the underwriter defendants and plaintiffs in the coordinated proceeding. The plaintiffs

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**NUANCE COMMUNICATIONS, INC.**

**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

petitioned the Second Circuit for rehearing of the Second Circuit's decision, however, on April 6, 2007, the Second Circuit denied the petition for rehearing. At a status conference on April 23, 2007, the district court suggested that the issuer's settlement could not be approved in its present form, given the Second Circuit's ruling. On June 25, 2007 the district court issued an order terminating the settlement agreement. The plaintiffs in the case have since filed amended master allegations and amended complaints. On March 26, 2008, the Court largely denied the defendant's motion to dismiss the amended complaints. On April 2, 2009, the plaintiffs filed a motion for preliminary approval of a new proposed settlement between plaintiffs, the underwriter defendants, the issuer defendants and the insurers for the issuer defendants. Under the settlement, which remains subject to Court approval, the insurers would pay the full amount of the settlement attributable to Former Nuance, and Former Nuance would not bear any financial liability. The Court issued an order granting preliminary approval of the settlement, dated June 9, 2009, and a hearing on final approval of the settlement has been set for September 10, 2009. It is uncertain whether the settlement will receive final Court approval. Absent an approved settlement, we intend to defend the litigation vigorously and believe we have meritorious defenses to the claims against Former Nuance.

Vianix LLC has filed three legal actions against us, consisting of two breach of contract actions and a copyright infringement claim. It is too early for us to reach a conclusion as to the ultimate outcome or proposed settlement of these actions or to estimate the potential loss that could result from a settlement or adverse judgment against us in these matters. However, we believe that we have substantial defenses against these claims, and intend to defend them vigorously.

We do not believe that the final outcome of the above litigation matters will have a material adverse effect on our financial position and results of operations. However, even if our defense is successful, the litigation could require significant management time and will be costly. Should we not prevail, our operating results, financial position and cash flows could be adversely impacted.

***Guarantees and Other***

We include indemnification provisions in the contracts we enter into with customers and business partners. Generally, these provisions require us to defend claims arising out of our products' infringement of third-party intellectual property rights, breach of contractual obligations and/or unlawful or otherwise culpable conduct. The indemnity obligations generally cover damages, costs and attorneys' fees arising out of such claims. In most, but not all, cases, our total liability under such provisions is limited to either the value of the contract or a specified, agreed upon amount. In some cases our total liability under such provisions is unlimited. In many, but not all, cases, the term of the indemnity provision is perpetual. While the maximum potential amount of future payments we could be required to make under all the indemnification provisions is unlimited, we believe the estimated fair value of these provisions is minimal due to the low frequency with which these provisions have been triggered.

We indemnify our directors and officers to the fullest extent permitted by law. These agreements, among other things, indemnify directors and officers for expenses, judgments, fines, penalties and settlement amounts incurred by such persons in their capacity as a director or officer of the company, regardless of whether the individual is serving in any such capacity at the time the liability or expense is incurred. Additionally, in connection with certain acquisitions we have agreed to indemnify the former officers and members of the boards of directors of those companies, on similar terms as described above, for a period of six years from the acquisition date. In certain cases we purchase director and officer insurance policies related to these obligations, which fully cover the six year periods. To the extent that we do

not purchase a director and officer insurance policy for the full period of any contractual indemnification, we would be required to pay for costs incurred, if any, as described above.

At June 30, 2009, we had \$3.3 million of non-cancelable purchase commitments for inventory to fulfill customers orders in backlog.



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## NUANCE COMMUNICATIONS, INC.

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**20. Segment and Geographic Information and Significant Customers**

We follow the provisions of SFAS 131, *Disclosures About Segments of an Enterprise and Related Information*, which establishes standards for reporting information about operating segments. SFAS 131 also established standards for disclosures about products, services and geographic areas. Operating segments are defined as components of an enterprise for which separate financial information is available and evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance.

We have several customer-facing market groups that oversee the core markets where we conduct business. Beginning in fiscal 2009, these groups were referred to as Mobile-Enterprise, Healthcare-Dictation, and Imaging. Each of these market groups has a president who has direct responsibility and oversight related to go-to-market strategies and plans, product management and product marketing activities. These groups do not directly manage centralized or shared resources or the allocation decisions regarding the activities related to these functions, which include sales and sales operations, certain research and development initiatives, business development and all general and administrative activities. Our chief executive officer, who is our chief operating decision maker, directly oversees each of the presidents, as well as each of the functions that provide the shared and centralized activities noted above. To manage the business, allocate resources and assess performance, the chief operating decision maker primarily reviews revenue data by market group, while reviewing gross margins, operating margins, and other measures of income or loss on a consolidated basis. Thus, we have determined that we operate in one segment.

Revenue attributable to these groups was as follows (table in thousands):

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2009	2008	2009	2008
Mobile-Enterprise	\$ 118,056	\$ 113,667	\$ 332,384	\$ 313,890
Healthcare-Dictation	105,575	83,928	306,121	240,401
Imaging	17,409	19,149	48,514	60,779
Total	\$ 241,040	\$ 216,744	\$ 687,019	\$ 615,070

No country outside of the United States composed greater than 10% of our total revenue. Revenue, classified by the major geographic areas in which our customers are located, was as follows (table in thousands):

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2009	2008	2009	2008
United States	\$ 185,111	\$ 169,729	\$ 519,576	\$ 464,969

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International	55,929	47,015	167,443	150,101
Total	\$ 241,040	\$ 216,744	\$ 687,019	\$ 615,070

No country outside of the United States held greater than 10% of our long-lived or total assets. Our long-lived assets, including intangible assets and goodwill, were located as follows (table in thousands):

	<b>June 30, 2009</b>	<b>September 30, 2008</b>
United States	\$ 2,349,845	\$ 2,066,106
International	299,272	264,810
Total	\$ 2,649,117	\$ 2,330,916

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**NUANCE COMMUNICATIONS, INC.**

**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The increase in long-lived assets in the United States is primarily due to the acquisition of SNAPin, the third quarter 2009 business acquisitions discussed in Note 4 and the intellectual property acquired during the third quarter 2009 as discussed in Note 6.

**21. Related Parties**

A member of our Board of Directors is also a partner at Wilson Sonsini Goodrich & Rosati, Professional Corporation, a law firm that provides services to us. These services may from time-to-time include contingent fee arrangements. For the three and nine months ended June 30, 2009, we paid \$4.2 million and \$6.4 million, respectively to this firm for professional services. As of June 30, 2009 and September 30, 2008, we had \$4.0 million and \$2.6 million, respectively, included in accounts payable and accrued expenses to this firm.

Two members of our Board of Directors are employees of Warburg Pincus. On January 29, 2009, we consummated a stock purchase agreement with Warburg Pincus. Including the January 2009 stock purchase, Warburg Pincus beneficially owns approximately 26% of our common stock. See Note 15 for further information.

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**Item 2. *Management's Discussion and Analysis of Financial Condition and Results of Operations***

The following Management's Discussion and Analysis is intended to help you understand the results of operations and financial condition of our business. Management's Discussion and Analysis is provided as a supplement to, and should be read in conjunction with, our consolidated financial statements and related notes thereto included elsewhere in this Quarterly Report on Form 10-Q and the Management's Discussion and Analysis included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2008.

**FORWARD LOOKING STATEMENTS**

This Quarterly Report contains forward-looking statements, including predictions regarding:

- our future revenue, cost of revenue, research and development expenses, selling, general and administrative expenses, amortization of other intangible assets and gross margin;
- our strategy relating to our core markets;
- the potential of future product releases;
- our product development plans and investments in research and development;
- future acquisitions, and anticipated benefits from pending and prior acquisitions;
- international operations and localized versions of our products; and
- legal proceedings and litigation matters.

You can identify these and other forward-looking statements by the use of words such as *may*, *will*, *should*, *expects*, *plans*, *anticipates*, *believes*, *estimates*, *predicts*, *intends*, *potential*, *continue* or the negative of such terms or comparable terminology. Forward-looking statements also include the assumptions underlying or relating to any of the foregoing statements. Our actual results could differ materially from those anticipated in these forward-looking statements for many reasons, including the risks described in Item 1A *Risk Factors* and elsewhere in this Quarterly Report.

You should not place undue reliance on these forward-looking statements, which speak only as of the date of this Quarterly Report. We undertake no obligation to publicly release any revisions to the forward-looking statements or reflect events or circumstances after the date of this document.

**OVERVIEW**

Nuance Communications, Inc. is a leading provider of speech, imaging and keypad solutions for businesses, organizations and consumers around the world. Our technologies, applications and services make the user experience more compelling by transforming the way people interact with information and how they create, share and use documents. Our solutions are used every day by millions of people and thousands of businesses for tasks and services such as requesting account information from a phone-based self-service solution, dictating records, searching the mobile web by voice, entering a destination into a navigation system, or working with PDF documents. Our solutions help make these interactions, tasks and experiences more productive, pertinent and efficient.

Our technologies address our core markets:

*Mobile-Enterprise.* We deliver a portfolio of solutions that improve the experience of customer communications, mobile interactions and personal productivity. Combining our expertise in enterprise and mobile solutions allows us to help consumers, businesses and manufacturers more effectively utilize mobile devices for accessing an array of content, services and capabilities. Our enterprise solutions help automate a wide range of customer services and business processes in a variety of information and process-intensive vertical markets such as telecommunications, financial services, utilities, travel and entertainment, and government. Our mobile solutions add voice control and texting capabilities to mobile devices and services, allowing people to more easily dial a mobile phone, enter destination

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information into an automotive navigation system, dictate a text message or have emails and screen information read aloud.

*Healthcare-Dictation.* Our healthcare solutions comprise a portfolio of speech-driven clinical documentation and communication solutions that help healthcare provider organizations to reduce operating costs, increase reimbursement, and enhance patient care and safety. Our solutions automate the input and management of medical information and are used by many of the largest hospitals in the United States. We offer a variety of different solutions and deployment options to address the specific requirements of different healthcare provider organizations. Our Dragon products help people and businesses increase productivity by using speech to create documents, streamline repetitive and complex tasks, input data, complete forms and automate manual transcription processes. Our Dragon Medical solution is a desktop application that provides front-end speech recognition for smaller groups of physicians and clinicians to create and navigate medical records.

*Imaging.* Our PDF and document imaging solutions reduce the time and cost associated with creating, using and sharing documents. Our solutions benefit from the widespread adoption of the PDF format and the increasing demand for networked solutions for managing electronic documents. Our solutions are used by millions of professionals and within large enterprises.

We leverage our global professional services organization and our network of partners to design and deploy innovative solutions for businesses and organizations around the globe. We market and distribute our products through a global network of resellers, including system integrators, independent software vendors, value-added resellers, hardware vendors, telecommunications carriers and distributors, and also sell directly through a dedicated sales force and through our e-commerce website.

Confronted by dramatic increases in electronic information, consumers, business personnel and healthcare professionals must use a variety of resources to retrieve information, transcribe patient records, conduct transactions and perform other job-related functions. We believe that the power of our solutions can transform the way people use the Internet, telecommunications systems, electronic medical records, wireless and mobile networks and related corporate infrastructure to conduct business.

