

Nuance Communications, Inc.  
Form DEFA14A  
February 27, 2009

**Table of Contents**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported):**

**February 26, 2009**

**NUANCE COMMUNICATIONS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation)

**000-27038**

(Commission  
File Number)

**94-3156479**

(IRS Employer  
Identification No.)

**1 Wayside Road**

**Burlington, Massachusetts 01803**

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: **(781) 565-5000**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**TABLE OF CONTENTS**

Item 1.01. Entry into a Material Definitive Agreement

Item 3.02. Unregistered Sales of Equity Securities

Item 7.01. Regulation FD Disclosure

Item 9.01. Financial Statements and Exhibits

**SIGNATURE**

**INDEX TO EXHIBITS**

EX-2.1 Arrangement Agreement, dated February 26, 2009

EX-99.1 Nuance press release, dated February 26, 2009

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**Table of Contents**

**Item 1.01. Entry into a Material Definitive Agreement.**

On February 26, 2009, Nuance Communications, Inc. ( Nuance ) announced that it had entered into a definitive Arrangement Agreement (the Arrangement Agreement ) by and among Nuance, Nuance Acquisition ULC, an unlimited liability corporation existing under the laws of the Province of Alberta and an indirect wholly owned subsidiary of Nuance ( Sub ), and Zi Corporation, an Alberta corporation ( Zi ), pursuant to which Zi will become a wholly owned subsidiary of Sub by way of a statutory plan of arrangement (the Acquisition ).

The aggregate consideration for the Acquisition is approximately \$35 million, consisting of approximately \$17 million in cash and \$18 million in shares of Nuance common stock. Zi shareholders will receive approximately \$0.34 in cash and 0.04 shares of Nuance common stock in exchange for each Zi common share they own. The consideration will be paid to the shareholders of Zi in accordance with the terms of the Arrangement Agreement and the Plan of Arrangement which is an exhibit thereto.

The Acquisition has been approved by both companies' boards of directors and the closing of the Acquisition is subject to customary closing conditions, including Zi shareholder approval. A copy of the Arrangement Agreement is attached hereto as Exhibit 2.1 and is incorporated herein by reference. The foregoing description of the Acquisition and the Arrangement Agreement is qualified in its entirety by reference to the full text of the Arrangement Agreement.

**Item 3.02. Unregistered Sales of Equity Securities.**

In accordance with the terms of the Arrangement Agreement, Nuance will issue to the shareholders of Zi approximately \$18 million in shares of Nuance common stock upon consummation of the Acquisition. These shares are expected to be issued in reliance upon an exemption from registration provided by Section 3(a)(10) of the Securities Act of 1933, as amended, for the issuance and exchange of securities approved after a public hearing upon the fairness of the terms and conditions of the exchange by a court authorized by law to grant such approval.

**Item 7.01. Regulation FD Disclosure.**

On February 26, 2009, Nuance issued a press release announcing that it had entered into the Arrangement Agreement, a copy of which is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

2.1 Arrangement Agreement, by and among Nuance Communications, Inc., Nuance Acquisition ULC, and Zi Corporation, dated February 26, 2009.

99.1 Nuance Press Release, dated February 26, 2009.\*

\* This exhibit is furnished as part of this Current Report on Form 8-K and not filed for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that section and may only be

incorporated by  
reference in  
another filing  
under the  
Securities  
Exchange Act  
of 1934 or the  
Securities Act  
of 1933 if, and  
to the extent,  
such subsequent  
filing  
specifically  
references this  
exhibit.

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**Table of Contents**

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NUANCE COMMUNICATIONS, INC.

Date: February 27, 2009

By: /s/ Thomas L. Beaudoin  
Thomas L. Beaudoin  
Chief Financial Officer

**Table of Contents**

**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
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99.1	Nuance press release, dated February 26, 2009.