

Nuance Communications, Inc.
 Form 3
 January 30, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Warburg Pincus X LLC</p> <p>(Last) (First) (Middle)</p> <p>C/O WARBURG PINCUS & CO.,Â 466 LEXINGTON AVENUE</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10017</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/29/2009</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Nuance Communications, Inc. [NUAN]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
--	---	---	--	---	--

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.001 Par Value ("Common Stock")	17,395,626 <u>(1)</u> <u>(2)</u>	I <u>(1)</u> <u>(2)</u>	See Footnote <u>(1)</u> <u>(2)</u>

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
---	---	--	---------------------------	----------------------	--

Edgar Filing: Nuance Communications, Inc. - Form 3

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Warrants to buy Common Stock ("Warrants")	01/29/2009	∧ (3)	Common Stock	3,862,422 (1) (2)	\$ 11.57	I (1) (2)	See Footnote (1) (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Warburg Pincus X LLC C/O WARBURG PINCUS & CO. 466 LEXINGTON AVENUE NEW YORK, NY 10017	∧ X	∧ X	∧	∧
Warburg Pincus Private Equity X, L.P. C/O WARBURG PINCUS & CO. 466 LEXINGTON AVENUE NEW YORK, NY 10017	∧ X	∧ X	∧	∧
WARBURG PINCUS X PARTNERS, L.P. C/O WARBURG PINCUS & CO. 466 LEXINGTON AVENUE NEW YORK, NY 10017	∧ X	∧ X	∧	∧
Warburg Pincus X, L.P. C/O WARBURG PINCUS X, L.P. 466 LEXINGTON AVENUE NEW YORK, NY 10017	∧ X	∧ X	∧	∧

Signatures

WARBURG PINCUS X, LLC, By: Warburg Pincus Partners, LLC, its Sole Member, By:
Warburg Pincus & Co., its Managing Member, By: /s/ Scott A. Arenare, Partner

01/30/2009

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) The Warrants will expire upon the earlier to occur of January 29, 2013 or a "Change of Control" of the Company as defined in the Warrants.

∧

Remarks:

Exhibit List:

∧ ∆ ∆ ∆ ∆ Exhibit 99.1 - Explanation of Responses

Edgar Filing: Nuance Communications, Inc. - Form 3

Exhibit 99.2 - Joint Filers Names and Addresses
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.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.