Nuance Communications, Inc.
Form S-4/A
August 14, 2007

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As filed with the Securities and Exchange Commission on August 13, 2007
Registration No. 333-143428

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 1
to
Form S-4
REGISTRATION STATEMENT
Under
The Securities Act of 1933

NUANCE COMMUNICATIONS, INC.
(Exact name of Registrant as specified in its charter)

Delaware	**3577**	**94-3156479**
(State or other jurisdiction of incorporation or organization)	*(Primary Standard Industrial Classification Code Number)*	*(I.R.S. Employer Identification Number)*

1 Wayside Road
Burlington, Massachusetts 01803
(781) 565-5000
(Address, including zip code, and telephone number, including area code, of Registrant s principal executive offices)

James R. Arnold, Jr.
Chief Financial Officer
Nuance Communications, Inc.
1 Wayside Road
Burlington, Massachusetts 01803
(781) 565-5000
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Robert Sanchez, Esq. **Wilson Sonsini Goodrich & Rosati** **Professional Corporation** **1700 K Street, NW** **Fifth Floor** **Washington, D.C. 20006** **(202) 973-8800**	**Jo-Anne Sinclair, Esq.** **Vice President and General Counsel** **Nuance Communications, Inc.** **1 Wayside Road** **Burlington, Massachusetts 01803** **(781) 565-5000**	**Brian Keeler, Esq.** **Julio E. Vega, Esq.** **Bingham McCutchen LLP** **150 Federal Street** **Boston, Massachusetts 02110** **(617) 951-8000**

Approximate date of commencement of proposed sale to the public: As soon as practical after effectiveness of this registration statement and upon consummation of the merger described herein.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. o

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement number for the same offering. o

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a) may determine.

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THE INFORMATION IN THIS CONSENT SOLICITATION STATEMENT/PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. NUANCE MAY NOT SELL THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS CONSENT SOLICITATION STATEMENT/PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

SUBJECT TO COMPLETION, DATED AUGUST 13, 2007

NUANCE COMMUNICATIONS, INC.
VOICE SIGNAL TECHNOLOGIES, INC.
August , 2007

Dear Voice Signal Technologies, Inc. Stockholders:

As previously communicated, the boards of directors of Nuance Communications, Inc. and Voice Signal Technologies, Inc. have unanimously approved a merger, which provides for the merger of a subsidiary of Nuance into VoiceSignal. If we complete the merger, VoiceSignal will become a wholly owned subsidiary of Nuance and your shares of VoiceSignal stock will be converted into the right to receive a mix of cash and shares of Nuance common stock, the exact amounts of which will vary and are described in more detail beginning on page 44 of this consent solicitation statement/prospectus.

VoiceSignal stockholders will receive an aggregate of 5,836,576 shares of common stock of Nuance, which represents approximately [3.3%] of the number of shares of Nuance common stock outstanding as of [August , 2007], the last practical date prior to the date of this consent solicitation statement/prospectus for which such data is available, and approximately $210 million in cash, subject to adjustments as described in more detail in the merger agreement. The exact amount to be received by each VoiceSignal stockholder will depend on the class and series of stock held by you, the amount of third-party expenses and the exercise of vested options prior to the closing of the merger, as well as other adjustments described in the merger agreement, which are described in more detail in the section entitled Merger Consideration beginning on page 44 of this consent solicitation statement/prospectus. **The merger is more completely described in the accompanying consent solicitation statement/prospectus, and a copy of the merger agreement is attached as Annex A thereto.**

AFTER CAREFUL CONSIDERATION, YOUR BOARD OF DIRECTORS UNANIMOUSLY APPROVED THE MERGER REFERRED TO ABOVE AND CONCLUDED THAT IT IS IN THE BEST INTERESTS OF VOICESIGNAL AND ITS STOCKHOLDERS. YOUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU CONSENT TO THE ACTION REFERRED TO ABOVE.

In the material accompanying this letter you will find a consent solicitation statement/prospectus relating to the actions to be taken by the VoiceSignal stockholders pursuant to the enclosed action by written consent. The consent solicitation statement/prospectus more fully describes the merger agreement and the proposed merger and includes information about VoiceSignal and Nuance.

We encourage you to read the consent solicitation statement/prospectus, which includes important information about the merger. IN ADDITION, THE SECTION ENTITLED RISK FACTORS BEGINNING ON PAGE 15 OF THE CONSENT SOLICITATION STATEMENT/PROSPECTUS CONTAINS A DESCRIPTION OF RISKS THAT YOU SHOULD CONSIDER IN EVALUATING THE MERGER.

It is important that you use this opportunity to take part in the affairs of VoiceSignal by voting pursuant to the action by written consent. PLEASE COMPLETE, DATE, SIGN AND PROMPTLY RETURN THE ACCOMPANYING ACTION BY WRITTEN CONSENT IN THE ENCLOSED POSTAGE-PAID ENVELOPE SO THAT YOUR SHARES MAY BE REPRESENTED. YOUR VOTE IS VERY IMPORTANT.

Sincerely,

/s/
Richard J. Geruson
Richard J. Geruson
Chief Executive Officer

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THIS TRANSACTION OR THE SECURITIES OF NUANCE TO BE ISSUED PURSUANT TO THE MERGER, OR DETERMINED IF THIS CONSENT SOLICITATION STATEMENT/PROSPECTUS IS ACCURATE OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

This consent solicitation statement/prospectus is dated August , 2007, and is first being sent to VoiceSignal stockholders on or about August , 2007.

