Landy Joseph P.
Form 4
August 31, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
WARBURG PINCUS & CO.

(Last) (First) (Middle)

450 LEXINGTON AVENUE,

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/29/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

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

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, $0.001 par value ("Common Stock")	08/29/2012		M		1,998,547	A	$ 11.57	56,566,492	I (1) (2)	See footnotes (1) (2)

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Numb Share
Warrants to buy Common Stock ("Warrants")	$ 11.57	08/29/2012		M			3,742,687 (1) (2)	01/29/2009	(3)	Common Stock	3,74 (1
Warrants	$ 11.57	08/29/2012		M			119,735 (1) (2)	01/29/2009	(3)	Common Stock	119 (1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus Private Equity VIII, L.P. C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus Private Equity X, L.P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus X Partners, L.P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus X, L.P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus X LLC C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		

Warburg Pincus Partners LLC C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017	X	X
WARBURG PINCUS LLC 450 LEXINGTON AVENUE NEW YORK, NY 10017		X
KAYE CHARLES R C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017		X
Landy Joseph P. C/O WARBURG PINCUS & CO. 450 LEXINGTON AVENUE NEW YORK, NY 10017		X

Signatures

/s/ Scott A. Arenare, Partner	08/31/2012
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) See Exhibit 99.1; Note 1.

(2) See Exhibit 99.1; Note 2.

(3) The expiration date of the Warrants is the earlier of January 29, 2013 and the closing of a Change of Control of the Issuer (as such term is defined in the Warrants).

Remarks:
Exhibit List

Exhibit 99.1 - Explanation of Responses
Exhibit 99.2 - Joint Filer Information
Exhibit 99.3 - Joint Filers' Signatures

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