

Gitterman Arthur G.
Form 4
November 23, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gitterman Arthur G.

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)

ONE WAYSIDE ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/20/2018

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

BURLINGTON, MA 01803

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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. 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 Ownership (Instr. 4)
Common Stock	11/20/2018		A	(A) or (D) Amount (1) 7,876 Price \$ 0.001	77,828	D	
Common Stock	11/20/2018		A ⁽²⁾	900 A \$ 0.001	78,728	D	
Common Stock	11/20/2018		F ⁽³⁾	265 D \$ 15.87	78,463	D	
Common Stock	11/20/2018		A ⁽²⁾	900 A \$ 0.001	79,363	D	
Common Stock	11/20/2018		F ⁽³⁾	265 D \$ 15.87	79,098	D	

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Common Stock	11/20/2018	<u>A</u> (2)	900	A	\$ 0.001	79,998	D
Common Stock	11/20/2018	<u>F</u> (3)	265	D	\$ 15.87	79,733	D
Common Stock	11/20/2018	<u>A</u> (2)	900	A	\$ 0.001	80,633	D
Common Stock	11/20/2018	<u>F</u> (3)	265	D	\$ 15.87	80,368	D
Common Stock	11/20/2018	<u>A</u> (2)	756	A	\$ 0.001	81,124	D
Common Stock	11/20/2018	<u>F</u> (3)	222	D	\$ 15.87	80,902	D
Common Stock	11/20/2018	<u>A</u> (2)	400	A	\$ 0.001	81,302	D
Common Stock	11/20/2018	<u>F</u> (3)	117	D	\$ 15.87	81,185	D
Common Stock	11/20/2018	<u>A</u> (2)	400	A	\$ 0.001	81,585	D
Common Stock	11/20/2018	<u>F</u> (3)	117	D	\$ 15.87	81,468	D
Common Stock	11/20/2018	<u>A</u> (2)	400	A	\$ 0.001	81,868	D
Common Stock	11/20/2018	<u>F</u> (3)	117	D	\$ 15.87	81,751	D
Common Stock	11/20/2018	<u>A</u> (2)	400	A	\$ 0.001	82,151	D
Common Stock	11/20/2018	<u>F</u> (3)	117	D	\$ 15.87	82,034	D
Common Stock	11/20/2018	<u>A</u> (2)	336	A	\$ 0.001	82,370	D
Common Stock	11/20/2018	<u>F</u> (3)	98	D	\$ 15.87	82,272	D
Common Stock	11/20/2018	<u>A</u> (2)	700	A	\$ 0.001	82,972	D
Common Stock	11/20/2018	<u>F</u> (3)	206	D	\$ 15.87	82,766	D
Common Stock	11/20/2018	<u>A</u> (2)	700	A	\$ 0.001	83,466	D
Common Stock	11/20/2018	<u>F</u> (3)	206	D	\$ 15.87	83,260	D
	11/20/2018	<u>A</u> (2)	700	A		83,960	D

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Common Stock						\$ 0.001		
Common Stock	11/20/2018	F ⁽³⁾	206	D		\$ 15.87	83,754	D
Common Stock	11/20/2018	A ⁽²⁾	700	A		\$ 0.001	84,454	D
Common Stock	11/20/2018	F ⁽³⁾	206	D		\$ 15.87	84,248	D
Common Stock	11/20/2018	A ⁽²⁾	588	A		\$ 0.001	84,836	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Report 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
Giterman Arthur G. ONE WAYSIDE ROAD BURLINGTON, MA 01803	SVP & Chief Accounting Officer

Signatures

By: /s/ Donna Belanger For: Arthur Giterman 11/23/2018

__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 November 30, 2018 issued pursuant to the FY2018 Bonus program.
- (2) These shares are pursuant to a performance-based restricted stock unit agreement with the company whereby targets defined by the Compensation Committee were deemed to be achieved for fiscal year 2018.
- (3) These shares were withheld by the Company to cover the tax liability due upon the vesting of the restricted stock award.

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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