

Tempesta Daniel David
Form 4
December 01, 2017

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 *
Tempesta Daniel David

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE WAYSIDE ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/29/2017

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive Vice President and C

BURLINGTON, MA 01803

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

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

(City) (State) (Zip)

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	11/29/2017		A ⁽¹⁾	V Amount (A) or (D) Price 9,163 A \$ 0.001	241,374	D	
Common Stock	11/29/2017		A ⁽²⁾	7,500 A \$ 0.001	248,874	D	
Common Stock	11/29/2017		F ⁽³⁾	3,528 D \$ 16.37	245,346	D	
Common Stock	11/29/2017		A ⁽²⁾	15,260 A \$ 0.001	260,606	D	
Common Stock	11/29/2017		A ⁽²⁾	15,260 A \$ 0.001	275,866	D	

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Common Stock	11/29/2017	A ⁽²⁾	22,890	A	\$ 0.001	298,756	D
Common Stock	11/29/2017	F ⁽³⁾	7,176	D	\$ 16.37	291,580	D
Common Stock	11/29/2017	F ⁽³⁾	7,176	D	\$ 16.37	284,404	D
Common Stock	11/29/2017	F ⁽³⁾	1,792	D	\$ 16.37	282,612	D
Common Stock	11/29/2017	F ⁽³⁾	10,766	D	\$ 16.37	271,846	D
Common Stock	11/29/2017	A ⁽²⁾	3,815	A	\$ 0.001	275,661	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. 6)
				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
Tempesta Daniel David ONE WAYSIDE ROAD BURLINGTON, MA 01803	Executive Vice President and C

Signatures

By: /s/ Donna Belanger For: Daniel
Tempesta

12/01/2017

__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) Grant of Restricted Stock Units that will vest 100% on December 1, 2017 issued pursuant to the FY2017 Bonus program.
- (2) These shares are pursuant to a performance-based restricted stock unit agreement with the company whereby targets defined by the Compensation Committee were deemed to be achieved for fiscal year 2017.
- (3) These shares were withheld by the Company to cover the tax liability due upon the vesting of the restricted stock award.

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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