

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 *
Robbins William T

(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 Vice President World

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)	(A) or (D)	Amount	Price	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/20/2015		A ⁽¹⁾	33,437	A	\$ 0.001	216,680	D		
Common Stock	11/20/2015		F ⁽²⁾	12,732	D	\$ 20.2	203,948	D		
Common Stock	11/20/2015		A ⁽¹⁾	15,312	A	\$ 0.001	219,260	D		
Common Stock	11/20/2015		F ⁽²⁾	7,989	D	\$ 20.2	211,271	D		
Common Stock	11/20/2015		A ⁽³⁾	16,185	A	\$ 0.001	227,456	D		

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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 Owned Following Transaction (Instr. 6)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Robbins William T ONE WAYSIDE ROAD BURLINGTON, MA 01803			Executive Vice President	World

By: /s/ Donna Belanger For: William T
Robbins

11/24/2015

**Signature of Reporting Person

Date

* 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 issued pursuant to terms under a performance based restricted stock unit agreement which vested based on achievement of FY2015 performance targets.

(2) These shares were withheld by the Company to cover the tax liability due upon the vesting of the restricted stock award.

(3) Grant of Restricted Stock Units that will vest 100% on December 4, 2015 issued pursuant to the FY2015 Bonus program.

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- (4) Restricted stock units granted pursuant to the Nuance Communications, Inc. 2000 Stock plan. 21,250 shares will vest on 09/30/2016, 22,000 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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