

Nuance Communications, Inc.  
 Form 4  
 December 01, 2014

**FORM 4**

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

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).

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BEAUDOIN THOMAS L**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**ONE WAYSIDE ROAD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**11/26/2014**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Executive VP Finance & Chief F**

**BURLINGTON, MA 01803**

(City) (State) (Zip)

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

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

**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 or (D) Price			
Common Stock	11/26/2014		A	13,852 (1) A \$ 0.001	417,703	D	
Common Stock	11/28/2014		A	18,024 (2) A \$ 0.001	435,727	D	
Common Stock	11/28/2014		F	8,497 (3) D \$ 15.13	427,230	D	
Common Stock	11/28/2014		F	14,568 (3) D \$ 15.13	412,662	D	
Common Stock	11/28/2014		F	19,424 (3) D \$ 15.13	393,238	D	

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Common Stock	11/28/2014	D	6,600 (4)	D	\$ 0	386,638	D
Common Stock	11/28/2014	D	8,801 (4)	D	\$ 0	377,837	D

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

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(9-02)

**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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

BEAUDOIN THOMAS L  
ONE WAYSIDE ROAD  
BURLINGTON, MA 01803

Director    10% Owner    Officer    Other

Executive VP Finance & Chief F

## Signatures

By: /s/Donna Belanger For: Thomas L. Beaudoin

12/01/2014

\_\_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) Grant of Restricted Stock Units that will vest 100% on December 5, 2014 issued pursuant to the FY2014 Bonus program.

(2)

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These shares were issued pursuant to terms under a performance based restricted stock unit agreement which vested based on achievement of FY2014 performance targets.

- (3) These shares were withheld by the Company to cover the tax liability due upon the vesting of the restricted stock award.
- (4) Reflects Restricted Stock Units granted previously and disclosed in a prior Form 4 that were tied to FY 2014 performance targets and forfeited as a result of the FY 2014 performance targets not being met.

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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