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ADDITIONAL INFORMATION

See the section entitled Where You Can Find More Information on page 145 of this consent solicitation statement/prospectus for more information about the documents referred to in this consent solicitation statement/prospectus.

You should rely only on the information contained in this consent solicitation statement/prospectus in deciding how to vote on the action by written consent of VoiceSignal stockholders. No one has been authorized to provide you with information that is different from that contained in this consent solicitation statement/prospectus. This consent solicitation statement/prospectus is dated August , 2007. You should not assume that the information contained in this consent solicitation statement/prospectus is accurate as of any date other than that date.

This consent solicitation statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction. Information contained in this consent solicitation statement/prospectus regarding VoiceSignal has been provided by VoiceSignal and information contained in this consent solicitation statement/prospectus regarding Nuance and Vicksburg Acquisition Corporation has been provided by Nuance.

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QUESTIONS AND ANSWERS ABOUT THE MERGER OF VOICESIGNAL AND NUANCE

Q: WHY ARE VOICESIGNAL AND NUANCE PROPOSING THE MERGER?

A: We are proposing the merger because we believe the combination of our two companies will bring together a broad set of speech technologies, products and professional services in a diversified organization that is able to support partners and customers more effectively and efficiently.

Q: WHAT WILL HAPPEN TO VOICESIGNAL AS A RESULT OF THE MERGER?

A: If the merger is completed, VoiceSignal will become a wholly owned subsidiary of Nuance.

Q: WHAT WILL I RECEIVE IN THE MERGER?

A: Upon completion of the merger, VoiceSignal stockholders will be entitled to receive aggregate merger consideration consisting of approximately $210 million in cash and approximately 5,836,576 shares of Nuance common stock. The merger consideration payable to VoiceSignal stockholders upon completion of the merger is subject to a number of adjustments, including adjustments for (i) certain expenses incurred by VoiceSignal in connection with the merger and (ii) the exercise of vested VoiceSignal stock options between the date of the merger agreement and completion of the merger. As a result, the exact consideration that a VoiceSignal stockholder will receive may not be known at the time the written consent is effective and will depend on the magnitude of the adjustments, if any, described above. All VoiceSignal stockholders will also have a portion of the merger consideration that they would otherwise be entitled to receive deposited in an escrow fund that will be used to compensate Nuance if Nuance is entitled to indemnification under the merger agreement.

The maximum number of shares of Nuance common stock to be issued by Nuance in the merger was fixed at the time the merger agreement was signed. Nuance common stock trades on the NASDAQ Global Select Market and is subject to price fluctuation. Therefore, the value of the Nuance common stock you receive as merger consideration cannot be known at the time the written consent is effective. The value of the Nuance common stock you receive in the merger may be equal to, less than or greater than its value on the date the merger agreement was signed and/or the date of the written consent.

Q: WHAT IS THE ESCROW AND HOW DOES IT WORK?

A: Upon completion of the merger, Nuance will withhold $30 million from the cash portion of the consideration to be distributed to the VoiceSignal stockholders in connection with the merger and deposit such amount into an escrow fund. This escrowed amount will be available to compensate Nuance if it is entitled to indemnification under the merger agreement. Any portion of this escrowed amount that, twelve months following the completion of the merger, has not been used to indemnify Nuance and that is not the subject of an unresolved claim for indemnification by Nuance will be distributed to the VoiceSignal stockholders.

Q: WHO IS THE STOCKHOLDERS REPRESENTATIVE?

A: Stata Venture Partners, LLC will serve as the representative of the VoiceSignal stockholders. As such, Stata Venture Partners, LLC will represent your interests after the merger and will be entitled to make decisions regarding the escrow fund. By approving the merger agreement, the merger and related transactions, you are consenting to the appointment of Stata Venture Partners, LLC as your representative.

Q: WHAT HAPPENS TO VOICESIGNAL STOCK OPTIONS IN THE MERGER?

A: All holders of outstanding VoiceSignal stock options that are vested and exercisable at or prior to the effective time of the merger or that become vested and exercisable as a result of the merger, will be provided with the opportunity to exercise the options on a net exercise basis and exchanged for the appropriate amount of merger consideration. All outstanding VoiceSignal stock options that are unvested at the effective time of the merger will, at Nuance s option, either be (i) assumed by Nuance on generally the same terms and conditions governing outstanding options immediately prior to the completion of the merger, except that the number of Nuance common shares into which each outstanding VoiceSignal

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option will be exercisable and the exercise price will be appropriately adjusted to reflect the ratio of Nuance common shares into which VoiceSignal common shares are converted pursuant to the merger agreement or (ii) fully accelerated and cashed out at their net exercise value.

Q: MAY VOICESIGNAL OPTIONHOLDERS EXERCISE VESTED STOCK OPTIONS BETWEEN NOW AND COMPLETION OF THE MERGER?

A: Yes. Any shares of VoiceSignal stock that an optionholder receives upon exercise of vested stock options prior to completion of the merger will be converted into the right to receive the merger consideration described above, subject to the escrow provisions described above.

Q: WILL I RECEIVE FRACTIONAL SHARES OF NUANCE STOCK IN THE MERGER?

A: No. The number of shares of Nuance common stock that each VoiceSignal stockholder will receive in the merger will be rounded down to the nearest whole share and each holder will receive a cash payment in an amount equal to any fractional share that would otherwise be issued to such holder multiplied by $15.42.