We have built a world-class portfolio of intellectual property, technologies, applications and solutions through both internal development and acquisitions. We expect to continue to pursue opportunities to broaden these assets and expand our customer base through acquisitions. In evaluating the financial condition and operating performance of our business, management focuses on revenue, earnings, gross margins, operating margins and cash flow from operations. A summary of these key financial metrics for the quarter ended June 30, 2009, as compared to the quarter ended June 30, 2008, is as follows:

Total revenue increased by \$24.3 million to \$241.0 million;

Net loss decreased by \$8.9 million to \$1.0 million;

Gross margins declined by 2.6 percentage points to 61.0%;

Operating margins improved by 2.0 percentage points to 7.1%; and

Cash provided by operating activities for the nine month period ended June 30, 2009 was \$184.3 million, an increase of \$54.1 million from the same period in the prior fiscal year.



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**CRITICAL ACCOUNTING POLICIES**

Generally accepted accounting principles in the United States (GAAP) require us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. On an ongoing basis, we evaluate our estimates and judgments, in particular those related to: revenue recognition; the costs to complete the development of custom software applications; bad debt and other sales allowances; accounting for patent legal defense costs; the valuation of goodwill, other intangible assets and tangible long-lived assets; estimates used in the accounting for acquisitions; assumptions used in valuing stock-based compensation instruments; judgment with respect to interest rate swaps and foreign currency exchange contracts and other derivative instruments; evaluating loss contingencies; inputs used to measure fair value; and valuation allowances for deferred tax assets. Actual amounts could differ significantly from these estimates. Our management bases its estimates and judgments on historical experience and various other factors, including independent market participant considerations, that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values and, where appropriate in accordance with GAAP, fair values of assets and liabilities and the amounts of revenue and expenses that are not readily apparent from other sources.

Additional information about these critical accounting policies may be found in our Annual Report on Form 10-K for the fiscal year ended September 30, 2008. We made no material changes to the significant accounting policies disclosed in our Annual Report on Form 10-K for the fiscal year ended September 30, 2008, other than our adoption of Financial Accounting Standards Board (FASB) Statement No. 161, *Disclosures about Derivative Instruments and Hedging Activities*, an Amendment of FASB Statement No. 133 (SFAS 161) and SFAS No. 157, *Fair Value Measurements* (SFAS 157), and related FASB staff positions.

SFAS 161 enhances disclosures related to derivatives and hedging instruments and SFAS 157 defines fair value, establishes a framework for measuring fair value and enhances disclosures about fair value measurements. Fair value is defined as the price that would be received for an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Valuation techniques must maximize the use of observable inputs and minimize the use of unobservable inputs. At June 30, 2009, we reported our money market funds and US government agency securities at quoted market prices in active markets. We valued our foreign exchange contracts based on observable inputs for similar derivative instruments in active markets of quoted prices for identical or similar instruments in markets that are not active or are directly or indirectly unobservable. We valued our interest rate swaps using discounted cash flow analyses that are based on observable market inputs such as credit rating, forward rates and LIBOR-based yield curves. The security price guarantees were valued using a Black-Scholes model derived from observable inputs such as treasury rates, the volatility of our common stock, and contractual terms. Certain assets, including our cost-method investments, are measured at fair value on a nonrecurring basis. These assets are recognized at fair value when they are deemed to be other-than-temporarily impaired. We did not record any impairment charges for these assets during the three and nine months ending June 30, 2009.

**RECENTLY ISSUED ACCOUNTING STANDARDS**

Refer to Note 2 of the unaudited consolidated financial statements included in this quarterly report on Form 10-Q.



**Table of Contents****RESULTS OF OPERATIONS**

The following table presents certain selected financial data as a percentage of total revenue:

	<b>Three Months Ended June 30,</b>		<b>Nine Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Revenue:				
Product and licensing	36.3%	44.5%	37.8%	46.9%
Professional services, subscription and hosting	46.0	38.0	44.3	35.3
Maintenance and support	17.7	17.5	17.9	17.8
Total revenue	100.0	100.0	100.0	100.0
Cost of revenue:				
Product and licensing	3.5	4.7	3.8	5.3
Professional services, subscription and hosting	28.3	25.6	27.6	25.5
Maintenance and support	3.0	3.7	3.1	3.9
Amortization of intangible assets	4.2	2.4	4.0	2.9
Gross profit	61.0	63.6	61.5	62.4
Operating expenses:				
Research and development	11.9	12.5	12.7	14.0
Sales and marketing	20.8	25.6	23.6	27.4
General and administrative	11.7	12.6	12.6	13.1
Amortization of intangible assets	8.3	6.6	8.2	6.5
Restructuring and other charges, net	1.2	1.2	0.8	1.3
Total operating expenses	53.9	58.5	57.9	62.3
Income from operations	7.1	5.1	3.6	0.1
Other income (expense), net	(4.8)	(5.4)	(3.8)	(6.2)
Income (loss) before income taxes	2.3	(0.3)	(0.2)	(6.1)
Provision for income taxes	2.7	4.2	2.5	2.4
Net loss	(0.4)%	(4.5)%	(2.7)%	(8.5)%

**Total Revenue**

The following tables show total revenue from our market groups and revenue by geographic location, based on the location of our customers, in dollars and percentage change (dollars in millions):

**Three Months****Nine Months**

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	<b>Ended June 30,</b>		<b>Dollar</b>	<b>Percent</b>	<b>Ended June 30,</b>		<b>Dollar</b>	<b>Percent</b>
	<b>2009</b>	<b>2008</b>	<b>Change</b>	<b>Change</b>	<b>2009</b>	<b>2008</b>	<b>Change</b>	<b>Change</b>
Mobile-Enterprise	\$ 118.0	\$ 113.7	\$ 4.3	3.8%	\$ 332.4	\$ 313.9	\$ 18.5	5.9%
Healthcare-Dictation	105.6	83.9	21.7	25.9%	306.1	240.4	65.7	27.3%
Imaging	17.4	19.1	(1.7)	(8.9)%	48.5	60.8	(12.3)	(20.2)%
Total Revenue	\$ 241.0	\$ 216.7	\$ 24.3	11.2%	\$ 687.0	\$ 615.1	\$ 71.9	11.7%

For the three months ended June 30, 2009, the increase in total revenue was driven by a combination of organic growth and contributions from acquisitions. Mobile-Enterprise revenue increased \$4.3 million, primarily driven by contributions from our acquisition of SNAPin, as well as growth in our hosted, on-demand solutions. Healthcare-Dictation revenue increased \$21.7 million, primarily driven by contributions from our

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acquisitions of eScription and PSRS, and organic growth of our iChart transcription solution. Imaging revenue decreased \$1.7 million primarily due to a decline in Windows-based software sales and a general decline in corporate spending due to current economic conditions.

For the nine months ended June 30, 2009, the increase in total revenue was driven by a combination of organic growth and contributions from acquisitions. Mobile-Enterprise revenue increased \$18.5 million, primarily driven by contributions from our acquisition of SNAPin, as well as growth in our hosted, on-demand solutions, and predictive text business. Healthcare-Dictation revenue increased \$65.7 million, primarily due to contributions from our acquisitions of eScription and PSRS, as well as growth in our hosted, on-demand solutions and Dragon medical products. Imaging revenue decreased \$12.3 million primarily due to a decline in Windows-based software sales and a general decline in corporate spending due to current economic conditions.

	Three Months Ended				Nine Months Ended			
	June 30,		Dollar Change	Percent Change	June 30,		Dollar Change	Percent Change
2009	2008	2009			2008			
United States	\$ 185.1	\$ 169.7	\$ 15.4	9.1%	\$ 519.6	\$ 465.0	\$ 54.6	11.7%
International	55.9	47.0	8.9	18.9%	167.4	150.1	17.3	11.5%
Total Revenue	\$ 241.0	\$ 216.7	\$ 24.3	11.2%	\$ 687.0	\$ 615.1	\$ 71.9	11.7%

Based on the location of our customers, the geographic split for the three months ended June 30, 2009 was 77% of total revenue in the United States and 23% internationally, as compared to 78% of total revenue in the United States and 22% internationally for the same period last year. The increase in the proportion of revenue generated internationally was primarily due to contributions from our acquisition of PSRS.

Based on the location of our customers, the geographic split for the nine months ended June 30, 2009 was 76% of total revenue in the United States and 24% internationally, as compared to 76% of total revenue in the United States and 24% internationally for the same period last year.

**Product and Licensing Revenue**

Product and licensing revenue primarily consists of sales and licenses of our technology. The following table shows product and licensing revenue, in dollars and as a percentage of total revenue (dollars in millions):

	Three Months Ended				Nine Months Ended			
	June 30,		Dollar Change	Percent Change	June 30,		Dollar Change	Percent Change
2009	2008	2009			2008			
Product and licensing revenue	\$ 87.4	\$ 96.4	\$ (9.0)	(9.3)%	\$ 260.0	\$ 288.6	\$ (28.6)	(9.9)%
As a percentage of total revenue	36.3%	44.5%			37.8%	46.9%		

The decrease in product and licensing revenue for the three months ended June 30, 2009, as compared to the same period last year, consisted of a \$10.8 million decrease in Mobile-Enterprise revenue primarily due to customers migrating to our on-demand services solutions and a \$1.8 million decrease in Imaging revenue primarily due to a decline in Windows-based software sales and a general decline in corporate spending due to current economic conditions. This was partially offset by a \$3.6 million increase in our Healthcare-Dictation revenue primarily due to contributions from our acquisition of PSRS. As a percentage of total revenue, product and licensing revenue decreased 8.2 percentage points primarily due to changes in revenue mix attributable to the accelerated growth in professional services and subscription and hosting revenue relative to product and licensing revenue.

The decrease in product and licensing revenue for the nine months ended June 30, 2009, as compared to the same period last year, consisted of a \$22.2 million decrease in Mobile-Enterprise revenue primarily due customers migrating to our on-demand services solutions and a \$13.0 million decrease in Imaging revenue primarily due to a decline in Windows-based software sales and a general decline in corporate spending due to

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current economic conditions. This was partially offset by a \$6.6 million increase in our Healthcare-Dictation revenue primarily due to contributions from our acquisition of PSRS. As a percentage of total revenue, product and licensing revenue decreased 9.1 percentage points primarily due to changes in revenue mix attributable to the accelerated growth in professional services and subscription and hosting revenue relative to product and licensing revenue.

**Professional Services and Subscription and Hosting Revenue**

Professional services revenue primarily consists of consulting, implementation and training services for speech customers. Subscription and hosting revenue primarily relates to delivering hosted transcription and dictation services over a specified term, as well as self-service, on-demand offerings to carriers and enterprises. The following table shows professional services and subscription and hosting revenue, in dollars and as a percentage of total revenue (dollars in millions):

	Three Months Ended June 30, 2009		Dollar Change	Percent Change	Nine Months Ended June 30, 2009		Dollar Change	Percent Change
	2009	2008			2009	2008		
Professional services and subscription and hosting revenue	\$ 111.0	\$ 82.3	\$ 28.7	34.9%	\$ 304.2	\$ 216.9	\$ 87.3	40.2%
As a percentage of total revenue	46.0%	38.0%			44.3%	35.3%		

The increase in professional services and subscription and hosting revenue for the three months ended June 30, 2009, as compared to the same period last year, consisted primarily of a \$14.9 million increase in Healthcare-Dictation revenue, including contributions from our acquisition of eScripture and organic growth of our iChart transcription solution. Additionally, there was a \$13.9 million increase in Mobile-Enterprise revenue, primarily due to contributions from our acquisition of SNAPin, and growth in our hosted, on-demand solutions. The growth in these organic and acquired revenue streams outpaced the relative growth of our other revenue types, resulting in an 8.0 percentage point increase in professional services and subscription and hosting revenue as a percentage of total revenue.

