

JANEWAY WILLIAM H
Form 4
July 30, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WARBURG PINCUS & CO

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)

466 LEXINGTON AVENUE,

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/29/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

NEW YORK, NY 10017

(City) (State) (Zip)

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

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, \$0.001 par value ("Common Stock") | 07/29/2009 | | M | | 525,732 | A | \$ 0.61 | 55,330,008 (1) (2) | I (1) (2) | See footnotes (1) (2) |
| Common Stock | 07/29/2009 | | M | | 863,236 | A | \$ 5 | 56,193,244 (1) (2) | I (1) (2) | See footnotes (1) (2) |

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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|---------|--|-----------------------|---|----------------------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | | |
| | | | | Code | V | (A) | (D) | | Title | Amount Number Shares |
| Warrants to buy Common Stock | \$ 0.61 | 07/29/2009 | | M | | 525,732 | | 04/08/2004 08/06/2009 | Common Stock | 525,732 |
| Warrants to buy Common Stock | \$ 5 | 07/29/2009 | | M | | 863,236 | | 05/09/2005 08/06/2009 | Common Stock | 863,236 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WARBURG PINCUS & CO 466 LEXINGTON AVENUE NEW YORK, NY 10017 | X | X | | |
| WARBURG PINCUS LLC C/O WARBURG PINCUS & CO. 466 LEXINGTON AVENUE NEW YORK, NY 10017 | | X | | |
| Warburg Pincus Partners LLC C/O WARBURG PINCUS & CO. 466 LEXINGTON AVENUE NEW YORK, NY 10017 | X | X | | |
| Warburg Pincus X LLC C/O WARBURG PINCUS & CO. 466 LEXINGTON AVENUE NEW YORK, NY 10017 | X | X | | |
| | X | X | | |

Warburg Pincus X, L.P.
 C/O WARBURG PINCUS & CO.
 466 LEXINGTON AVENUE
 NEW YORK, NY 10017

Warburg Pincus Private Equity X, L.P.
 C/O WARBURG PINCUS & CO.
 466 LEXINGTON AVENUE
 NEW YORK, NY 10017

WARBURG PINCUS X PARTNERS, L.P.
 C/O WARBURG PINCUS & CO.
 466 LEXINGTON AVENUE
 NEW YORK, NY 10017

WARBURG PINCUS PRIVATE EQUITY VIII L P
 C/O WARBURG PINCUS & CO.
 466 LEXINGTON AVENUE
 NEW YORK, NY 10017

JANEWAY WILLIAM H
 C/O WARBURG PINCUS & CO.
 466 LEXINGTON AVE
 NEW YORK, NY 10017

HACKETT PATRICK T
 C/O WARBURG PINCUS & CO.
 466 LEXINGTON AVENUE
 NEW YORK, NY 10017

| | |
|---|---|
| X | X |
| X | X |
| X | X |
| X | |
| X | |

Signatures

WARBURG PINCUS & CO. By: /s/ Scott A. Arenare,
 Partner

07/30/2009

__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) See Exhibit 99.1, Note 1.
- (2) See Exhibit 99.1, Note 2.

Remarks:

Exhibit List

- Exhibit 99.1 - Explanation of Responses
- Exhibit 99.2 - Joint Filer Information
- Exhibit 99.3 - Joint Filers' Signatures
- Exhibit 99.4 - Power of Attorney

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.