

Nuance Communications, Inc.

Form 8-K

March 19, 2007

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): March 13, 2007  
NUANCE COMMUNICATIONS, INC.  
(Exact name of registrant as specified in its charter)**

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

**000-27038**  
(Commission  
File Number)

**94-3156479**  
(IRS Employer  
Identification No.)

**1 Wayside Road**  
**Burlington, Massachusetts 01803**  
(Address of Principal Executive Offices)  
(Zip Code)

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

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 1.01 Entry into a Material Definitive Agreement

Item 9.01. Financial Statements and Exhibits.

SIGNATURE

EX-99.1 - Press Release dated March 15, 2007

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**ITEM 1.01 Entry into a Material Definitive Agreement**

On March 15, 2007, Nuance Communications, Inc. ( Nuance ) announced it had entered into a definitive Share Purchase Agreement (the Share Purchase Agreement ) dated March 13, 2007 by and among Nuance, Bethany Advisors Inc. ( Bethany ), Focus Softek India (Private) Limited ( Softek ) and U.S. Bank National Association, as Escrow Agent, pursuant to which Nuance agreed to purchase from Bethany all of the outstanding shares (the Share Purchase ) of Bluestar Resources Ltd., a company incorporated with limited liability as a British Virgin Islands Company ( Bluestar ), and to acquire certain assets of Softek for an aggregate consideration of approximately \$54.5 million. Bluestar beneficially owns indirectly through its wholly-owned subsidiary Bluestar Options Ltd., all of the outstanding stock of (i) Focus Enterprises Limited, a Delaware corporation, doing business as Focus Infomatics, Inc., and (ii) Focus Infosys (India) Private Limited, a limited liability company incorporated under the laws of India. The purchase price is subject to a net working capital adjustment. At the closing of the Share Purchase, Nuance will deposit \$5.8 million of the purchase price in an escrow account to partially secure the indemnification obligations of Bethany under the Share Purchase Agreement.

The closing of the Share Purchase is subject to customary and other closing conditions. The foregoing description of the Share Purchase and the Share Purchase Agreement is qualified in its entirety by reference to the full text of the Share Purchase Agreement. A copy of the press release issued by Nuance on March 15, 2007 is furnished herewith as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release dated March 15, 2007 by Nuance Communications, Inc.\*

\* This exhibit is furnished as part of this Current Report on Form 8-K and not filed for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that section and may only be incorporated by reference in another filing under the Securities Exchange Act of 1934 or the Securities Act of 1933 if, and to the extent,

such subsequent  
filing  
specifically  
references this  
exhibit.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NUANCE COMMUNICATIONS, INC.

Date: March 19, 2007

By: /s/ James R. Arnold, Jr.  
James R. Arnold, Jr.  
Chief Financial Officer