

Nuance Communications, Inc.
Form 424B7
October 20, 2008

Filed Pursuant to Rule 424(b)(7)
Registration No. 333-147715

PROSPECTUS SUPPLEMENT No. 2
(To Prospectus dated November 29, 2007)

Dated October 20, 2008
10,565,272 Shares
Common Stock

This Prospectus Supplement No. 2 supplements the Prospectus dated November 29, 2007 (as previously supplemented by the Prospectus Supplement dated October 3, 2008) (the Prospectus) relating to the resale from time to time by certain selling stockholders of up to 10,565,272 shares of common stock, \$0.001 par value per share (the Common Stock), of Nuance Communications, Inc. (Nuance, or we), which Prospectus was filed as part of our Registration Statement on Form S-3 No. 333-147715. Nuance will not receive any proceeds from the sale or transfer of Common Stock by the selling stockholders.

This Prospectus Supplement should be read in conjunction with the Prospectus and may not be delivered or utilized without the Prospectus. This Prospectus Supplement is qualified by reference to the Prospectus except to the extent that the information in this Prospectus Supplement supersedes the information contained in the Prospectus.

Investing in our Common Stock involves risks. See Risk Factors beginning on page S-11 of our Prospectus.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS SUPPLEMENT OR THE ACCOMPANYING PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

SELLING STOCKHOLDERS

The table below supplements or amends the information in the table appearing under the heading Selling Stockholders beginning on page S-21 of the Prospectus (as previously supplemented), by adding the information below with respect to selling stockholders not previously listed in the Prospectus or in any amendments or supplements thereto. The following table contains information as of October 20, 2008 with respect to the selling stockholders listed below and the principal amount of Common Stock beneficially owned by such selling stockholders that may be offered using this Prospectus. The information is based on information provided to us by or on behalf of the selling stockholders, and we have not independently verified this information. Information concerning the selling stockholders may change from time to time and, if necessary, we will amend or supplement the Prospectus accordingly.

Except as otherwise indicated, we believe that the selling stockholders have sole voting and investment power with respect to all shares of Common Stock shown as beneficially owned by them. In addition, all of the selling stockholders beneficially own less than 1% of our Common Stock outstanding. Except as indicated, none of such selling stockholders has held any position or office or had a material relationship with Nuance or any of its affiliates within the past three years other than as a result of the ownership of our Common Stock.

Name	Shares Beneficially		Shares Beneficially Owned After This Offering(3)
	Owned Prior to This Offering (1)(2)	Shares Being Offered	
3M Company	237,418	237,418	
Advanced Digital Information Corporation	80,409	80,409	
American Family Mutual Insurance Company	118,709	118,709	
Jabe Blumenthal	19,643	19,643	
CR Management	5,935	5,935	
Steven Delahunt	5,935	5,935	
Minnesota Life Insurance Company	59,354	59,354	
Terry Nolan	5,935	5,935	
Public Employee Retirement Systems of Idaho	178,063	178,063	
State of Wisconsin Investment Board	593,544	593,544	
Steve Tallman	594	594	
Testa Hurwitz & Thibeault	1,187	1,187	
Frank Bonsal, Jr.	1,371	1,371	
Raymond B. Ferguson	3,427	3,427	
Fred Hutchinson Cancer Research Center	27,415	27,415	
Daniel Hesse	2,742	2,742	
Henry James	6,854	6,854	

Name	Shares Beneficially		Shares Beneficially Owned After This Offering(3)
	Owned Prior to This Offering (1)(2)	Shares Being Offered	
Highlands Financial LTD	41,123	41,123	
George Kauffman	13,708	13,708	
Shyam Lal	3,427	3,427	
Lillard Partners	6,395	6,395	
John Morse	6,854	6,854	
Peter Morse	6,854	6,854	
Nider Investments, L.L.C.	41,123	41,123	
R.A. Investment Group	137,076	137,076	
Charles & Jane Stonecipher	1,713	1,713	
WT Blank	6,854	6,854	
Jack Breese	1,028	1,028	
Norman Gaut	3,427	3,427	
Gupta-Iwasaki Family Trust	3,427	3,427	
Kozel Revocable Trust 12/27/94	13,708	13,708	
Butler W. Lampson	5,483	5,483	
Roger Reinlieb	3,427	3,427	
Theresa W. Ryan & Robert J. Ryan	3,427	3,427	
David & Lucinda Stewart	685	685	
Sutro Investment Partners VI	6,854	6,854	
701 Venture Investments, LLC	1,371	1,371	
Robert L. Richmond	6,854	6,854	
TH&T Partners Fund 2000, LLC	1,371	1,371	
Spry Group	6,854	6,854	
Jeff Bernel	3,907	3,907	
The MKM Trust	68,538	68,538	
Jerome A. Fink	13,708	13,708	
Saltspring Ventures, LLC	13,708	13,708	

Name	Shares Beneficially		Shares Beneficially Owned After This Offering(3)
	Owned Prior to This Offering (1)(2)	Shares Being Offered	
FTM, LLC	23	23	
Frazier Management LLC	5,362	5,362	
Jon Gilbert	1,568	1,568	
Bob Overell	987	987	
Gerald L. Cohn Revocable Trust UAD 12/17/84	195	195	
TIG Partners	781	781	
Daniel Rosen	7,496	7,496	
Gary Gigot	15,684	15,684	
Len Jordan	3,389	3,389	
Peter Zaballos	830	830	
Bridget Rauvola	108	108	
Paul Bialek	1,661	1,661	
Greg Huey	149	149	
Rachel Seashore	32	32	
Scott Darling	620	620	
Frazier & Co, Inc.	10,268	10,268	
FTP I, LP	137	137	
Thomas Hodge	804	804	
Fred Silverstein	3,654	3,654	
Richard von Riesen	137	137	
Mary Gigot	13,691	13,691	
Claudia Niles	7,496	7,496	
Total:	1,846,511	1,846,511	

(1) The number of shares beneficially owned is determined in accordance with Rule 13d-3 of the Securities Exchange Act of 1934, and the information is not necessarily indicative of beneficial ownership for any other purpose.

- (2) Frazier Technology Ventures I, L.P. and Frazier Technology Ventures II, L.P., which are identified as selling stockholders in the Prospectus Supplement dated October 3, 2008 (collectively, "Frazier"), have informed us that they plan to distribute shares of Common Stock to their investors. Represents such selling stockholder's respective interest in the shares of Common Stock to be distributed by Frazier to its investors.
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- (3) The table assumes that the selling stockholders sell all of their shares being offered pursuant to this Prospectus. We are unable to determine the exact number of shares that will actually be sold pursuant to this Prospectus.