Q: WILL MY RIGHTS AS A NUANCE STOCKHOLDER BE DIFFERENT FROM MY RIGHTS AS A VOICESIGNAL STOCKHOLDER?

A: Yes. Upon completion of the merger, you will become a Nuance stockholder. There are important differences between the rights of stockholders of Nuance and stockholders of VoiceSignal. Please carefully review the description of these differences in the section of this consent solicitation statement/prospectus entitled Comparison of Stockholder Rights beginning on page 140.

Q: WHAT STOCKHOLDER APPROVALS ARE REQUIRED TO COMPLETE THE MERGER?

A: We cannot complete the merger unless, among other things, (i) a majority of the outstanding shares of VoiceSignal capital stock on an as-converted-to-common stock basis and (ii) a majority of the outstanding shares of VoiceSignal Series C preferred stock and Series D preferred stock, voting together as a single class on an as converted-to-common stock basis, vote to adopt the merger agreement and approve the transactions contemplated thereby. As of August 13, 2007, VoiceSignal directors, executive officers and their affiliates were entitled to vote approximately 87% of the outstanding shares of VoiceSignal capital stock on an as-converted-to-common stock basis and approximately 91% of the VoiceSignal Series C preferred stock and Series D preferred stock voting together on an as-converted-to-common basis. VoiceSignal directors, executive officers and their affiliates holding approximately 74% of the outstanding shares of VoiceSignal capital stock on an as-converted-to-common stock basis and approximately 78% of the Series C preferred stock and Series D preferred stock, voting together on an as-converted-to-common stock basis, have already agreed with Nuance and VoiceSignal, in a voting agreement, to vote their shares of VoiceSignal stock in favor of the adoption of the merger agreement and approval of the transactions contemplated thereby. No vote of Nuance stockholders is required to complete the merger.

Q: HOW DOES THE BOARD OF DIRECTORS OF VOICESIGNAL RECOMMEND THAT I VOTE?

A: The VoiceSignal board of directors unanimously recommends that VoiceSignal stockholders vote FOR the proposal to adopt the merger agreement and approve the transactions contemplated thereby.

Q: WHEN DO YOU EXPECT TO COMPLETE THE MERGER?

A: We expect to complete the merger as quickly as possible once all the conditions to the merger, including obtaining the approvals of VoiceSignal stockholders, are fulfilled. While we cannot predict the exact timing, we currently expect to complete the merger in August 2007.

Q: WHERE CAN I FIND MORE INFORMATION ABOUT VOICESIGNAL AND NUANCE?

A: You can find more information about VoiceSignal and Nuance from reading this consent solicitation statement/prospectus and the various sources described in this consent solicitation statement/prospectus under the section entitled Where You Can Find More Information.

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Q: WHERE DO I RETURN VOICESIGNAL S ACTION BY WRITTEN CONSENT AND BY WHEN?

A: We request that the completed and executed action by written consent be received by mail or fax no later than August , 2007, to the following address:

Voice Signal Technologies, Inc.
150 Presidential Way, Suite 310
Woburn, Massachusetts 01801
Attn: Corporate Secretary
Facsimile: (781) 970-2300

Q: CAN VOICESIGNAL S STOCKHOLDERS CHANGE THEIR VOTES AFTER THEY HAVE MAILED THEIR SIGNED ACTION BY WRITTEN CONSENT?

A: Yes. VoiceSignal stockholders can change their votes at any time before a sufficient number of written consents to take a corporation action have been filed with the corporate secretary by delivering a signed written revocation or a later-dated signed written consent to the address set forth in the answer to the previous question.

Q: WHO IS PAYING FOR THE SOLICITATION OF THE ACTION BY WRITTEN CONSENT?

A: Nuance is paying the cost of soliciting the action by written consent, including the printing and filing of this consent solicitation statement/prospectus, and any additional information furnished to VoiceSignal stockholders, except that Nuance and VoiceSignal will pay their respective legal and accounting fees incurred in connection with preparing this consent solicitation statement/prospectus. Neither Nuance nor VoiceSignal has engaged a proxy solicitation firm to solicit the written consents from VoiceSignal s stockholders.

Q: WHAT DO I NEED TO DO TO VOTE?

A: After carefully reading and considering the information contained in this consent solicitation statement/prospectus, please mail your completed and signed action by written consent in the enclosed postage-paid return envelope as soon as possible so that your shares may be voted. In order to assure that we obtain your vote, please vote as instructed on the action by written consent.

Q: ARE THERE RISKS I SHOULD CONSIDER IN DECIDING WHETHER TO VOTE FOR ADOPTION OF THE MERGER AGREEMENT AND APPROVAL OF THE TRANSACTIONS CONTEMPLATED THEREBY?

A: Yes. You should consider the risk factors set out in the section entitled Risk Factors beginning on page 15 of this consent solicitation statement/prospectus.

Q: WILL VOICESIGNAL STOCKHOLDERS BE ABLE TO TRADE THE NUANCE COMMON STOCK THAT THEY RECEIVE PURSUANT TO THE MERGER?

A: Yes. VoiceSignal stockholders will be able to trade the shares of Nuance common stock they receive pursuant to the merger once the stock certificates representing such shares have been received from the exchange agent upon their surrender to the exchange and paying agent of the VoiceSignal stock certificates. The shares of Nuance common stock that VoiceSignal stockholders receive pursuant to the merger will be listed on the NASDAQ Global Select Market under the symbol NUAN. Certain persons who are deemed affiliates of VoiceSignal will be required to comply with Rule 145 promulgated under the Securities Act of 1933, as amended, which we refer to as the Securities Act, if they sell their shares of Nuance common stock received pursuant to the merger.