The increase in professional services and subscription and hosting revenue for the nine months ended June 30, 2009, as compared to the same period last year, consisted of a \$51.7 million increase in Healthcare-Dictation revenue, including contributions from our acquisition of eScripture and organic growth of our iChart transcription solution. Additionally, there was a \$35.6 million increase in Mobile-Enterprise revenue, primarily due to contributions from our acquisition of SNAPin, and growth in our hosted, on-demand solutions. The growth in these organic and acquired revenue streams outpaced the relative growth of our other revenue types, resulting in a 9.0 percentage point increase in professional services and subscription and hosting revenue as a percentage of total revenue.

**Maintenance and Support Revenue**

Maintenance and support revenue primarily consists of technical support and maintenance services. The following table shows maintenance and support revenue, in dollars and as a percentage of total revenue (dollars in millions):

	<b>Three Months Ended June 30,</b>		<b>Dollar</b>	<b>Percent</b>	<b>Nine Months Ended June 30,</b>		<b>Dollar</b>	<b>Percent</b>
	<b>2009</b>	<b>2008</b>	<b>Change</b>	<b>Change</b>	<b>2009</b>	<b>2008</b>	<b>Change</b>	<b>Change</b>
Maintenance and support revenue	\$ 42.7	\$ 38.0	\$ 4.7	12.4%	\$ 122.9	\$ 109.5	\$ 13.4	12.2%
As a percentage of total revenue	17.7%	17.5%			17.9%	17.8%		

The increase in maintenance and support revenue for the three months ended June 30, 2009, as compared to the same period last year, consisted primarily of a \$3.1 million increase related to the expansion of our

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current installed base of Healthcare-Dictation solutions, and a \$1.4 million increase in Mobile-Enterprise maintenance and support revenue, driven by organic growth.

The increase in maintenance and support revenue for the nine months ended June 30, 2009, as compared to the same period last year, consisted primarily of a \$7.6 million increase related to the expansion of our current installed based of Healthcare-Dictation solutions, and a \$5.1 million increase in Mobile-Enterprise maintenance and support revenue, driven by organic growth.

**Cost of Product and Licensing Revenue**

Cost of product and licensing revenue primarily consists of material and fulfillment costs, manufacturing and operations costs and third-party royalty expenses. The following table shows cost of product and licensing revenue, in dollars and as a percentage of product and licensing revenue (dollars in millions):

	<b>Three Months Ended June 30,</b>		<b>Dollar Change</b>	<b>Percent Change</b>	<b>Nine Months Ended June 30,</b>		<b>Dollar Change</b>	<b>Percent Change</b>
	<b>2009</b>	<b>2008</b>			<b>2009</b>	<b>2008</b>		
Cost of product and licensing revenue	\$ 8.4	\$ 10.2	\$ (1.8)	(17.6)%	\$ 26.2	\$ 32.5	\$ (6.3)	(19.4)%
As a percentage of product and licensing revenue	9.6%	10.6%			10.1%	11.3%		

The decrease in cost of product and licensing revenue for the three months ended June 30, 2009, as compared to the same period last year, was primarily due to a \$1.3 million decrease in Mobile-Enterprise and a \$0.6 million decrease as a result of customer migration to on-demand services solutions and declining Windows-based license costs as a result of the decrease in Imaging sales. Cost of product and licensing revenue decreased as a percentage of revenue due to a change in the revenue mix towards products with higher margins.

The decrease in cost of product and licensing revenue for the nine months ended June 30, 2009, as compared to the same period last year, was primarily due to a \$3.1 million decrease in Healthcare-Dictation product costs due to changes in product mix and a \$2.9 million decrease in Imaging Windows-based license costs as a result of the decrease in Imaging sales. Cost of product and licensing revenue decreased as a percentage of revenue due to a change in the revenue mix towards products with higher margins.

**Cost of Professional Services and Subscription and Hosting Revenue**

Cost of professional services and subscription and hosting revenue primarily consists of compensation for consulting personnel, outside consultants and overhead, as well as the hardware and communications fees that support our subscription and hosted solutions. The following table shows cost of professional services and subscription and hosting revenue, in dollars and as a percentage of professional services and subscription and hosting revenue (dollars in millions):

	<b>Three Months Ended</b>		<b>Dollar Change</b>	<b>Percent Change</b>	<b>Nine Months Ended</b>		<b>Dollar Change</b>	<b>Percent Change</b>
	<b>June 30, 2009</b>	<b>2008</b>			<b>June 30, 2009</b>	<b>2008</b>		
Cost of professional services and subscription and hosting revenue	\$ 68.3	\$ 55.5	\$ 12.8	23.1%	\$ 189.6	\$ 156.8	\$ 32.8	20.9%
As a percentage of professional services and subscription and hosting revenue	61.5%	67.4%			62.3%	72.3%		

The increase in cost of professional services and subscription and hosting revenue in the three months ended June 30, 2009, as compared to the same period last year, was primarily attributable to a \$9.3 million increase in Mobile-Enterprise costs driven by our acquisition of SNAPin and growth in the hosted, on demand solutions, as well as a \$3.7 million increase in Healthcare-Dictation costs driven by our acquisitions of



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eScription and PSRS. As a percentage of revenue, cost of professional services and subscription and hosting revenues decreased primarily due to faster growth in our higher margin hosted, on-demand solutions.

The increase in cost of professional services and subscription and hosting revenue in the nine months ended June 30, 2009, as compared to the same period last year, was primarily attributable to a \$15.5 million increase in Healthcare-Dictation costs driven by our acquisitions of eScription and PSRS, as well as an \$15.0 million increase in Mobile-Enterprise costs driven primarily by our acquisition of SNAPin. As a percentage of revenue, cost of professional services and subscription and hosting revenues decreased primarily due to faster growth in our higher margin hosted, on-demand solutions.

**Cost of Maintenance and Support Revenue**

Cost of maintenance and support revenue primarily consists of compensation for product support personnel and overhead. The following table shows cost of maintenance and support revenue, in dollars and as a percentage of maintenance and support revenue (dollars in millions):

	<b>Three Months Ended June 30, 2009</b>		<b>Dollar Change</b>		<b>Percent Change</b>		<b>Nine Months Ended June 30, 2009</b>		<b>Dollar Change</b>		<b>Percent Change</b>	
Cost of maintenance and support revenue	\$ 7.2	\$ 7.9	\$ (0.7)	(8.9)%	\$ 21.4	\$ 24.3	\$ (2.9)	(11.9)%				
As a percentage of maintenance and support revenue	16.9%	20.8%			17.4%	22.2%						

The decrease in cost of maintenance and support revenue for the three months ended June 30, 2009, as compared to the same period last year, was primarily attributable to a \$0.7 million reduction in Healthcare-Dictation costs as a result of effective cost containment actions offset by an increase in costs driven by our acquisitions of eScription and PSRS. As a percentage of revenue, the cost of maintenance and support revenues decreased primarily due to effective cost controls in our core business and changes in the overall revenue mix.

The decrease in cost of maintenance and support revenue for the nine months ended June 30, 2009, as compared to the same period last year, was primarily attributable to a \$2.4 million reduction in Healthcare-Dictation costs as a result of effective cost containment actions offset by increase in costs driven by our acquisitions of eScription and PSRS. As a percentage of revenue, the cost of maintenance and support revenues decreased primarily due to effective cost controls in our core business and changes in the overall revenue mix.

**Research and Development Expense**

Research and development expense primarily consists of salaries, benefits and overhead relating to engineering staff. The following table shows research and development expense, in dollars and as a percentage of total revenue (dollars in millions):

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	<b>Three Months Ended</b>		<b>Dollar Change</b>	<b>Percent Change</b>	<b>Nine Months Ended</b>		<b>Dollar Change</b>	<b>Percent Change</b>
	<b>June 30, 2009</b>	<b>2008</b>			<b>June 30, 2009</b>	<b>2008</b>		
Total research and development expense	\$ 28.6	\$ 27.1	\$ 1.5	5.5%	\$ 87.4	\$ 85.8	\$ 1.6	1.9%
As a percentage of total revenue	11.9%	12.5%			12.7%	14.0%		

The increase in research and development expense in the three months ended June 30, 2009, as compared to the same period last year, was primarily attributable to the increased costs associated with additional headcount from our acquisitions during the period as well as other infrastructure investments. Research and development expense as a percentage of total revenue decreased primarily as a result of our cost containment efforts.

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The increase in research and development expense in the nine months ended June 30, 2009, as compared to the same period last year, was primarily attributable to the increased costs associated with additional headcount from our acquisitions during fiscal 2009. Research and development expense as a percentage of total revenue decreased by 1.3 percentage points, primarily as a result of our cost containment efforts.

**Sales and Marketing Expense**

Sales and marketing expense includes salaries and benefits, commissions, advertising, direct mail, public relations, tradeshow costs and other costs of marketing programs, travel expenses associated with our sales organization and overhead. The following table shows sales and marketing expense, in dollars and as a percentage of total revenue (dollars in millions):

	Three Months Ended June 30,		Dollar Change	Percent Change	Nine Months Ended June 30,		Dollar Change	Percent Change
	2009	2008			2009	2008		
Total sales and marketing expense	\$ 50.4	\$ 55.5	\$ (5.1)	(9.2)%	\$ 162.0	\$ 168.3	\$ (6.3)	(3.7)%
As a percentage of total revenue	20.9%	25.6%			23.6%	27.4%		

The decrease in sales and marketing expense in the three months ended June 30, 2009, as compared to the same period last year, was primarily attributable to \$3.0 million of decreased compensation and other variable expenses. The remaining decrease in expenses was driven by decreased spending in marketing and channel programs. Sales and marketing expense as a percentage of total revenue decreased by 4.7 percentage points as a result of increased cost efficiencies of our sales and marketing expenditures and a reduction in share-based compensation relative to the increase in revenue.

The decrease in sales and marketing expense in the nine months ended June 30, 2009, as compared to the same period last year, was primarily attributable to decreased spending in marketing and channel programs. Sales and marketing expense as a percentage of total revenue decreased by 3.8 percentage points as a result of increased cost efficiencies in our sales and marketing expenditures.

**General and Administrative Expense**

General and administrative expense primarily consists of personnel costs for administration, finance, human resources, information systems, facilities and general management, fees for external professional advisors including accountants and attorneys, insurance, and provisions for doubtful accounts. The following table shows general and administrative expense, in dollars and as a percentage of total revenue (dollars in millions):

	Three Months Ended June 30,		Dollar Change	Percent Change	Nine Months Ended June 30,		Dollar Change	Percent Change
	2009	2008			2009	2008		

Total general and administrative expense	\$ 28.2	\$ 27.3	\$ 0.9	3.3%	\$ 86.3	\$ 80.6	\$ 5.7	7.1%
As a percentage of total revenue	11.7%	12.6%			12.6%	13.1%		

The increase in general and administrative expense in the three months ended June 30, 2009, as compared to the same period last year, was primarily attributable to increased legal and other professional service costs attributable to our acquisitions and integration activities, partially offset by decreased third party contractor costs and cost containment actions. General and administrative expense as a percentage of total revenue continues to decrease as acquisition-related synergies are realized.

The increase in general and administrative expense in the nine months ended June 30, 2009, as compared to the same period last year, was primarily attributable to increased legal and other professional service costs attributable to our acquisitions and integration activities, partially offset by other cost containment actions.

