

Nuance Communications, Inc.  
Form 8-K  
December 12, 2016

**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): December 8, 2016**

**NUANCE COMMUNICATIONS, INC.**

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

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-36056**  
**(Commission**

**File Number)**  
**1 Wayside Road**

**94-3156479**  
**(IRS Employer**

**Identification No.)**

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**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))

**Item 1.01. Entry into a Material Definitive Agreement.**

On December 8, 2016, Nuance Communications, Inc., a Delaware corporation (the Company), entered into a purchase agreement (the Purchase Agreement), dated December 8, 2016, among the Company, the guarantors party thereto and Barclays Capital Inc. (the Initial Purchaser), to issue and sell \$500 million aggregate principal amount of its 5.625% Senior Notes due 2026 (the Notes). The Notes are being sold in a private offering exempt from the registration requirements of the Securities Act of 1933, as amended (the Securities Act), to qualified institutional buyers in accordance with Rule 144A and to persons outside of the United States pursuant to Regulation S under the Securities Act.

The Company intends to use the net proceeds, together with cash on hand, to redeem approximately \$600 million in aggregate principal amount of its 5.375% Senior Notes due 2020.

The Purchase Agreement contains customary representations, warranties and covenants by the Company together with customary closing conditions. Under the terms of the Purchase Agreement, the Company has agreed to indemnify the Initial Purchaser against certain liabilities. The Purchase Agreement is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated by reference herein. The summary of the foregoing transactions is qualified in its entirety by reference to the text of the Purchase Agreement.

**Item 8.01. Other Events.**

On December 8, 2016, the Company issued a press release announcing the launch of its offering of the Notes. A copy of this press release is filed as Exhibit 99.1 to this report and is incorporated herein by reference.

On December 8, 2016, the Company issued a press release announcing the pricing of its offering of the Notes. A copy of this press release is filed as Exhibit 99.2 to this report and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
10.1	Purchase Agreement, dated as of December 8, 2016, by and among Nuance Communications, Inc., the subsidiary guarantors party thereto and Barclays Capital Inc.
99.1	Press Release, dated December 8, 2016, announcing launch of the Notes.
99.2	Press Release, dated December 8, 2016, announcing pricing of the Notes.

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: December 12, 2016

By: /s/ Kenneth M. Siegel  
Kenneth M. Siegel  
Executive Vice President and Chief Legal Officer

**EXHIBIT INDEX**

**Exhibit**

**Number**

**Exhibit Description**

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99.2	Press Release, dated December 8, 2016, announcing pricing of the Notes.