Q: IS THE MERGER EXPECTED TO BE TAXABLE TO ME?

A: Generally, yes. The receipt of the merger consideration for VoiceSignal capital stock pursuant to the merger will be a taxable transaction for United States federal income tax purposes. For United States federal income tax purposes, generally you will recognize gain or loss as a result of the merger measured by the difference, if any, between (i) the fair market value of the Nuance common stock as of the effective time of the merger and the cash received and (ii) your adjusted tax basis in the VoiceSignal capital stock exchanged therefore in the merger.

You should read The Merger Material U.S. Federal Income Tax Consequences of the Merger beginning on page 38 for a more complete discussion of the United States federal income tax consequences of the merger. Tax matters can be complicated and the tax consequences of the merger to you will depend on your particular tax situation. **You should consult your tax advisor to determine the tax consequences of the merger to you.**

Q: SHOULD I SEND IN MY VOICESIGNAL STOCK CERTIFICATES NOW?

A: No. If VoiceSignal stockholders adopt the merger agreement and approve the transactions contemplated thereby, immediately prior to the completion of the merger, Nuance will send VoiceSignal stockholders written instructions, including a letter of transmittal, that will explain how to exchange VoiceSignal stock certificates for Nuance common stock certificates and cash. Please do not send in any VoiceSignal stock certificates until you receive these written instructions and the letter of transmittal.

Q: AM I ENTITLED TO APPRAISAL RIGHTS IN CONNECTION WITH THE MERGER?

A: Yes. The stockholders of VoiceSignal may be entitled, under certain circumstances, to appraisal rights under Delaware law. For a detailed discussion of appraisal rights under Delaware law, please see The Merger Appraisal Rights beginning on page 41.

Q: WHO CAN HELP ANSWER MY QUESTIONS?

A: If you have any questions about the merger or if you need additional copies of this consent solicitation statement/prospectus or the enclosed action by written consent, you should contact:

VOICE SIGNAL TECHNOLOGIES, INC.
150 Presidential Way, Suite 310
Woburn, Massachusetts 01801
(781) 970-5200
Attention: Damon Pender, Vice President of Finance

SUMMARY OF THE MERGER

The following is a summary of the information contained in this document relating to the merger of VoiceSignal and Nuance. This summary may not contain all of the information that is important to you. You should carefully read this entire consent solicitation statement/prospectus and the other documents to which we refer. In particular, you should read the annexes attached to this consent solicitation statement/prospectus, including the merger agreement, which is attached as Annex A and is incorporated by reference into this consent solicitation statement/prospectus.

The Companies

Voice Signal Technologies, Inc.
150 Presidential Way, Suite 310
Woburn, Massachusetts 01801
(781) 970-5200
http://www.voicesignal.com

Voice Signal Technologies, Inc. develops and markets voice software solutions for cell phones and other mobile devices. By enabling people to use voice to access phone features and network services through their handsets, VoiceSignal s solutions make it significantly easier to realize the potential of mobile computing on a wide range of handsets and devices. VoiceSignal s products range from VSuite, VoiceSignal s line of small footprint voice interface solutions for voice dialing and voice commands, to VSearch, VoiceSignal s recently announced voice-enabled client-server platform for mobile search.

Nuance Communications, Inc.
1 Wayside Road
Burlington, Massachusetts 01803
(781) 565-5000
http://www.nuance.com

Nuance Communications, Inc. is a leading provider of speech and imaging solutions for businesses and consumers around the world. Its technologies, applications and services make the user experience more compelling by transforming the way people interact with information and how they create, share and use documents. Every day, millions of users and thousands of businesses experience Nuance s proven applications.

Vicksburg Acquisition Corporation
1 Wayside Road
Burlington, Massachusetts 01803
(781) 565-5000
http://www.nuance.com

Vicksburg Acquisition Corporation is a wholly owned subsidiary of Nuance recently formed solely for the purpose of effecting the merger. It has no business operations.

Structure of the Merger (See page 44)

The merger is structured as a reverse-triangular merger pursuant to which Vicksburg Acquisition Corporation, a wholly owned subsidiary of Nuance, will merge with and into VoiceSignal, and thereafter will cease to exist as a separate corporate entity. After completion of the merger, VoiceSignal will be a wholly owned subsidiary of Nuance.

The terms and conditions of the merger are contained in the merger agreement, which is attached as Annex A to this consent solicitation statement/prospectus. Please carefully read the merger agreement as it is the legal document that governs the proposed merger.

Consideration in the Merger (See pages 44 and 45)

Upon completion of the merger, VoiceSignal stockholders will be entitled to receive aggregate merger consideration consisting of approximately $210 million in cash and approximately 5,836,576 shares of Nuance common stock, which represents [3.3%] of the outstanding Nuance common stock. The merger consideration payable to VoiceSignal stockholders upon completion of the merger is subject to a number of adjustments, including adjustments for (i) certain expenses incurred by VoiceSignal in connection with the merger and (ii) the exercise of vested VoiceSignal stock options between the date of the merger agreement and completion of the merger. As a result, the exact consideration that a VoiceSignal stockholder will receive may not be known at the time the written consent is effective as it will depend on the magnitude of the adjustments, if any, described above. All VoiceSignal stockholders will also have a portion of the merger consideration that they would otherwise be entitled to receive deposited in an escrow account that will be used to compensate Nuance if Nuance is entitled to indemnification under the merger agreement.