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General and administrative expense as a percentage of total revenue continues to decrease as acquisition-related synergies are realized.

**Amortization of Intangible Assets**

Amortization of acquired patents and core and completed technology are included in cost of revenue and the amortization of acquired customer and contractual relationships, non-compete agreements, acquired trade names and trademarks are included in operating expenses. Customer relationships are amortized on an accelerated basis based upon the pattern in which the economic benefit of customer relationships are being realized. Other identifiable intangible assets are amortized on a straight-line basis over their estimated useful lives. Amortization expense was recorded as follows (dollars in millions):

	<b>Three Months Ended June 30,</b>		<b>Dollar Change</b>	<b>Percent Change</b>	<b>Nine Months Ended June 30,</b>		<b>Dollar Change</b>	<b>Percent Change</b>
	<b>2009</b>	<b>2008</b>			<b>2009</b>	<b>2008</b>		
Cost of revenue	\$ 10.0	\$ 5.2	\$ 4.8	92.3%	\$ 27.4	\$ 18.0	\$ 9.4	52.2%
Operating expenses	19.9	14.4	5.5	38.2%	56.3	40.0	16.3	40.8%
<b>Total amortization expense</b>	<b>\$ 29.9</b>	<b>\$ 19.6</b>	<b>\$ 10.3</b>	<b>52.6%</b>	<b>\$ 83.7</b>	<b>\$ 58.0</b>	<b>\$ 25.7</b>	<b>44.3%</b>
As a percentage of total revenue	12.4%	9.0%			12.2%	9.4%		

The increase in amortization of intangible assets for the three and nine months ended June 30, 2009, as compared to the same periods last year, was primarily attributable to the amortization of acquired customer relationships and core technology from our acquisitions of eScripture in May 2008, PSRS in September 2008, SNAPin in October 2008 and our acquisitions during the third quarter of 2009.

**Restructuring and Other Charges, Net**

During the nine months ended June 30, 2009, we recorded net restructuring and other charges of \$5.1 million, of which \$5.0 million related to the elimination of approximately 220 personnel across multiple functions within our company and the remaining amount related to adjustments to fiscal 2008 restructuring programs based on actual payments.

The following table sets forth the accrual activity relating to personnel related restructuring and other charges for the nine months ended June 30, 2009, as follows (dollars in millions):

	<b>Personnel</b>	<b>Facilities</b>	<b>Other</b>	<b>Total</b>
Balance at September 30, 2008	\$ 0.3	\$ 0.8	\$ 1.4	\$ 2.5
Restructuring and other charges	5.1			5.1
Cash payments	(4.3)	(0.5)	(1.4)	(6.2)

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Balance at June 30, 2009	\$	1.1	\$	0.3	\$	\$	1.4
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**Table of Contents****Other Income (Expense), Net**

The following table sets forth other income (expense), net in dollars and as a percentage of total revenue (dollars in millions):

	<b>Three Months Ended</b>		<b>Dollar Change</b>	<b>Percent Change</b>	<b>Nine Months Ended</b>		<b>Dollar Change</b>	<b>Percent Change</b>
	<b>June 30, 2009</b>	<b>2008</b>			<b>June 30, 2009</b>	<b>2008</b>		
Interest income	\$ 0.7	\$ 1.8	\$ (1.1)	(61.1)%	\$ 3.2	\$ 6.3	\$ (3.1)	(49.2)%
Interest expense	(8.3)	(12.7)	4.4	34.6%	(31.5)	(42.6)	11.1	26.1%
Other income (expense), net	(3.8)	(0.8)	(3.0)	(375.0)%	2.0	(1.9)	3.9	(205.3)%
Total other income (expense), net	\$ (11.4)	\$ (11.7)	\$ (0.3)	2.6%	\$ (26.3)	\$ (38.2)	\$ 11.9	31.3%
As a percentage of total revenue	(4.8)%	(5.4)%			(3.8)%	(6.2)%		

The decrease in other income (expense), net for the three months ended June 30, 2009, as compared to the same period last year, was primarily driven by a decrease in the interest rate related to our variable-interest rate borrowings. The effective interest rate for our variable-interest rate borrowings was 2.32% at June 30, 2009, compared to 4.89% at June 30, 2008. The decrease in expense is offset by a \$3.8 million loss recorded during the three months ended June 30, 2009 related to certain security price guarantees derivatives.

The increase in other income (expense), net for the nine months ended June 30, 2009, as compared to the same period last year, was primarily driven by a gain on foreign currency forward contracts. During the three months ended December 31, 2008, we entered into foreign currency forward contracts to manage exposure on our Euro denominated deferred acquisition payment obligation of 44.3 million related to our acquisition of PSRS. The deferred acquisition payment is due on September 21, 2009. These foreign currency contracts are not designated as hedges under SFAS 133 and changes in fair value of these contracts are reported in net earnings as other income (expense). For the nine months ended June 30, 2009, we recorded a net \$8.1 million gain as other income related to these contracts and the related Euro denominated obligation. Additionally, the decrease in expense was also driven by a decrease in the year to-date average interest rate related to our variable-interest rate borrowings. These factors were partially offset by a \$3.8 million loss recorded during the three months ended June 30, 2009 related to certain security price guarantees derivatives.

**Provision for Income Taxes**

The provision for income taxes and effective income tax rates were as follows (dollars in millions):

<b>Three Months Ended</b>	<b>Nine Months Ended</b>
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	June 30,		Dollar	Percent	June 30,		Dollar	Percent
	2009	2008	Change	Change	2009	2008	Change	Change
Income tax provision	\$ 6.7	\$ 9.1	\$ (2.4)	(26.4)%	\$ 17.3	\$ 14.5	\$ 2.8	19.3%
Effective income tax rate	117.8%	(1,235.0)%			(1,429.5)%	(38.6)%		

The effective tax rate was 117.8% and (1,235.0)% for the three months ended June 30, 2009 and 2008, respectively. Included in the tax provision for the three months ended June 30, 2009 was a \$2.2 million charge resulting from the provision to tax return reconciliation completed upon the filing of the 2008 federal tax return and a revision to the federal tax loss limitation. The current tax provision also includes a charge of \$3.2 million as a result of the Massachusetts state tax law enactment relating to the utilization of net operating losses.

The effective tax rate was (1,429.5%) and (38.6%) for the nine months ended June 30, 2009 and 2008, respectively. In addition to the \$3.2 million charge related to the tax law enactment discussed above, the tax provision for the nine months ended June 30, 2009, included a \$8.0 million charge related to the reversal of tax benefit recorded in the fourth quarter of fiscal 2008 when the eScription acquisition was treated as a stock purchase. This reversal was recorded in the first quarter of fiscal 2009 upon our election to treat the eScription



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acquisition as an asset purchase. The total tax provision was partially offset by a reduction in the foreign income tax provision as a result of the utilization of foreign tax credits as well as cumulative benefits of \$0.6 million relating to the provision to tax return reconciliation and the revision of loss limitations under Section 382 of the Internal Revenue Code of 1986.

We apply the provisions of FASB Interpretation No. 18, *Accounting for Income Taxes in Interim Periods an interpretation of APB Opinion No. 28* (FIN 18), in our accounting for income taxes. If the year to date interim results on a jurisdictional basis are a pre-tax loss and pretax income is anticipated for the fiscal year, FIN 18 methodology does not allow for a tax benefit to be recorded with respect to the loss unless future realization of the benefit is more likely than not. Given our experience of historical losses, we have not benefited our interim losses for US federal and certain states. As a result, we expect to record a significant US federal and state income tax provision during our fiscal fourth quarter primarily as a result of recognition of timing differences through our deferred income tax provision. We preliminarily forecast that this amount will be between \$35.0 million and \$45.0 million.

Valuation allowances have been established for the U.S. net deferred tax asset, which we believe do not meet the more likely than not realization criteria established by SFAS 109, *Accounting for Income Taxes* and that are not otherwise offset by deferred tax liabilities. Due to a history of cumulative losses in the United States, a full valuation allowance has been recorded against the net deferred assets of our U.S. entities. At June 30, 2009, we had a valuation allowance for U.S. net deferred tax assets of approximately \$168.9 million. The U.S. net deferred tax assets is composed of tax assets primarily related to net operating loss carryforwards (resulting both from business combinations and from operations) and tax credits, offset by deferred tax liabilities primarily related to intangible assets. Certain of these intangible assets have indefinite lives, and the resulting deferred tax liability associated with these assets is not allowed as an offset to our deferred tax assets for purposes of determining the required amount of our valuation allowance.

Our establishment of new deferred tax assets requires the establishment of valuation allowances based upon the SFAS 109 more likely than not realization criteria. The establishment of a valuation allowance relating to operating activities is recorded as an increase to tax expense. The establishment of valuation allowance related to a business combination is recorded as an increase to goodwill. Our utilization of deferred tax assets that were acquired in a business combination (primarily net operating loss carryforwards) will require the reversal of the tax asset in accordance with the manner in which the deferred tax asset was originally recorded and will vary based upon the business combination whose deferred tax assets are being utilized.

**LIQUIDITY AND CAPITAL RESOURCES**

Cash and cash equivalents totaled \$418.6 million as of June 30, 2009, an increase of \$157.1 million compared to \$261.5 million as of September 30, 2008. Our working capital was \$287.8 million as of June 30, 2009, as compared to \$133.5 million at the end of fiscal 2008. As of June 30, 2009, our total accumulated deficit was \$250.7 million. We do not expect our accumulated deficit to impact our future ability to operate given our strong cash and operating cash flow positions.

**Cash Provided by Operating Activities**

Cash provided by operating activities for the nine months ended June 30, 2009 was \$184.3 million, an increase of \$54.2 million, or 42%, as compared to net cash provided by operating activities of \$130.1 million for the nine months ended June 30, 2008. The increase was primarily driven by the following factors:

An increase in cash from accounts payable and accrued expenses of \$45.7 million primarily attributable to the timing of cash payments under our normal operating cycles;

A decrease in net loss of \$33.6 million mainly attributable to the improvement in operating margins as well as the decrease in interest expense on our variable rate debt;

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A decrease in cash of \$7.5 million from prepaid expenses and other assets attributable to individually insignificant fluctuations in prepaid expenses related to our normal operations;

A decrease in cash of \$27.0 million from accounts receivable primarily attributable to the significant collection of acquired unbilled accounts receivable during fiscal 2008 and the timing of cash collections; and

An increase in non-cash adjustments of \$19.6 million primarily related to the increase in amortization expense offset by a gain on foreign currency contracts.

## **Cash Used in Investing Activities**

Cash used in investing activities for the nine months ended June 30, 2009 was \$194.9 million, a decrease of \$179.2 million, or 48%, as compared to net cash used in investing activities of \$374.1 million for the nine months ended June 30, 2008. The decrease was primarily driven by the following factors:

A decrease of \$240.7 million in cash payments related to acquisitions, primarily driven by the cash payment of \$330.9 million to acquire eScripton in May 2008; and

An increase of \$59.0 million in cash payments to acquire speech-related patent portfolios and a royalty free paid-up perpetual license to speech-related source code.

