

Nuance Communications, Inc.
Form 4
November 24, 2015

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bowden Adam Bruce

(Last) (First) (Middle)

ONE WAYSIDE ROAD

(Street)

BURLINGTON, MA 01803

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Nuance Communications, Inc.
[NUAN]

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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	11/20/2015		F ⁽¹⁾	17,661 D \$ 20.2	186,561	D	
Common Stock	11/20/2015		A ⁽²⁾	24,550 A \$ 0.001	211,111	D	
Common Stock	11/20/2015		F ⁽³⁾	11,562 D \$ 20.2	199,549	D	
Common Stock	11/20/2015		A ⁽²⁾	4,375 A \$ 0.001	203,924	D	
Common Stock	11/20/2015		F ⁽³⁾	2,060 D \$ 20.2	201,864	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 Reported Transaction (Instr. 3 and 4)
				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.

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