Immediately prior to the consummation of the merger, all outstanding shares of preferred stock of VoiceSignal will convert into shares of VoiceSignal common stock, including all accrued and unpaid dividends, in accordance with VoiceSignal s amended and restated certificate of incorporation. All outstanding shares of Series A, B and D preferred stock will convert into shares of common stock on a 1 for 1 basis, and all outstanding shares of Series C preferred stock will convert to shares of common stock on a 1 for 2.20127 basis. Assuming a closing date of August 29, 2007, the accrued and unpaid dividends for each share of Series C preferred stock will convert into approximately 1.275 shares of VoiceSignal common stock and the accrued and unpaid dividends for each share of the Series D stock will convert into approximately .31 to .39 shares of VoiceSignal common stock, depending on stockholders date of investment. No other class or series of VoiceSignal capital stock have accrued and unpaid dividends.

The stock consideration and cash consideration to be paid per share of VoiceSignal common stock at closing will depend upon numerous variable factors, including the amount of third-party expenses, the actual closing date, the exercise of the outstanding vested options prior to the merger and whether such exercises are on a net or cash basis. Assuming a closing date of August 29, 2007, third-party expenses in the amount of $10,000,000 and the exercise of all vested options on a cash basis, each 100 shares of VoiceSignal common stock at closing will be entitled to receive approximately $111.60 in cash, 3.79 shares of Nuance common stock and $19.46 will be placed in the escrow account. If funds remain in the escrow account after the expiration of the escrow period, the cash consideration received by each VoiceSignal stockholder will increase.

The number of shares of Nuance common stock to which a VoiceSignal stockholder is entitled to receive will be aggregated and any fractional shares will be paid out as set forth below in The Merger Agreement Fractional Shares. The terms and conditions of the Escrow Fund are described in more detail in the Section entitled The Merger Agreement Escrow Fund.

You should be aware that the above per share amounts are estimates only and are subject to change under certain circumstances as described above and set forth more fully in the merger agreement attached as Annex A to this consent solicitation statement/prospectus. The actual consideration you receive in exchange for your VoiceSignal capital stock may be more, less or the same as these estimates.

The maximum number of shares of Nuance common stock to be issued by Nuance in the merger was fixed at the time the merger agreement was signed. At the time the merger agreement was signed, the parties valued the Nuance common stock at $15.42 per share, the average of the closing price of Nuance common stock 10 days prior to the signing of the merger agreement. Nuance common stock trades on the NASDAQ Global Select Market and is subject to price fluctuation. Therefore, the value of the Nuance common stock you will receive in the merger cannot be known at this time. The value of the Nuance common stock you receive in the merger may be equal to, less than or greater than its value on the date the merger agreement was signed and/or the date the written consent is effective. Below is a comparison of the effect the fluctuations in the per share price the Nuance common stock could have on the per share value of the VoiceSignal capital stock exchanged in the merger.

Nuance common stock price per share	$ 15.00	$ 16.00	$ 17.00	$ 18.00	$ 19.00	$ 20.00
Total Consideration per 100 shares of Voice Signal Common Stock*	$ 188.00	$ 192.00	$ 195.00	$ 199.00	$ 203.00	$ 207.00

* Includes the value of the stock portion of the merger consideration, the cash portion of the merger consideration and the cash portion to be placed in the escrow account for each 100 shares of VoiceSignal common stock. The cash portion of the merger consideration and the amount to be placed in the escrow account remains constant regardless of the fluctuating Nuance share price.

The above per share values are estimates only and are subject to change under certain circumstances as set forth more fully in the merger agreement, including a change in the closing date, a change in the number of shares of VoiceSignal capital stock pursuant to exercises of outstanding vested stock options and the amount of the third party expenses. The actual value of the consideration you receive in exchange for your VoiceSignal capital stock may be more, less or the same as these estimates.

See the section entitled Market Price Data beginning on page 14 for a description of the historical value of Nuance capital stock. VoiceSignal stockholders are urged to obtain current market quotations for Nuance common stock and to review carefully the other information contained in this consent solicitation statement/prospectus or incorporated by reference into this consent solicitation statement/prospectus. See the section entitled Where You Can Find More Information on page 145.

Treatment of Options (See page 47)

Vested VoiceSignal Stock Options

Nuance will not assume or otherwise replace any VoiceSignal stock option that is vested and exercisable as of the effective time of the merger or that becomes vested and exercisable as a result of the merger.

Prior to completion of the merger, VoiceSignal will give each holder of a vested stock option the opportunity to decline to accept an otherwise automatic modification of such holder s vested stock options such that:

immediately prior to the effective time of the merger, and conditioned on the completion of the merger, such holder shall automatically be deemed to have exercised such vested stock option pursuant to a net exercise program whereby such holder will be deemed to have paid the total exercise price required under such vested stock option by relinquishing that number of shares of VoiceSignal common stock underlying such option in an amount necessary to pay the applicable total exercise price and any applicable withholding taxes required because of such net exercise of such vested stock option.

After net exercise, the holder of each such vested VoiceSignal stock option will participate in the merger in the same way, and to the same extent, as if such holder owned the number of shares of VoiceSignal common stock delivered after the automatic deemed net exercise.