## **Cash Provided by Financing Activities**

Cash provided by financing activities for the nine months ended June 30, 2009 was \$167.6 million, a decrease of \$156.6 million, or 48%, as compared to net cash provided by financing activities of \$324.2 million for the nine months ended June 30, 2008. The change was primarily driven by the following factors:

A \$155.9 million decrease in cash proceeds from the sale of our common stock. During the nine months ended June 30, 2009, we sold 17.4 million shares of our common stock and warrants to purchase 3.9 million shares of our common stock for net proceeds of \$175.1 million as compared to a sale of 19.2 million shares of our common stock and warrants to purchase 3.7 million shares of our common stock for net proceeds of \$331.0 million during the same period in 2008;

A \$10.1 million decrease in cash payments relating to cash paid to net share settle employee equity awards, due to a decrease in the intrinsic value of the shares vested as a result of the overall decrease in our stock price during the nine months ended June 30, 2009 as compared to the same period in 2008; and

A \$9.3 million decrease in cash proceeds from the issuance of common stock upon exercise of employee stock options and pursuant to our employee stock purchase plan, due to a decrease in the number of options exercised during the nine months ended June 30, 2009 as compared to the same period in 2008.

## **Credit Facilities and Debt**

### ***2006 Credit Facility***

As of June 30, 2009, \$652.1 million remained outstanding under our term loan. There were \$16.5 million of letters of credit issued under our revolving credit line and there were no other outstanding borrowings under our revolving credit line. As of June 30, 2009, we are in compliance with the covenants under the 2006 Credit Facility.

As of June 30, 2009, based on our leverage ratio, our applicable margin for the term loan was 1.00% for base rate borrowings and 2.00% for LIBOR-based borrowings. This results in an effective interest rate of 2.32%. No payment under the excess cash flow sweep provision were due in the first quarter of fiscal 2009 as there was no excess cash flow generated in fiscal 2008. At the current time, we are unable to predict the amount of the outstanding principal, if any, that we may be required to repay in future fiscal years pursuant to

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the excess cash flow sweep provisions. If only the minimum required repayments are made, the annual aggregate principal amount of the term loans repaid would be as follows (table in thousands):

<b>Year Ending September 30,</b>	<b>Amount</b>
2009 (July 1, 2009 to September 30, 2009)	\$ 1,675
2010	6,700
2011	6,700
2012	6,700
2013 (maturity)	630,163
Total	\$ 651,938

***2.75% Convertible Debentures***

On August 13, 2007, we issued \$250 million of 2.75% convertible senior debentures due in August 2027. As of June 30, 2009, no conversion triggers were met. If the conversion triggers were met, we could be required to repay all or some of the principal amount in cash prior to maturity.

**Equity**

In June 2009, we issued 1,809,353 shares of our common stock, valued at \$25.0 million, as part of the consideration to acquire a group of intangible assets as discussed in further detail in Note 6 to the consolidated financial statements. We also issued an additional 315,790 shares of our common stock valued at \$4.5 million as a prepayment for professional services in connection with this acquisition. These shares are subject to security price guarantees as discussed in further detail in Note 7 to the consolidated financial statements.

During the third quarter of 2009, we issued 2.4 million shares of our common stock, valued at \$23.2 million, as partial consideration for the acquisition of several companies. See further detail in Note 4 to the consolidated financial statements.

On January 13, 2009, we entered into a purchase agreement with Warburg Pincus Private Equity X, L.P. and Warburg Pincus X Partners L.P. (together Warburg Pincus ), pursuant to which Warburg Pincus agreed to purchase, and we agreed to sell, 17,395,626 shares of our common stock at a purchase price of \$10.06 per share and warrants to purchase 3,862,422 shares of our common stock for an aggregate purchase price of \$175.2 million. The warrants have an exercise price of \$11.57 and a term of four years. On January 29, 2009, the sale of the shares and the warrants pursuant to the purchase agreement was completed.

On July 29, 2009, Warburg Pincus exercised warrants to purchase 525,732 and 863,236 shares of our common stock at exercise prices of \$0.61 and \$5.00 per share, respectively. As a result of these exercises, we issued 1,388,968 shares of common stock to Warburg Pincus.

We believe cash and cash equivalents on hand and cash flows from future operations will be sufficient to meet our working capital and contractual obligations as they become due for the foreseeable future. We also believe that in the event future operating results are not as planned, that we could take actions, including restructuring actions and other cost reduction initiatives, to reduce operating expenses to levels which, in combination with expected future revenue, will continue to generate sufficient operating cash flow. In the event that these actions are not effective in generating

operating cash flows, we may be required to issue equity or debt securities on terms that may be less than favorable.

**Table of Contents****Off-Balance Sheet Arrangements, Contractual Obligations****Contractual Obligations**

The following table summarizes our outstanding contractual obligations as of June 30, 2009 (in millions):

Contractual Obligations	Total	Payments Due by Period				
		Remaining Fiscal 2009	Fiscal 2010	Fiscal 2011 and 2012	Fiscal 2013 and 2014	Thereafter
2.75% Convertible Senior Debenture(1)	\$ 250.0	\$	\$	\$	\$ 250.0	\$
2006 Credit Facility(2)	652.0	1.7	6.7	13.4	630.2	
Interest on 2006 Credit Facility(2)	55.7	3.8	15.0	29.6	7.3	
Interest on 2.75% Convertible Senior Debentures(3)	37.9	3.4	6.9	13.8	13.8	
Lease obligations and other liabilities:						
Operating leases	101.1	6.2	15.9	30.3	27.3	21.4
Other lease obligations associated with the closing of duplicate facilities related to restructurings and acquisitions	4.5	0.7	1.8	1.7	0.3	
Pension, minimum funding requirement	3.2	0.4	1.4	1.4		
Purchase commitments	3.3	3.3				
Other liabilities assumed(4)	56.5	3.4	14.2	27.9	6.3	4.7
<b>Total contractual cash obligations</b>	<b>\$ 1,164.2</b>	<b>\$ 22.9</b>	<b>\$ 61.9</b>	<b>\$ 118.1</b>	<b>\$ 935.2</b>	<b>\$ 26.1</b>

- (1) Holders of 2.75% Convertible Senior Debentures can require us to repurchase the debentures on August 15, 2014, 2017 and 2022.
- (2) Interest is due and payable monthly, and principal is paid on a quarterly basis. The amounts included as interest payable in this table are based on the effective interest rate as of June 30, 2009 excluding the effect of our interest rate swaps.
- (3) Interest is due and payable semi-annually.
- (4) Obligations include assumed long-term liabilities related to restructuring programs initiated by the predecessor entities prior to our acquisition of SpeechWorks International, Inc. in August 2003, and our acquisition of the former Nuance Communications, Inc. in September 2005. These restructuring programs relate to the closing of two facilities with lease terms set to expire in 2016 and 2012. Total contractual obligations under these two leases are \$75.1 million. As of June 30, 2009, we have sub-leased a portion of the office space related to these two

facilities to unrelated third parties. Total sublease income under the remaining contractual terms is expected to be \$18.3 million, which ranges from \$1.7 million to \$4.0 million on an annualized basis through 2016.

### **Contingent Liabilities and Commitments**

In connection with our acquisition of Phonetic Systems Ltd. we agreed to pay up to \$35.0 million of additional consideration if certain financial and performance targets were met. We notified the former shareholders of Phonetic that these targets were not achieved. Accordingly, we have not recorded any obligations relative to these measures. The former shareholders of Phonetic have objected to this determination and have filed for arbitration.

In connection with the acquisition of Commissure, Inc. we agreed to make contingent earnout payments of up to \$8.0 million upon the achievement of certain financial targets for the fiscal years ended September 30, 2008, 2009 and 2010. Any payments may be made in the form of cash or shares of our common stock, at our



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sole discretion. We have notified the former shareholders of Commissure that the financial targets for the fiscal year ended September 30, 2008 were not achieved and the related contingent earnout was not earned. As of June 30, 2009, we have not recorded any obligation relative to these measures.

In connection with our acquisition of Vocada we agreed to make contingent earnout payments of up to \$21.0 million upon the achievement of certain financial targets measured over defined periods through December 31, 2010. Any payments may be made in the form of cash or shares of our common stock, at our sole discretion. We have notified the former shareholders of Vocada that the financial targets for certain periods were not achieved. The former shareholders of Vocada have requested additional information regarding this determination. The Company and the former shareholders of Vocada are discussing this matter. As of June 30, 2009, we have not recorded any obligation relative to these measures.

In connection with our acquisition of Multi-Vision we agreed to make contingent earnout payments of up to \$15.0 million upon the achievement of certain financial targets for the period from August 1, 2008 to July 31, 2009. \$10.0 million of the earnout is further conditioned on the continued employment of certain Multi-Vision employees; accordingly, up to \$10.0 million of any earnout payments will be recorded as compensation expense, and up to \$5.0 million will be recorded as additional purchase price and allocated to goodwill. Any payments may be made in the form of cash or shares of our common stock, at our sole discretion. As of June 30, 2009, we have not recorded any obligation or related compensation expense relative to these measures.

In connection with our acquisition of SNAPin, we agreed to make a contingent earnout payment of up to \$45.0 million in cash to be paid, if at all, based on the business achieving certain performance targets that are measurable from the acquisition date to December 31, 2009. Additionally, we would be required to issue earnout consideration to SNAPin option holders. This option earnout consideration, if earned, is payable at our sole discretion, in cash, stock or additional options to purchase common stock. The total value of this contingent option earnout consideration may aggregate up to \$2.5 million, which will be recorded as compensation expense over the service period, if earned. These earnout payments, if any, would be payable upon the final measurement of the performance targets. As of June 30, 2009, we have not recorded any obligation or related compensation expense relative to these measures.

## ***Financial Instruments***

We use financial instruments to manage our interest rates and foreign exchange risk. We follow SFAS 133, as amended by SFAS No. 138, *Accounting for Certain Derivative Instruments and Certain Hedging Activities*, for certain designated forward contracts and interest rate swaps.

To manage the interest rate exposure on our variable-rate borrowings, we use interest rate swaps to convert specific variable-rate debt into fixed-rate debt. As of June 30, 2009, we have two outstanding interest rate swaps designated as cash flow hedges with an aggregate notional amount of \$200 million. The interest rates on these swaps are 2.7% and 2.1% and they expire in October 2010 and November 2010, respectively. As of June 30, 2009 and September 30, 2008, the aggregate cumulative unrealized losses related to these derivatives were \$4.0 million and \$0.9 million, respectively.

On December 31, 2008, we entered into foreign currency contracts to hedge exposure on the variability of cash flows in Canadian dollars. These contracts are designated as cash flow hedges. At June 30, 2009, these contracts had an aggregate notional amount of 8.4 million Canadian dollars. The contracts settle each month from April 13, 2009 through September 11, 2009. As of June 30, 2009, the aggregate cumulative unrealized gains related to these contracts was \$0.3 million.

We also have foreign currency contracts that are not designated as hedges under SFAS 133. Changes in fair value of foreign currency contracts not qualifying as hedges are reported in net earnings as part of other income (expense), net. During the three months ended December 31, 2008, we entered into foreign currency forward contracts to offset foreign currency exposure on the deferred acquisition payment of 44.3 million related to our acquisition of PSRS. For the three and nine months ended June 30, 2009, we recorded gains of

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\$3.7 million and \$6.3 million, respectively, in other income (expense), net in the accompanying consolidated statements of operations. The foreign currency contracts mature on September 21, 2009.

