

JANEWAY WILLIAM H
 Form 4
 January 15, 2009

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)
01/13/2009

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Underlying
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	
			Code V	(A)	(D)	Title	
					Date Exercisable	Expiration Date	
Warrants to buy Common Stock, par value \$0.001/share	\$ 0.61	01/13/2009	D ⁽¹⁾	525,732	(1)	03/02/2009	Common Stock, par value \$0.001/s
Warrants to buy Common Stock, par value \$0.001/share	\$ 0.61	01/13/2009	A ⁽¹⁾	525,732	(1)	(1)	Common Stock, par value \$0.001/s
Warrants to buy Common Stock, par value \$0.001/share	\$ 5	01/13/2009	D ⁽³⁾	863,236	05/09/2005	05/09/2009	Common Stock, par value \$0.001/s
Warrants to buy Common Stock, par value \$0.001/share	\$ 5	01/13/2009	A ⁽³⁾	863,236	(3)	(3)	Common Stock, par value \$0.001/s

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	X		
WARBURG PINCUS & CO 466 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
WARBURG PINCUS LLC C/O WARBURG PINCUS & CO. 466 LEXINGTON AVENUE NEW YORK, NY 10017		X		
Warburg Pincus Partners LLC C/O WARBURG PINCUS & CO. 466 LEXINGTON AVENUE	X	X		

NEW YORK, NY 10017

JANEWAY WILLIAM H
C/O WARBURG PINCUS & CO.
466 LEXINGTON AVE
NEW YORK, NY 10017

X

HARRIS JEFFREY
C/O WARBURG PINCUS & CO.
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, /s/ Scott A. Arenare,
Partner

01/15/2009

__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. Note 1
- (2) See Exhibit 99.1. Note 2
- (3) See Exhibit 99.1. Note 3

Remarks:

Exhibit List

- Exhibit 99.1 - Explanation of Responses
- Exhibit 99.2 - Joint Filer Information
- Exhibit 99.3 - Joint Filers' Signatures

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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