Unvested VoiceSignal Options

Nuance will have the opportunity to make a written election prior to the effective time of the merger, either to assume every unvested VoiceSignal option or, instead, to cause all such unvested VoiceSignal options to vest and terminate in exchange for a cash payment to the holder of each such terminated option.

The cash payment Nuance will make to each holder of an unvested option if Nuance elects to terminate the unvested options will be equal to (i) the number of shares of VoiceSignal common stock underlying the VoiceSignal option multiplied by (ii) the amount of merger consideration to which each outstanding share of VoiceSignal stock on an as-converted-to-common-stock-basis is entitled in the merger, minus (iii) the total amount of the exercise price due under such option.

If, instead of terminating the unvested options and making the cash payment described above, Nuance elects to assume all unvested VoiceSignal options, each such assumed option will be converted into an option to purchase a number of shares of Nuance common stock at an exercise price appropriately adjusted for the conversion of VoiceSignal common stock into Nuance common stock in the merger.

If any time after completion of the merger, Nuance or VoiceSignal shall terminate for any reason or no reason, other than for Cause, the employment of any holder of an assumed option that was unvested at the effective time of the merger, or the holder of any assumed option that was unvested at the effective time of the merger shall terminate for Good Reason his or her employment with Nuance or VoiceSignal, then, immediately upon such termination, such unvested option shall automatically become exercisable for all of the shares of Nuance common stock subject to such assumed option.

Cause means a determination by the Nuance board of directors that the holder of an assumed unvested option has (a) engaged in willful misconduct or unlawful or dishonest conduct in connection with the performance of such holder s duties and responsibilities as an employee or consultant of Nuance or VoiceSignal; (b) materially breached any of such holder s obligations under any agreement between such holder and Nuance or VoiceSignal that pertains to such holder s employment or consulting relationship with Nuance or VoiceSignal; (c) been convicted of a felony; or (d) refused to obey or follow a lawful and reasonable directive issued by such holder s direct supervisor.

Good Reason means with regard to a holder of an assumed unvested option: (a) a material change in such holder s position and responsibilities as an employee or consultant of Nuance or VoiceSignal, except in connection with the termination of such holder s employment; (b) a reduction in such holder s base salary or consulting fees not agreed to by such holder; or (c) a material breach by Nuance or VoiceSignal of their obligations under any agreement with such holder.

Voting Requirements (See page 30)

We cannot complete the merger unless, among other things, (i) a majority of the outstanding shares of VoiceSignal common stock and VoiceSignal preferred stock, voting together as a single class with each share of VoiceSignal common stock entitled to cast one vote and each share of VoiceSignal preferred stock entitled to cast that number of votes equal to the number of shares of VoiceSignal common stock into which such share of VoiceSignal preferred stock is convertible and (ii) a majority of the outstanding shares of VoiceSignal Series C preferred stock and Series D preferred stock, voting together as a single class, on an as-converted-to-common-stock basis, vote to adopt the merger agreement and approve the transactions contemplated thereby. As of August 13, 2007, VoiceSignal directors, executive officers and their affiliates were entitled to vote approximately 87% of the outstanding shares of VoiceSignal capital stock, voting on an as-converted-to-common-stock basis, and approximately 91% of the VoiceSignal Series C preferred stock and Series D preferred stock voting together as a single class, on an as-converted-to-common-stock basis. VoiceSignal directors, executive officers and their affiliates holding approximately 74% of the outstanding shares of VoiceSignal capital stock on an as-converted-to-common stock basis and approximately 78% of the Series C preferred stock and Series D preferred stock, voting together on an as-converted-to-common stock basis, have already agreed with Nuance and VoiceSignal, in a voting agreement, to vote their shares of VoiceSignal stock in favor of the adoption of the merger agreement and approval of the transactions contemplated thereby. No vote of Nuance stockholders is required to complete the merger.

Recommendations of the VoiceSignal Board of Directors Regarding the Merger (See page 30)

After careful consideration of numerous factors, the VoiceSignal board of directors has determined that the proposed merger is advisable, and is fair to and in the best interests of VoiceSignal and its stockholders and unanimously recommends that VoiceSignal stockholders vote FOR the proposal to adopt the merger agreement and approve the transactions contemplated thereby.

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Completion and Effectiveness of the Merger (See page 44)

We will complete the merger when all of the conditions to completion of the merger are satisfied or waived. The merger will become effective when the certificate of merger we file with the State of Delaware is accepted for filing or at a later time if we specify a later time in the certificate.

While we cannot predict the exact timing, we currently expect to complete the merger in August 2007.

Conditions to Completion of the Merger (See page 54)

Each of VoiceSignal s and Nuance s obligation to complete the merger is subject to the satisfaction or waiver of a number of conditions, including:

that no governmental entity shall have enacted, issued, promulgated, enforced or entered any law, decree, injunction or other order that is in effect and that has the effect of making the merger illegal or otherwise prohibiting completion of the merger;

that no temporary restraining order, preliminary or permanent injunction or other order issued by any court of competent jurisdiction or other legal restraint or prohibition preventing completion of the merger shall be in effect, nor shall any proceeding brought by an administrative agency or commission or other governmental entity or instrumentality, domestic or foreign, seeking any of the foregoing be threatened or pending;

that VoiceSignal stockholders shall have adopted the merger agreement, and approved the transactions contemplated thereby, including the appointment of Stata Venture Partners, LLC as the stockholder representative;

that the registration statement, of which this consent solicitation statement/prospectus is a part, be effective;

that the waiting period (and any extension thereof) applicable to the merger under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, the HSR Act, and similar merger notification laws or regulations of foreign governmental entities in connection with the merger shall have expired or been terminated;

that each company s representations and warranties in the merger agreement are true and correct, to the extent set forth in the merger agreement, except when the failure of such representations or warranties to be true and correct have not resulted, and would not reasonably be expected to result in, individually or in the aggregate with other such failures, a material adverse effect, to the other party;

that each party has complied in all material respects with its covenants and agreements in the merger agreement, to the extent set forth in the merger agreement; and

that no material adverse effect exist on either company.