In June 2009, we acquired certain intangible assets and issued 1,809,353 shares of our common stock, valued at \$25.0 million, as part of the total consideration. We also issued an additional 315,790 shares of our common stock, valued at \$4.5 million, in June 2009 as a prepayment for professional services. These shares issued are subject to security price guarantees which are accounted for as derivatives under SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities* (SFAS 133), and are being accounted for separately from their host agreements in accordance with that guidance. The security price guarantees are required to require a payment from either us to the third party, or from the third party to us based upon the difference between the price of our common stock on the issue date and an average price of our common stock approximately six months following the issue date. For the three months ended June 30, 2009, decreases in fair value of \$3.8 million related to these security price guarantees are reported in earnings as expenses within other income (expense), net.

### ***Off-Balance Sheet Arrangements***

Through June 30, 2009, we have not entered into any off balance sheet arrangements or transactions with unconsolidated entities or other persons.

### **Item 3. *Quantitative and Qualitative Disclosures about Market Risk***

Our exposure to market risk has not changed materially from that disclosed in our Annual Report on Form 10-K for the fiscal year ended September 30, 2008.

### **Item 4. *Controls and Procedures***

#### **Evaluation of Disclosure Controls and Procedures**

Our management is responsible for establishing and maintaining a system of disclosure controls and procedures (as defined in Rule 13a-15 under the Securities Exchange Act of 1934 (the Exchange Act)) designed to ensure that information we are required to disclose in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive officer or officers and principal financial officer or officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

We have evaluated the effectiveness of the design and operation of our disclosure controls and procedures under the supervision of, and with the participation of, management, including the Chief Executive Officer and Chief Financial Officer, as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure on controls and procedures are effective to meet the requirements of Rule 13a-15 under the Exchange Act.

#### **Changes in internal control over financial reporting**

There were no changes to our internal controls over financial reporting identified in connection with the evaluation required by paragraph (d) of Exchange Act Rules 13a-15 or 15d-15 that occurred during the fiscal quarter covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, our

internal control over financial reporting.

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**Part II. Other Information**

**Item 1. *Legal Proceedings***

This information is included in Note 19, Commitments and Contingencies, in the accompanying notes to consolidated financial statements and is incorporated herein by reference from Item 1 of Part I.

**Item 1A. *Risk Factors***

*You should carefully consider the risks described below when evaluating our company and when deciding whether to invest in our company. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not presently known to us or that we do not currently believe are important to an investor may also harm our business operations. If any of the events, contingencies, circumstances or conditions described in the following risks actually occurs, our business, financial condition or our results of operations could be seriously harmed. If that happens, the trading price of our common stock could decline and you may lose part or all of the value of any of our securities held by you.*

**Risks Related to Our Business**

***Our operating results may fluctuate significantly from period to period, and this may cause our stock price to decline.***

Our revenue and operating results have fluctuated in the past and are expected to continue to fluctuate in the future. Given this fluctuation, we believe that quarter to quarter comparisons of revenue and operating results are not necessarily meaningful or an accurate indicator of our future performance. As a result, our results of operations may not meet the expectations of securities analysts or investors in the future. If this occurs, the price of our stock would likely decline. Factors that contribute to fluctuations in operating results include the following:

slowing sales by our distribution and fulfillment partners to their customers, which may place pressure on these partners to reduce purchases of our products;

volume, timing and fulfillment of customer orders;

our efforts to generate additional revenue from our intellectual property portfolio;

concentration of operations with one manufacturing partner and our inability to control expenses related to the manufacture, packaging and shipping of our boxed software products;

customers delaying their purchasing decisions in anticipation of new versions of our products;

customers delaying, canceling or limiting their purchases as a result of the threat or results of terrorism;

introduction of new products by us or our competitors;

seasonality in purchasing patterns of our customers;

reduction in the prices of our products in response to competition, market conditions or contractual obligations;

returns and allowance charges in excess of accrued amounts;

timing of significant marketing and sales promotions;

impairment charges against goodwill and intangible assets;

in-process research and development expense relating to acquisitions;

delayed realization of synergies resulting from our acquisitions;

write-offs of excess or obsolete inventory and accounts receivable that are not collectible;

increased expenditures incurred pursuing new product or market opportunities;

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general economic trends as they affect retail and corporate sales; and

higher than anticipated costs related to fixed-price contracts with our customers.

Due to the foregoing factors, among others, our revenue and operating results are difficult to forecast. Our expense levels are based in significant part on our expectations of future revenue and we may not be able to reduce our expenses quickly to respond to a shortfall in projected revenue. Therefore, our failure to meet revenue expectations would seriously harm our operating results, financial condition and cash flows.

***We have grown, and may continue to grow, through acquisitions, which could dilute our existing stockholders.***

As part of our business strategy, we have in the past acquired, and expect to continue to acquire, other businesses and technologies. In connection with past acquisitions, we issued a substantial number of shares of our common stock as transaction consideration and also incurred significant debt to finance the cash consideration used for our acquisitions. We may continue to issue equity securities for future acquisitions, which would dilute existing stockholders, perhaps significantly depending on the terms of such acquisitions. We may also incur additional debt in connection with future acquisitions, which, if available at all, may place additional restrictions on our ability to operate our business.

***Our ability to realize the anticipated benefits of our acquisitions will depend on successfully integrating the acquired businesses.***

Our prior acquisitions required, and our recently completed acquisitions continue to require, substantial integration and management efforts and we expect and future acquisitions to require similar efforts. Acquisitions of this nature involve a number of risks, including:

difficulty in transitioning and integrating the operations and personnel of the acquired businesses;

potential disruption of our ongoing business and distraction of management;

potential difficulty in successfully implementing, upgrading and deploying in a timely and effective manner new operational information systems and upgrades of our finance, accounting and product distribution systems;

difficulty in incorporating acquired technology and rights into our products and technology;

potential difficulties in completing projects associated with in-process research and development;

unanticipated expenses and delays in completing acquired development projects and technology integration;

management of geographically remote business units both in the United States and internationally;

impairment of relationships with partners and customers;

assumption of unknown material liabilities of acquired companies;

customers delaying purchases of our products pending resolution of product integration between our existing and our newly acquired products;

entering markets or types of businesses in which we have limited experience; and

potential loss of key employees of the acquired business.

As a result of these and other risks, if we are unable to successfully integrate acquired businesses, we may not realize the anticipated benefits from our acquisitions. Any failure to achieve these benefits or failure to successfully integrate acquired businesses and technologies could seriously harm our business.



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***Accounting treatment of our acquisitions could decrease our net income or expected revenue in the foreseeable future, which could have a material and adverse effect on the market value of our common stock.***

Under accounting principles generally accepted in the United States of America, we record the market value of our common stock or other form of consideration issued in connection with the acquisition and the amount of direct transaction costs as the cost of acquiring the company or business. We have allocated that cost to the individual assets acquired and liabilities assumed, including various identifiable intangible assets such as acquired technology, acquired trade names and acquired customer relationships based on their respective fair values and also to in-process research and development. Intangible assets generally will be amortized over a five to ten year period. Goodwill and certain intangible assets with indefinite lives, are not subject to amortization but are subject to an impairment analysis, at least annually, which may result in an impairment charge if the carrying value exceeds its implied fair value. As of June 30, 2009, we had identified intangible assets of approximately \$685.1 million and goodwill of approximately \$1.9 billion. In addition, purchase accounting limits our ability to recognize certain revenue that otherwise would have been recognized by the acquired company as an independent business. The combined company may delay revenue recognition or recognize less revenue than we and the acquired company would have recognized as independent companies.

***Our significant debt could adversely affect our financial health and prevent us from fulfilling our obligations under our credit facility and our convertible debentures.***

We have a significant amount of debt. As of June 30, 2009, we had a total of \$901.9 million of gross debt outstanding, including \$651.9 million in term loans due in March 2013 and \$250.0 million in convertible debentures which investors may require us to redeem in August 2014. We also have a \$75.0 million revolving credit line available to us through March 2012. As of June 30, 2009, there were \$16.5 million of letters of credit issued under the revolving credit line and there were no other outstanding borrowings under the revolving credit line. Our debt level could have important consequences, for example it could:

require us to use a large portion of our cash flow to pay principal and interest on debt, including the convertible debentures and the credit facility, which will reduce the availability of our cash flow to fund working capital, capital expenditures, acquisitions, research and development expenditures and other business activities;

restrict us from making strategic acquisitions or exploiting business opportunities;

place us at a competitive disadvantage compared to our competitors that have less debt; and

limit, along with the financial and other restrictive covenants in our debt, our ability to borrow additional funds, dispose of assets or pay cash dividends.

Our ability to meet our payment and other obligations under our debt instruments depends on our ability to generate significant cash flow in the future. This, to some extent, is subject to general economic, financial, competitive, legislative and regulatory factors as well as other factors that are beyond our control. We cannot assure you that our business will generate cash flow from operations, or that additional capital will be available to us, in an amount sufficient to enable us to meet our payment obligations under the convertible debentures and our other debt and to fund other liquidity needs. If we are not able to generate sufficient cash flow to service our debt obligations, we may need to refinance or restructure our debt, including the convertible debentures, sell assets, reduce or delay capital investments, or seek to raise additional capital. If we are unable to implement one or more of these alternatives, we may not be able to meet our payment obligations under the convertible debentures and our other debt.

In addition, a substantial portion of our debt bears interest at variable rates. If market interest rates increase, our debt service requirements will increase, which would adversely affect our cash flows. While we have entered into interest rate swap agreements limiting our exposure for a portion of our debt, the agreements do not offer complete protection from this risk.

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***Our debt agreements contain covenant restrictions that may limit our ability to operate our business.***

The agreement governing our senior credit facility contains, and any of our other future debt agreements may contain, covenant restrictions that limit our ability to operate our business, including restrictions on our ability to:

- incur additional debt or issue guarantees;
- create liens;
- make certain investments;
- enter into transactions with our affiliates;
- sell certain assets;
- redeem capital stock or make other restricted payments;
- declare or pay dividends or make other distributions to stockholders; and
- merge or consolidate with any entity.

Our ability to comply with these covenants is dependent on our future performance, which will be subject to many factors, some of which are beyond our control, including prevailing economic conditions. As a result of these covenants, our ability to respond to changes in business and economic conditions and to obtain additional financing, if needed, may be significantly restricted, and we may be prevented from engaging in transactions that might otherwise be beneficial to us. In addition, our failure to comply with these covenants could result in a default under our debt agreements, which could permit the holders to accelerate our obligation to repay the debt. If any of our debt is accelerated, we may not have sufficient funds available to repay the accelerated debt.

***We have a history of operating losses, and may incur losses in the future, which may require us to raise additional capital on unfavorable terms.***

We reported net losses of \$18.5 million for the nine months ended June 30, 2009, and \$30.1 million and \$14.0 million for the fiscal years 2008 and 2007, respectively. If we are unable to achieve and maintain profitability, the market price for our stock may decline, perhaps substantially. We cannot assure you that our revenue will grow or that we will achieve or maintain profitability in the future. If we do not achieve and maintain profitability, we may be required to raise additional capital to maintain or grow our operations. The terms of any transaction to raise additional capital, if available at all, may be highly dilutive to existing investors or contain other unfavorable terms, such as a high interest rate and restrictive covenants.

***Speech technologies may not achieve widespread acceptance, which could limit our ability to grow our speech business.***

We have invested and expect to continue to invest heavily in the acquisition, development and marketing of speech technologies. The market for speech technologies is relatively new and rapidly evolving. Our ability to increase revenue in the future depends in large measure on the acceptance of speech technologies in general and our products in particular. The continued development of the market for our current and future speech solutions will also depend on:

consumer and business demand for speech-enabled applications;

development by third-party vendors of applications using speech technologies; and

continuous improvement in speech technology.

