

Nuance Communications, Inc.
Form 8-K
January 26, 2011

**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):

January 20, 2011

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 5.07: Submission of Matters to a Vote of Security Holders

On January 20, 2011, Nuance Communications, Inc. (the Company) held its 2011 Annual Meeting of Shareholders (the Annual Meeting). At the Annual Meeting, the shareholders approved the following four proposals by casting their votes as follows:

Proposal 1: To elect nine members of the Company's Board of Directors:

| Nominee | For | Against | Abstain | Broker Non-Votes |
|--------------------|-------------|------------|-----------|------------------|
| Paul Ricci | 224,745,780 | 6,438,575 | 649,087 | 34,949,044 |
| Robert Frankenberg | 163,716,339 | 67,422,758 | 694,345 | 34,949,044 |
| Patrick Hackett | 229,911,004 | 1,281,290 | 641,148 | 34,949,044 |
| William Janeway | 229,960,523 | 1,212,882 | 660,037 | 34,949,044 |
| Mark Laret | 230,055,324 | 1,066,895 | 711,223 | 34,949,044 |
| Katharine Martin | 192,693,882 | 36,515,911 | 2,623,649 | 34,949,044 |
| Mark Myers | 163,733,089 | 67,453,596 | 646,757 | 34,949,044 |
| Philip Quigley | 229,916,319 | 1,272,429 | 644,694 | 34,949,044 |
| Robert Teresi | 229,707,430 | 1,431,814 | 694,198 | 34,949,044 |

Proposal 2: To approve an amendment to the Company's 2000 Stock Plan to increase the shares available for issuance by 7,500,000 shares:

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|---------|------------------|
| 154,545,533 | 76,961,818 | 326,071 | 34,949,044 |

Proposal 3: To approve an amendment to the Company's 2000 Directors' Stock Plan to increase the shares available for issuance by 500,000 shares:

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|---------|------------------|
| 201,577,424 | 29,919,433 | 336,585 | 34,949,044 |

Proposal 4: To ratify the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2011.

| For | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 266,145,783 | 464,556 | 172,147 | |

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: January 25, 2011

By: /s/ Thomas L. Beaudoin
Thomas L. Beaudoin
Chief Financial Officer