Termination of the Merger Agreement (See page 57)

VoiceSignal and Nuance may mutually agree at any time to terminate the merger agreement without completing the merger.

In addition, either of VoiceSignal or Nuance may, without the consent of the other, terminate the merger agreement in either of the following circumstances:

- if the merger is not completed by November 14, 2007; or
- if: (i) there shall be a final non-appealable order of a federal or state court in effect preventing consummation of the merger, or (ii) there shall be any law enacted, promulgated or issued or deemed applicable to completion of the merger by any governmental entity that would make completion of the merger illegal.

In addition, Nuance may, without the consent of VoiceSignal, terminate the merger agreement in either of the following circumstances:

- if there shall be any action taken, or any law enacted, promulgated or issued or deemed applicable to the merger by any governmental entity, that would prohibit Nuance s ownership or operation of the business of VoiceSignal; or

- if Nuance is not in material breach of its obligations under the merger agreement and there has been a breach of any representation, warranty, covenant or agreement of VoiceSignal or the stockholders contained in the merger agreement such that the closing conditions regarding such representations, warranties and covenants would not be satisfied and such breach has not been cured within ten calendar days after written notice to VoiceSignal and the stockholder representative, unless the breach, by its nature, cannot be cured.

In addition, VoiceSignal may, without the consent of Nuance, terminate the merger agreement if:

- none of VoiceSignal or the stockholders is in material breach of their respective obligations under the merger agreement and there has been a breach of any representation, warranty, covenant or agreement of Nuance contained in the merger agreement such that the closing conditions regarding Nuance s representations, warranties and covenants would not be satisfied and such breach has not been cured within ten calendar days after written notice thereof to Nuance, unless the breach, by its nature, cannot be cured.

Payment of Certain VoiceSignal Expenses following Termination (See page 58)

Nuance has agreed to pay up to $1 million of transaction-related expenses incurred by VoiceSignal if the merger agreement is terminated under certain circumstances.

Prohibition from Soliciting Other Offers (See page 35)

VoiceSignal has agreed that it will not solicit or encourage the initiation of any inquiries regarding any acquisition proposals or proposals by third parties. If VoiceSignal receives an inquiry or proposal, VoiceSignal must immediately suspend any discussions with the party making such inquiry or proposal and notify Nuance of such inquiry or proposal.

Voting Agreements (See page 58)

As an inducement to Nuance entering into the merger agreement, certain of VoiceSignal s executive officers, directors and affiliates entered into a voting agreement with Nuance in which each has agreed, among other things, to vote his, her or its shares of VoiceSignal capital stock in favor of the adoption of the merger agreement and approval of the transactions contemplated thereby and against any action that would delay or prevent the merger and against any alternative transaction. These persons have the right, as of July 31, 2007, to vote a total of approximately 74% shares of VoiceSignal capital stock on an as-converted-to-common-stock basis and approximately 78% of the Series C preferred stock and Series D preferred stock, voting together on an as-converted-to-common stock basis. In connection with the voting agreements, these persons have granted an irrevocable proxy appointing members of the Nuance board of directors, and each of them individually, as their sole and exclusive attorneys and proxies to vote their shares in accordance with the terms of the voting agreements.

Share Ownership of Directors and Executive Officers of VoiceSignal (See page 36)

As of August 13, 2007, VoiceSignal directors, executive officers and their affiliates were entitled to vote approximately 87% of the outstanding shares of VoiceSignal capital stock voting together as a single class, on an as-converted-to-common-stock basis, and approximately 91% of the VoiceSignal Series C preferred stock and Series D preferred stock voting together as a single class, on an as-converted-to-common-stock basis.

The vote required for the adoption of the merger agreement and approval of the transactions contemplated thereby is, (i) a majority of the outstanding shares of VoiceSignal common stock and VoiceSignal preferred stock, voting together as a single class with each share of VoiceSignal common stock entitled to cast one vote and each share of VoiceSignal preferred stock entitled to cast a number of votes equal to the number of shares of VoiceSignal common stock into which such share of VoiceSignal preferred stock is convertible and (ii) a majority of the outstanding shares of VoiceSignal Series C preferred stock and Series D preferred stock, voting together as a single class on an as-converted-to common stock basis.

Interests of Directors and Officers in the Merger (See page 36)

You should be aware that certain VoiceSignal officers and directors have interests in the merger that may be different from, or in addition to, interests of VoiceSignal stockholders generally. These interests include, among others:

- Certain directors and officers each individually beneficially own or control over 5% of VoiceSignal capital stock on an as-converted-to-common stock basis.
- The employment agreements with certain VoiceSignal executive officers entitle them to certain benefits in the event of a Change in Control (as defined in the agreements) of VoiceSignal and severance payments under certain circumstances.
- The agreement of Nuance to honor the obligations of VoiceSignal pursuant to indemnification agreements between Nuance and its directors and officers and to provide directors and officers liability insurance coverage for a period of six years following the effective time of the merger.
- VoiceSignal has entered into a letter agreement, as modified by its Board of Directors, with four senior executives pursuant to which these executives will become entitled to receive bonuses totalling $930,000 upon the effective time of the merger.
- Acceleration of certain VoiceSignal options held by certain officers and the partial acceleration of certain VoiceSignal options held by certain other officers.