Sales of our speech products would be harmed if the market for speech technologies does not continue to develop or develops more slowly than we expect, and, consequently, our business could be harmed and we may not recover the costs associated with our investment in our speech technologies.

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***The markets in which we operate are highly competitive and rapidly changing and we may be unable to compete successfully.***

There are a number of companies that develop or may develop products that compete in our targeted markets. The individual markets in which we compete are highly competitive, and are rapidly changing. Within speech, we compete with AT&T, IBM, Microsoft, Google, and other smaller providers. Within healthcare dictation and transcription, we compete with Spheris, Medquist and other smaller providers. Within imaging, we compete directly with ABBYY, Adobe, eCopy, I.R.I.S. and NewSoft. In speech, some of our partners such as Avaya, Cisco, Edify, Genesys and Nortel develop and market products that can be considered substitutes for our solutions. In addition, a number of smaller companies in both speech and imaging produce technologies or products that are in some markets competitive with our solutions. Current and potential competitors have established, or may establish, cooperative relationships among themselves or with third parties to increase the ability of their technologies to address the needs of our prospective customers.

The competition in these markets could adversely affect our operating results by reducing the volume of the products we license or the prices we can charge. Some of our current or potential competitors, such as Adobe, IBM, Microsoft and Google, have significantly greater financial, technical and marketing resources than we do. These competitors may be able to respond more rapidly than we can to new or emerging technologies or changes in customer requirements. They may also devote greater resources to the development, promotion and sale of their products than we do.

Some of our customers, such as IBM, Microsoft and Google, have developed or acquired products or technologies that compete with our products and technologies. These customers may give higher priority to the sale of these competitive products or technologies. To the extent they do so, market acceptance and penetration of our products, and therefore our revenue, may be adversely affected. Our success will depend substantially upon our ability to enhance our products and technologies and to develop and introduce, on a timely and cost-effective basis, new products and features that meet changing customer requirements and incorporate technological advancements. If we are unable to develop new products and enhance functionalities or technologies to adapt to these changes, or if we are unable to realize synergies among our acquired products and technologies, our business will suffer.

***The failure to successfully maintain the adequacy of our system of internal control over financial reporting could have a material adverse impact on our ability to report our financial results in an accurate and timely manner.***

The SEC, as directed by Section 404 of the Sarbanes-Oxley Act of 2002, adopted rules requiring public companies to include a report of management on internal control over financial reporting in their annual reports on Form 10-K that contain an assessment by management of the effectiveness of our internal control over financial reporting. In addition, our independent registered public accounting firm must attest to and report on the effectiveness of the internal control over financial reporting. Any failure in the effectiveness of our system of internal control over financial reporting could have a material adverse impact on our ability to report our financial statements in an accurate and timely manner, could subject us to regulatory actions, civil or criminal penalties, shareholder litigation, or loss of customer confidence, which could result in an adverse reaction in the financial marketplace due to a loss of investor confidence in the reliability of our financial statements, which ultimately could negatively impact our stock price.

***A significant portion of our revenue is derived, and a significant portion of our research and development activities are based, outside the United States. Our results could be harmed by economic, political, regulatory and other risks associated with these international regions.***

Because we operate worldwide, our business is subject to risks associated with doing business internationally. We anticipate that revenue from international operations could increase in the future. Most of our international revenue is

generated by sales in Europe and Asia. In addition, some of our products are developed and manufactured outside the United States and we have a large number of employees in India that provide transcription services. A significant portion of the development and manufacturing of our speech

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products are completed in Belgium, and a significant portion of our imaging research and development is conducted in Hungary. We also have significant research and development resources in Aachen, Germany, Montreal, Canada and Vienna, Austria. Accordingly, our future results could be harmed by a variety of factors associated with international sales and operations, including:

changes in a specific country's or region's economic conditions;

geopolitical turmoil, including terrorism and war;

trade protection measures and import or export licensing requirements imposed by the United States or by other countries;

compliance with foreign and domestic laws and regulations;

negative consequences from changes in applicable tax laws;

difficulties in staffing and managing operations in multiple locations in many countries;

difficulties in collecting trade accounts receivable in other countries; and

less effective protection of intellectual property than in the United States.

***We are exposed to fluctuations in foreign currency exchange rates.***

Because we have international subsidiaries and distributors that operate and sell our products outside the United States, we are exposed to the risk of changes in foreign currency exchange rates or declining economic conditions in these countries. In certain circumstances, we have entered into forward exchange contracts to hedge against foreign currency fluctuations. We use these contracts to reduce our risk associated with exchange rate movements, as the gains or losses on these contracts are intended to offset any exchange rate losses or gains on the hedged transaction. We do not engage in foreign currency speculation. Forward exchange contracts hedging firm commitments qualify for hedge accounting when they are designated as a hedge of the foreign currency exposure and they are effective in minimizing such exposure. With our increased international presence in a number of geographic locations and with international revenue and costs projected to increase, we are exposed to changes in foreign currencies including the Euro, British Pound, Canadian Dollar, Japanese Yen, Israeli New Shekel, Indian Rupee and the Hungarian Forint. Changes in the value of the Euro or other foreign currencies relative to the value of the U.S. dollar could adversely affect future revenue and operating results.

***Impairment of our intangible assets could result in significant charges that would adversely impact our future operating results.***

We have significant intangible assets, including goodwill and intangibles with indefinite lives, which are susceptible to valuation adjustments as a result of changes in various factors or conditions. The most significant intangible assets are patents and core technology, completed technology, customer relationships and trademarks. Customer relationships are amortized on an accelerated basis based upon the pattern in which the economic benefits of customer relationships are being utilized. Other identifiable intangible assets are amortized on a straight-line basis over their estimated useful lives. We assess the potential impairment of identifiable intangible assets on an annual basis, as well as whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors that could trigger an impairment of such assets, include the following:

significant underperformance relative to historical or projected future operating results;

significant changes in the manner of or use of the acquired assets or the strategy for our overall business;

significant negative industry or economic trends;

significant decline in our stock price for a sustained period;



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changes in our organization or management reporting structure could result in additional reporting units, which may require alternative methods of estimating fair values or greater disaggregation or aggregation in our analysis by reporting unit; and

a decline in our market capitalization below net book value.

Future adverse changes in these or other unforeseeable factors could result in an impairment charge that would impact our results of operations and financial position in the reporting period identified.

***We depend on limited or sole source suppliers for critical components of our healthcare-related products. The inability to obtain sufficient components as required, and under favorable purchase terms, could harm our business.***

We are dependent on certain suppliers, including limited and sole source suppliers, to provide key components used in our healthcare-related products. We have experienced, and may continue to experience, delays in component deliveries, which in turn could cause delays in product shipments and require the redesign of certain products. In addition, if we are unable to procure necessary components under favorable purchase terms, including at favorable prices and with the order lead-times needed for the efficient and profitable operation of our business, our results of operations could suffer.

***Our sales to government clients subject us to risks including early termination, audits, investigations, sanctions and penalties.***

We derive revenue from contracts with the United States government, as well as various state and local governments, and their respective agencies. Our sales to government agencies have increased as a result of our acquisitions of Viecore and Dictaphone. Government contracts are generally subject to audits and investigations which could identify violations of these agreements. Government contract violations could result in a range of consequences including, but not limited to, contract price adjustments, civil and criminal penalties, contract termination, forfeiture of profit and/or suspension of payment, and suspension or debarment from future government contracts. We could also suffer serious harm to our reputation if we were found to have violated the terms of our government contracts.

We recently conducted an analysis of our compliance with the terms and conditions of certain contracts with the U.S. General Services Administration ( GSA ). Based upon our analysis, we voluntarily notified GSA of non-compliance with the terms of two contracts. The final resolution of this matter may adversely impact our financial position.

***If we are unable to attract and retain key personnel, our business could be harmed.***

If any of our key employees were to leave, we could face substantial difficulty in hiring qualified successors and could experience a loss in productivity while any successor obtains the necessary training and experience. Our employment relationships are generally at-will and we have had key employees leave in the past. We cannot assure you that one or more key employees will not leave in the future. We intend to continue to hire additional highly qualified personnel, including software engineers and operational personnel, but may not be able to attract, assimilate or retain qualified personnel in the future. Any failure to attract, integrate, motivate and retain these employees could harm our business.

***Our medical transcription services may be subject to legal claims for failure to comply with laws governing the confidentiality of medical records.***

Healthcare professionals who use our medical transcription services deliver to us health information about their patients including information that constitutes a record under applicable law that we may store on our computer systems. Numerous federal and state laws and regulations, the common law and contractual

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obligations govern collection, dissemination, use and confidentiality of patient-identifiable health information, including:

state and federal privacy and confidentiality laws;

our contracts with customers and partners;

state laws regulating healthcare professionals;

Medicaid laws; and

the Health Insurance Portability and Accountability Act of 1996 and related rules proposed by the Health Care Financing Administration.

The Health Insurance Portability and Accountability Act of 1996 establishes elements including, but not limited to, federal privacy and security standards for the use and protection of protected health information. Any failure by us or by our personnel or partners to comply with applicable requirements may result in a material liability to the Company. Although we have systems and policies in place for safeguarding protected health information from unauthorized disclosure, these systems and policies may not preclude claims against us for alleged violations of applicable requirements. There can be no assurance that we will not be subject to liability claims that could have a material adverse affect on our business, results of operations and financial condition.

***Adverse changes in general economic or political conditions in any of the major countries in which we do business could adversely affect our operating results.***

As our business has grown, we have become increasingly subject to the risks arising from adverse changes in domestic and global economic and political conditions. For example, the direction and relative strength of the U.S. and global economies have recently been increasingly uncertain due to softness in housing markets, extreme volatility in security prices, severely diminished liquidity and credit availability rating downgrades of certain investments and declining valuations of others and continuing geopolitical uncertainties. If economic growth in the United States and other countries in which we do business is slowed, customers may delay or reduce technology purchases and may be unable to obtain credit to finance purchase of our products. This could result in reduced sales of our products, longer sales cycles, slower adoption of new technologies and increased price competition. Any of these events would likely harm our business, results of operations and financial condition. Political instability in any of the major countries in which we do business would also likely harm our business, results of operations and financial condition.

***Current uncertainty in the global financial markets and the global economy may negatively affect our financial results.***

Current uncertainty in the global financial markets and economy may negatively affect our financial results. These macroeconomic developments could negatively affect our business, operating results or financial condition in a number of ways which, in turn, could adversely affect our stock price. A prolonged period of economic decline could have a material adverse effect on our results of operations and financial condition and exacerbate some of the other risk factors we have described. Our customers may defer purchases of our products, licenses, and services in response to tighter credit and negative financial news or reduce their demand for them. Our customers may also not be able to obtain adequate access to credit, which could affect their ability to make timely payments to us or ultimately cause the customer to file for protection from creditors under applicable insolvency or bankruptcy laws. If our customers are not able to make timely payments to us, our accounts receivable could increase.

Our investment portfolio, which includes short-term debt securities, is generally subject to credit, liquidity, counterparty, market and interest rate risks that may be exacerbated by the recent global financial crisis. If the banking system or the fixed income, credit or equity markets continue to deteriorate or remain volatile, our investment portfolio may be impacted and the values and liquidity of our investments could be adversely affected.

