

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 *
 Tempesta Daniel David

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)
 11/26/2014

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP Chief Accounting Officer &

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 or Price | | |
| Common Stock | 11/26/2014 | | A | | 16,297 (1) \$ 0.001 | A | 174,263 D |
| Common Stock | 11/28/2014 | | A | | 5,000 (2) \$ 0.001 | A | 179,263 D |
| Common Stock | 11/28/2014 | | F | | 2,357 (3) \$ 15.13 | D | 176,906 D |
| Common Stock | 11/28/2014 | | F | | 4,068 (3) \$ 15.13 | D | 172,838 D |
| Common Stock | 11/28/2014 | | F | | 5,382 (3) \$ 15.13 | D | 167,456 D |

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| | | | | | | | |
|--------------|------------|---|--------------|---|----------|---------|---|
| Common Stock | 11/28/2014 | F | 3,536 (3) | D | \$ 15.13 | 163,920 | D |
| Common Stock | 11/28/2014 | D | 2,834 (4) | D | \$ 0 | 161,086 | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Tempesta Daniel David
ONE WAYSIDE ROAD
BURLINGTON, MA 01803

SVP Chief Accounting Officer &

Signatures

By: /s/ Donna Belanger For: Daniel Tempesta

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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