The VoiceSignal board of directors was aware of these interests in approving the merger.

Regulatory Approvals (See page 40)

Under the HSR Act, as amended, the merger may not be consummated unless certain filings have been submitted to the Federal Trade Commission, or the FTC, and the Antitrust Division of the Department of Justice, or the Antitrust Division, and certain waiting period requirements have been satisfied. VoiceSignal and Nuance have filed the appropriate notification and report forms with the FTC and with the Antitrust Division.

The FTC and the Antitrust Division frequently evaluate transactions like the proposed merger. At any time before or after the completion of the merger, the FTC or the Antitrust Division could take any action under the antitrust laws that it deems necessary or advisable in the public interest, including seeking to enjoin the completion of the merger or seeking the divestiture of substantial assets of VoiceSignal or Nuance. In addition, certain private parties, as well as states attorneys general and other antitrust authorities, may challenge the transaction under antitrust laws under certain circumstances.

In addition, the merger may be subject to various foreign antitrust laws.

VoiceSignal and Nuance believe that the completion of the merger will not violate any antitrust laws. There can be no assurance that a challenge to the merger on antitrust grounds will not be made, or, if such a challenge is made that the result will be favorable.

Listing of Nuance Common Stock (See page 41)

The authorization of the shares of Nuance common stock to be issued in the merger for listing on the NASDAQ Global Select Market is a condition to the merger.

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Appraisal Rights (See page 46)

Subject to compliance with the procedures set forth in Section 262 of the Delaware General Corporation Law, or DGCL, VoiceSignal stockholders who do not vote in favor of adoption of the merger agreement and approval of the transactions contemplated thereby and otherwise comply with the requirements of the DGCL will be entitled to appraisal rights in connection with the merger, whereby such stockholders may receive the fair value of their VoiceSignal shares in cash. Failure to take any of the steps required under Section 262 of the DGCL on a timely basis may result in a loss of those appraisal rights. The provisions of Delaware law that grant appraisal rights and govern such procedures are attached as Annex B.

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SUMMARY CONSOLIDATED FINANCIAL DATA OF NUANCE

The following table presents summary historical consolidated financial data of Nuance for the five most recent fiscal years and the first nine months of the current fiscal year comparative to the same period in the prior fiscal year. The financial data is derived from Nuance s consolidated financial statements. Since the information in this table is only a summary and does not provide all of the information contained in Nuance s financial statements, including related notes, you should read Management s Discussion and Analysis of Nuance s Financial Condition and Results of Operations beginning on page 77 and Nuance s consolidated financial statements, including related notes beginning on page F-4.

Nuance Communications, Inc.
Selected Summary Historical Financial Data

	Nine Months Ended June 30,		Fiscal Year Ended		Nine Months Ended	Fiscal Year Ended	
	2007	2006	Sep. 30, 2006	Sep. 30, 2005	Sep. 30, 2004	Dec. 31, 2003	Dec. 31, 2002
	(In thousands, except per share data)						
Consolidated Statement of Operations Data:							
Total revenue	$ 422,122	$ 260,377	$ 388,510	$ 232,388	$ 130,907	$ 135,399	$ 106,619
Income (loss) from operations	29,818	1,577	8,370	2,032	(7,993)	(6,462)	6,603
Income (loss) before income taxes	9,141	(6,475)	(7,071)	1,395	(8,045)	(5,787)	6,587
Net income (loss)	$ (10,599)	$ (15,671)	$ (22,887)	$ (5,417)	$ (9,378)	$ (5,518)	$ 6,333
Net income (loss) per share:							
Basic and diluted	$ (0.06)	$ (0.10)	$ (0.14)	$ (0.05)	$ (0.09)	$ (0.07)	$ 0.09
Weighted average common shares outstanding:							
Basic	173,786	162,400	163,873	109,540	103,780	78,398	67,010
Diluted	173,786	162,400	163,873	109,540	103,780	78,398	72,796

As of

	June 30, 2007	Sep. 30, 2006	Sep. 30, 2005	Sep. 30, 2004	Dec. 31, 2003	Dec. 31, 2002
			(In thousands)			
Consolidated Balance Sheet Data:						
Cash and cash equivalents	$ 168,031	$ 112,334	$ 71,687	$ 22,963	$ 42,584	$ 18,853
Short term investments	7,846		24,127	7,373		
Working capital	113,300	51,273	12,130	27,940	44,305	16,842
Total assets	1,556,356	1,235,074	757,212	392,653	401,940	143,690
Long-term liabilities	580,166	446,430	79,775	45,360	48,340	725
Total stockholders equity	749,615	576,596	514,665	301,745	303,226	119,378

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SUMMARY CONSOLIDATED FINANCIAL DATA OF VOICESIGNAL

The following table presents summary historical consolidated financial data of VoiceSignal for the five most recent fiscal years and the six months ended June 30, 2007 and 2006. The financial data are derived from VoiceSignal s consolidated financial statements, some of which are not included in this consent solicitation statement/prospectus. Because the information in this table