

Tempesta Daniel David
Form 4
November 23, 2018

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
11/20/2018

____ 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/20/2018		A ⁽¹⁾		4,000	A	\$ 0.001	484,732	D
Common Stock	11/20/2018		F ⁽²⁾		1,777	D	\$ 15.87	482,955	D
Common Stock	11/20/2018		A ⁽¹⁾		6,250	A	\$ 0.001	489,205	D
Common Stock	11/20/2018		F ⁽²⁾		2,777	D	\$ 15.87	486,428	D
Common Stock	11/20/2018		A ⁽¹⁾		6,250	A	\$ 0.001	492,678	D

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Common Stock	11/20/2018	<u>F</u> (2)	2,777	D	\$ 15.87	489,901	D
Common Stock	11/20/2018	<u>A</u> (1)	4,200	A	\$ 0.001	494,101	D
Common Stock	11/20/2018	<u>F</u> (2)	1,866	D	\$ 15.87	492,235	D
Common Stock	11/20/2018	<u>A</u> (1)	5,400	A	\$ 0.001	497,635	D
Common Stock	11/20/2018	<u>F</u> (2)	2,400	D	\$ 15.87	495,235	D
Common Stock	11/20/2018	<u>A</u> (1)	5,000	A	\$ 0.001	500,235	D
Common Stock	11/20/2018	<u>F</u> (2)	2,222	D	\$ 15.87	498,013	D
Common Stock	11/20/2018	<u>A</u> (1)	33,333	A	\$ 0.001	531,346	D

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 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 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

11/23/2018

__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) 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 2018.

(2) 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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