

Nuance Communications, Inc.
 Form 4
 August 16, 2006

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 *
WARBURG PINCUS PRIVATE EQUITY VIII L P

(Last) (First) (Middle)

C/O WARBURG PINCUS & CO., 466 LEXINGTON AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/14/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock, par value \$0.001 per share | 08/14/2006 | | P | 187,177 | A \$ 7.8 | 30,129,458 | D ⁽¹⁾ |
| Common Stock, par value \$0.001 per share | 08/14/2006 | | P | 160,907 | A \$ 7.79 | 30,290,365 | D ⁽¹⁾ |
| | 08/14/2006 | | P | 38,301 | A | 30,328,666 | D ⁽¹⁾ |

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| | | | | | | | |
|---|------------|---|---------|---|------------|------------|--------------|
| Common Stock, par value \$0.001 per share | | | | | \$ 7.78 | | |
| Common Stock, par value \$0.001 per share | 08/14/2006 | P | 25,507 | A | \$ 7.77 | 30,354,173 | D <u>(1)</u> |
| Common Stock, par value \$0.001 per share | 08/14/2006 | P | 22,379 | A | \$ 7.76 | 30,376,552 | D <u>(1)</u> |
| Common Stock, par value \$0.001 per share | 08/14/2006 | P | 34,185 | A | \$ 7.75 | 30,410,737 | D <u>(1)</u> |
| Common Stock, par value \$0.001 per share | 08/14/2006 | P | 26,957 | A | \$ 7.74 | 30,437,694 | D <u>(1)</u> |
| Common Stock, par value \$0.001 per share | 08/14/2006 | P | 4,587 | A | \$ 7.73 | 30,442,281 | D <u>(1)</u> |
| Common Stock, par value \$0.001 per share | 08/15/2006 | P | 84,908 | A | \$ 8 | 30,527,189 | D <u>(1)</u> |
| Common Stock, par value \$0.001 per share | 08/15/2006 | P | 124,221 | A | \$ 7.99 | 30,651,410 | D <u>(1)</u> |
| Common Stock, par value \$0.001 per share | 08/15/2006 | P | 38,227 | A | \$ 7.98 | 30,689,637 | D <u>(1)</u> |
| | 08/15/2006 | P | 146,595 | A | | 30,836,232 | D <u>(1)</u> |

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| | | | | | | | | |
|---|------------|---|--------|---|------------|------------|------------------|--|
| Common Stock, par value \$0.001 per share | | | | | \$ 7.97 | | | |
| Common Stock, par value \$0.001 per share | 08/15/2006 | P | 77,609 | A | \$ 7.96 | 30,913,841 | D ⁽¹⁾ | |
| Common Stock, par value \$0.001 per share | 08/15/2006 | P | 16,850 | A | \$ 7.95 | 30,930,691 | D ⁽¹⁾ | |
| Common Stock, par value \$0.001 per share | 08/15/2006 | P | 6,890 | A | \$ 7.94 | 30,937,581 | D ⁽¹⁾ | |
| Common Stock, par value \$0.001 per share | 08/15/2006 | P | 1,200 | A | \$ 7.91 | 30,938,781 | D ⁽¹⁾ | |
| Common Stock, par value \$0.001 per share | 08/15/2006 | P | 6,500 | A | \$ 7.9 | 30,945,281 | D ⁽¹⁾ | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | 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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|---|--|--|---|---|---|
|---|--|---|---|---|--|--|---|---|---|

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(Instr. 3,
4, and 5)

| | | Date | Expiration | Title | Amount |
|------|---|-------------|------------|-------|--------|
| | | Exercisable | Date | | or |
| Code | V | (A) | (D) | | Number |
| | | | | | of |
| | | | | | Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WARBURG PINCUS PRIVATE EQUITY VIII L P C/O WARBURG PINCUS & CO. 466 LEXINGTON AVENUE NEW YORK, NY 10017 | | X | | |
| WARBURG PINCUS & CO 466 LEXINGTON AVENUE NEW YORK NY, NY 10017 | | X | | |
| WARBURG PINCUS LLC 466 LEXINGTON AVENUE NEW YORK, NY 10017 | | X | | |
| JANEWAY WILLIAM H C/O WARBURG PINCUS LLC 466 LEXINGTON AVE NEW YORK, NY 10017 | X | | | |
| HARRIS JEFFREY C/O WARBURG PINCUS LLC 466 LEXINGTON AVE NEW YORK, NY 10017 | X | | | |

Signatures

WARBURG PINCUS PRIVATE EQUITY VIII, L.P., By: Warburg Pincus Partners LLC, its General Partner, By: Warburg Pincus & Co., its Managing Member, By: /s/ Scott A. Arenare, Partner

08/16/2006

__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) See Exhibit 99.1.

Remarks:

Exhibit List

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24.1 Power of Attorney for Scott A. Arenare to sign on behalf of William H. Janeway.

24.2 Power of Attorney for Scott A. Arenare to sign on behalf of Jeffrey A. Harris.

99.1 Continuation Sheet

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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