

Nuance Communications, Inc.
 Form 4
 November 23, 2016

FORM 4

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

OMB APPROVAL

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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

(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)
 11/22/2016

____ Director _____ 10% Owner
 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)
 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 | 11/22/2016 | | A ⁽¹⁾ | | 27,045 | A | \$ 16.79 |
| Common Stock | 11/22/2016 | | F ⁽²⁾ | | 12,737 | D | \$ 16.79 |
| Common Stock | 11/22/2016 | | A ⁽¹⁾ | | 28,765 | A | \$ 16.79 |
| Common Stock | 11/22/2016 | | F ⁽²⁾ | | 13,547 | D | \$ 16.79 |
| Common Stock | 11/22/2016 | | A ⁽¹⁾ | | 24,930 | A | \$ 16.79 |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|----------|---------|---|
| Common Stock | 11/22/2016 | F ⁽²⁾ | 11,741 | D | \$ 16.79 | 321,106 | D |
| Common Stock | 11/22/2016 | A ⁽¹⁾ | 9,588 | A | \$ 16.79 | 330,694 | D |
| Common Stock | 11/22/2016 | F ⁽²⁾ | 4,515 | D | \$ 16.79 | 326,179 | D |
| Common Stock | 11/22/2016 | A ⁽¹⁾ | 1,749 | A | \$ 16.79 | 327,928 | D |
| Common Stock | 11/22/2016 | F ⁽²⁾ | 823 | D | \$ 16.79 | 327,105 | D |
| Common Stock | 11/22/2016 | A ⁽¹⁾ | 19,177 | A | \$ 16.79 | 346,282 | D |
| Common Stock | 11/22/2016 | F ⁽²⁾ | 8,257 | D | \$ 16.79 | 338,025 | D |

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

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.

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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. Nu... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------|

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

11/23/2016

__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 2016.
- (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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