

JANEWAY WILLIAM H
Form 4
February 17, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
JANEWAY WILLIAM H

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)
02/15/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O WARBURG PINCUS & CO., 450 LEXINGTON AVENUE

(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

NEW YORK, NY 10017

(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)
Common Stock, par value \$0.001 per share ("Common Stock")	02/15/2012		J ⁽¹⁾	11,942,851 D	\$ 0 <u>(1)</u> 51,005,707 <u>(2)</u>	I	See footnote <u>(1)</u>
Common Stock	02/15/2012		J ⁽¹⁾	17,202 A	\$ 0 <u>(1)</u> 107,202	D <u>(1)</u>	
Common Stock	02/15/2012		J ⁽¹⁾	1,620 A	\$ 0 <u>(1)</u> 1,620	I	See footnote

Exhibit List:

Exhibit 99.1 - Explanation of Responses

*** Power of Attorney given by Dr. Janeway was previously filed with the SEC on May 22, 2008 as an exhibit to a Form 4 fil

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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