

Nuance Communications, Inc.
 Form 4
 November 24, 2015

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 *
 Bowden Adam Bruce

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)

3. Date of Earliest Transaction (Month/Day/Year)
 11/20/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive VP Corporate Strateg

ONE WAYSIDE ROAD

(Street)

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

BURLINGTON, MA 01803

(City) (State) (Zip)

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 | Price | |
| Common Stock | 11/20/2015 | | F ⁽¹⁾ | | 17,661 | \$ 20.2 | D |
| Common Stock | 11/20/2015 | | A ⁽²⁾ | | 24,550 | \$ 0.001 | D |
| Common Stock | 11/20/2015 | | F ⁽³⁾ | | 11,562 | \$ 20.2 | D |
| Common Stock | 11/20/2015 | | A ⁽²⁾ | | 4,375 | \$ 0.001 | D |
| Common Stock | 11/20/2015 | | F ⁽³⁾ | | 2,060 | \$ 20.2 | D |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|----------|---------|---|
| Common Stock | 11/20/2015 | A ⁽²⁾ | 36,150 | A | \$ 0.001 | 238,014 | D |
| Common Stock | 11/20/2015 | F ⁽³⁾ | 17,025 | D | \$ 20.2 | 220,989 | D |
| Common Stock | 11/20/2015 | A ⁽⁴⁾ | 17,679 | A | \$ 0.001 | 238,668 | D |
| Common Stock | 11/20/2015 | A ⁽⁵⁾ | 37,000 | A | \$ 0.001 | 275,668 | 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 Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bowden Adam Bruce ONE WAYSIDE ROAD BURLINGTON, MA 01803 | | | Executive VP Corporate Strateg | |

Signatures

By: /s/ Donna Belanger For: Adam B Bowden 11/24/2015

**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) These shares were withheld by the Company to cover the tax liability due upon the vesting of a previously reported performance based restricted stock unit that was earned.
- (2) These shares were issued pursuant to terms under a performance based restricted stock unit agreement which vested based on achievement of FY2015 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) Grant of Restricted Stock Units that will vest 100% on December 4, 2015 issued pursuant to the FY2015 Bonus program.
- (5) Restricted stock units granted pursuant to the Nuance Communications, Inc. 2000 Stock plan. 17,000 shares will vest on 09/30/2017 and 20,000 shares will vest on 09/30/2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.