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In addition, our operating results and financial condition could be negatively affected if as a result of economic conditions

the demand for, and prices of, our products, licenses, or services are reduced as a result of actions by our competitors or otherwise; or

our financial counterparties or other contractual counterparties are unable to, or do not, meet their contractual commitments to us.

### ***Security and privacy breaches in our systems may damage client relations and inhibit our growth.***

The uninterrupted operation of our hosted solutions and the confidentiality and security of third-party information is critical to our business. We have what we believe to be sufficient security around our systems to prevent unauthorized access. Any failures in our security and privacy measures could have a material adverse effect on our financial position and results of operations. If we are unable to protect, or our clients perceive that we are unable to protect, the security and privacy of our electronic information, our growth could be materially adversely affected. A security or privacy breach may:

cause our clients to lose confidence in our solutions;

harm our reputation;

expose us to liability; and

increase our expenses from potential remediation costs.

While we believe we use proven applications designed for data security and integrity to process electronic transactions, there can be no assurance that our use of these applications will be sufficient to address changing market conditions or the security and privacy concerns of existing and potential clients.

### **Risks Related to Our Intellectual Property and Technology**

#### ***Unauthorized use of our proprietary technology and intellectual property could adversely affect our business and results of operations.***

Our success and competitive position depend in large part on our ability to obtain and maintain intellectual property rights protecting our products and services. We rely on a combination of patents, copyrights, trademarks, service marks, trade secrets, confidentiality provisions and licensing arrangements to establish and protect our intellectual property and proprietary rights. Unauthorized parties may attempt to copy aspects of our products or to obtain, license, sell or otherwise use information that we regard as proprietary. Policing unauthorized use of our products is difficult and we may not be able to protect our technology from unauthorized use. Additionally, our competitors may independently develop technologies that are substantially the same or superior to our technologies and that do not infringe our rights. In these cases, we would be unable to prevent our competitors from selling or licensing these similar or superior technologies. In addition, the laws of some foreign countries do not protect our proprietary rights to the same extent as the laws of the United States. Although the source code for our proprietary software is protected both as a trade secret and as a copyrighted work, litigation may be necessary to enforce our intellectual property rights, to protect our trade secrets, to determine the validity and scope of the proprietary rights of others, or to defend against claims of infringement or invalidity. Litigation, regardless of the outcome, can be very expensive and can divert management efforts.

*Third parties have claimed and may claim in the future that we are infringing their intellectual property, and we could be exposed to significant litigation or licensing expenses or be prevented from selling our products if such claims are successful.*

From time to time, we are subject to claims that we or our customers may be infringing or contributing to the infringement of the intellectual property rights of others. We may be unaware of intellectual property rights of others that may cover some of our technologies and products. If it appears necessary or desirable, we

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may seek licenses for these intellectual property rights. However, we may not be able to obtain licenses from some or all claimants, the terms of any offered licenses may not be acceptable to us, and we may not be able to resolve disputes without litigation. Any litigation regarding intellectual property could be costly and time-consuming and could divert the attention of our management and key personnel from our business operations. In the event of a claim of intellectual property infringement, we may be required to enter into costly royalty or license agreements. Third parties claiming intellectual property infringement may be able to obtain injunctive or other equitable relief that could effectively block our ability to develop and sell our products.

***We may incur substantial costs enforcing or acquiring intellectual property rights and defending against third-party claims as a result of litigation or other proceedings.***

In connection with the enforcement of our own intellectual property rights, the acquisition of third-party intellectual property rights, or disputes relating to the validity or alleged infringement of third-party intellectual property rights, including patent rights, we have been, are currently, and may in the future be, subject to claims, negotiations or complex, protracted litigation. Intellectual property disputes and litigation are typically very costly and can be disruptive to our business operations by diverting the attention and energy of management and key technical personnel. Although we have successfully defended or resolved past litigation and disputes, we may not prevail in any ongoing or future litigation and disputes. In addition, we may incur significant costs in acquiring the necessary third party intellectual property rights for use in our products. Third party intellectual property disputes could subject us to significant liabilities, require us to enter into royalty and licensing arrangements on unfavorable terms, prevent us from manufacturing or licensing certain of our products, cause severe disruptions to our operations or the markets in which we compete, or require us to satisfy indemnification commitments with our customers including contractual provisions under various license arrangements. Any of these could seriously harm our business.

***Our software products may have bugs, which could result in delayed or lost revenue, expensive correction, liability to our customers and claims against us.***

Complex software products such as ours may contain errors, defects or bugs. Defects in the solutions or products that we develop and sell to our customers could require expensive corrections and result in delayed or lost revenue, adverse customer reaction and negative publicity about us or our products and services. Customers who are not satisfied with any of our products may also bring claims against us for damages, which, even if unsuccessful, would likely be time-consuming to defend, and could result in costly litigation and payment of damages. Such claims could harm our reputation, financial results and competitive position.

## **Risks Related to our Corporate Structure, Organization and Common Stock**

***The holdings of our two largest stockholders may enable them to influence matters requiring stockholder approval.***

As of June 30, 2009, Warburg Pincus beneficially owned approximately 26% of our outstanding common stock, including warrants exercisable for up to 14,628,960 shares of our common stock, and 3,562,238 shares of our outstanding Series B Preferred Stock, each of which is convertible into one share of our common stock. As of June 30, 2009, FIL LTD and Brown Capital Management are our next largest stockholders, both owning approximately 6% of our common stock. Because of their large holdings of our capital stock relative to other stockholders, each of these stockholders acting individually, or together, have a strong influence over matters requiring approval by our stockholders.

***The market price of our common stock has been and may continue to be subject to wide fluctuations, and this may make it difficult for you to resell the common stock when you want or at prices you find attractive.***

Our stock price historically has been, and may continue to be, volatile. Various factors contribute to the volatility of the stock price, including, for example, quarterly variations in our financial results, new product introductions by us or our competitors and general economic and market conditions. Sales of a substantial



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number of shares of our common stock by our two largest stockholders, or the perception that such sales could occur, could also contribute to the volatility of our stock price. While we cannot predict the individual effect that these factors may have on the market price of our common stock, these factors, either individually or in the aggregate, could result in significant volatility in our stock price during any given period of time. Moreover, companies that have experienced volatility in the market price of their stock often are subject to securities class action litigation. If we were the subject of such litigation, it could result in substantial costs and divert management's attention and resources.

### ***Compliance with changing regulation of corporate governance and public disclosure may result in additional expenses.***

Changing laws, regulations and standards relating to corporate governance and public disclosure, including the Sarbanes-Oxley Act of 2002, new regulations promulgated by the Securities and Exchange Commission and the rules of The Nasdaq Global Select Market, are resulting in increased general and administrative expenses for companies such as ours. These new or changed laws, regulations and standards are subject to varying interpretations in many cases, and as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies, which could result in higher costs necessitated by ongoing revisions to disclosure and governance practices. We are committed to maintaining high standards of corporate governance and public disclosure. As a result, we intend to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities. If our efforts to comply with new or changed laws, regulations and standards differ from the activities intended by regulatory or governing bodies, our business may be harmed.

### ***Future sales of our common stock in the public market could adversely affect the trading price of our common stock and our ability to raise funds in new stock offerings.***

Future sales of substantial amounts of our common stock in the public market, or the perception that such sales could occur, could adversely affect prevailing trading prices of our common stock and could impair our ability to raise capital through future offerings of equity or equity-related securities. In connection with past acquisitions, we issued a substantial number of shares of our common stock as transaction consideration. We may continue to issue equity securities for future acquisitions, which would dilute existing stockholders, perhaps significantly depending on the terms of such acquisitions. For example, we issued, and registered for resale, approximately 10.6 million shares of our common stock in connection with our acquisition of SNAPin. No prediction can be made as to the effect, if any, that future sales of shares of common stock, or the availability of shares of common stock for future sale, will have on the trading price of our common stock.

### ***We have implemented anti-takeover provisions, which could discourage or prevent a takeover, even if an acquisition would be beneficial to our stockholders.***

Provisions of our certificate of incorporation, bylaws and Delaware law, as well as other organizational documents could make it more difficult for a third party to acquire us, even if doing so would be beneficial to our stockholders. These provisions include:

authorized blank check preferred stock;

prohibiting cumulative voting in the election of directors;

limiting the ability of stockholders to call special meetings of stockholders;

requiring all stockholder actions to be taken at meetings of our stockholders; and

establishing advance notice requirements for nominations of directors and for stockholder proposals.

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**Item 2. *Unregistered Sales of Equity Securities and Use of Proceeds***

On June 10, 2009, we issued 478,504 shares of our common stock to Y-Solutions B.V., the sole shareholder of X-Solutions Group B.V., in connection with our acquisition of X-Solutions Group. The aggregate consideration delivered to the shareholder of X-Solutions Group consisted of 478,504 shares of our common stock and a contingent cash payment of up to an additional \$1,050,000 to be held in escrow and paid, if at all, approximately 18 months following the closing, if no indemnification claims are made. The shares were issued in reliance upon an exemption from the registration requirements of the Securities Act of 1933, as amended, provided by Section 4(2) thereof because the issuance did not involve a public offering.

On June 15, 2009, we issued 315,790 shares of our common stock to International Business Machines Corporation as consideration for engineering and support services. The shares were issued in reliance upon an exemption from the registration requirements of the Securities Act of 1933, as amended, provided by Section 4(2) thereof because the issuance did not involve a public offering.

On June 15, 2009, we issued an additional 1,403,509 shares of our common stock to International Business Machines Corporation as consideration for a license to speech recognition technology developed by International Business Machines Corporation. The shares were issued in reliance upon an exemption from the registration requirements of the Securities Act of 1933, as amended, provided by Section 4(2) thereof because the issuance did not involve a public offering.

**Item 3. *Defaults Upon Senior Securities***

None.

**Item 4. *Submission of Matters to a Vote of Security Holders***

None.

**Item 5. *Other Information***

None.

**Item 6. *Exhibits***

The exhibits listed on the Exhibit Index are filed or incorporated by reference (as stated therein) as part of this Quarterly Report on Form 10-Q.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Quarterly Report on Form 10-Q to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Burlington, Commonwealth of Massachusetts, on August 10, 2009.

Nuance Communications, Inc.

By: /s/ Thomas L. Beaudoin

Thomas L. Beaudoin  
Executive Vice President and Chief Financial Officer

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Exhibit Number	Exhibit Description	Form	File No.	Incorporated by Reference		Filed Herewith
				Exhibit	Filing Date	
3.1	Amended and Restated Certificate of Incorporation of the Registrant.	10-Q	0-27038	3 .2	5/11/2001	
3.2	Certificate of Amendment of the Amended and Restated Certificate of Incorporation of the Registrant.	10-Q	0-27038	3 .1	8/9/2004	
3.3	Certificate of Ownership and Merger.	8-K	0-27038	3 .1	10/19/2005	
3.4	Certificate of Amendment of the Amended and Restated Certificate of Incorporation of the Registrant.	S-8	333-142182	3 .3	4/18/2007	
3.5	Amended and Restated Bylaws of the Registrant.	10-K	0-27038	3 .2	3/15/2004	
10.1	Amended and Restated Employment Agreement dated June 23, 2009 by and between the Registrant and Paul A. Ricci	8-K	0-27038	10 .1	6/26/2009	
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) or 15d-14(a).					X
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) or 15d-14(a).					X
32.1	Certification Pursuant to 18 U.S.C. Section 1350.					X