

Nuance Communications, Inc.

Form 10-Q

May 10, 2010

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

**Form 10-Q**

(Mark One)

- ☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**  
**For the quarterly period ended March 31, 2010**
- Or**
- ☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**Commission file number 0-27038**

**NUANCE COMMUNICATIONS, INC.**  
*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or Other jurisdiction of  
incorporation or organization)*

**94-3156479**  
*(I.R.S. Employer  
Identification No.)*

**1 Wayside Road**  
**Burlington, Massachusetts**  
*(Address of principal executive offices)*

**01803**  
*(Zip Code)*

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

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☐ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐  
(Do not check if a smaller reporting company)

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The number of shares of the Registrant's Common Stock, outstanding as of April 30, 2010, was 291,222,317.

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**NUANCE COMMUNICATIONS, INC.**

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## NUANCE COMMUNICATIONS, INC.

## CONSOLIDATED STATEMENTS OF OPERATIONS

	Three Months Ended March 31,		Six Months Ended March 31,	
	2010	2009	2010	2009
	(Unaudited)			
	(In thousands, except per share amounts)			
<b>Revenue:</b>				
Product and licensing	\$ 113,161	\$ 87,025	\$ 226,388	\$ 172,600
Professional services and hosting	116,228	103,004	219,923	193,196
Maintenance and support	43,616	39,116	89,671	80,183
Total revenue	273,005	229,145	535,982	445,979
<b>Cost of revenue:</b>				
Product and licensing	10,702	9,051	23,293	17,808
Professional services and hosting	73,000	62,781	134,996	121,263
Maintenance and support	7,714	7,137	15,704	14,180
Amortization of intangible assets	12,184	9,409	23,202	17,427
Total cost of revenue	103,600	88,378	197,195	170,678
Gross profit	169,405	140,767	338,787	275,301
<b>Operating expenses:</b>				
Research and development	37,931	27,330	74,881	57,880
Sales and marketing	63,899	50,143	129,461	110,617
General and administrative	31,305	25,237	58,756	50,826
Amortization of intangible assets	22,201	19,034	44,327	36,382
Acquisition-related costs, net	7,962	3,327	20,767	9,230
Restructuring and other charges, net	12,372	250	12,987	2,348
Total operating expenses	175,670	125,321	341,179	267,283
Income (loss) from operations	(6,265)	15,446	(2,392)	8,018
<b>Other income (expense):</b>				
Interest income	173	1,049	609	2,469
Interest expense	(10,172)	(11,764)	(20,409)	(26,690)
Other income (expense), net	3,156	(449)	5,146	5,778
Income (loss) before income taxes	(13,108)	4,282	(17,046)	(10,425)
Provision (benefit) for income taxes	2,288	(998)	2,628	10,613

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Net income (loss)	\$ (15,396)	\$ 5,280	\$ (19,674)	\$ (21,038)
<b>Net income (loss) per share:</b>				
Basic	\$ (0.05)	\$ 0.02	\$ (0.07)	\$ (0.09)
Diluted	\$ (0.05)	\$ 0.02	\$ (0.07)	\$ (0.09)
<b>Weighted average common shares outstanding:</b>				
Basic	284,994	250,656	281,998	243,283
Diluted	284,994	269,187	281,998	243,283

See accompanying notes. Financial statements as of September 30, 2009 and for the three and six months ended March 31, 2009 have been adjusted for the retrospective application of FASB ASC 470-20 (see Notes 2 and 12).

Table of Contents**NUANCE COMMUNICATIONS, INC.****CONSOLIDATED BALANCE SHEETS**

	<b>March 31, 2010 (Unaudited) (In thousands, except per share amounts)</b>	<b>September 30, 2009</b>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 461,804	\$ 527,038
Accounts receivable, less allowances for doubtful accounts of \$6,996 and \$6,833	215,665	199,548
Acquired unbilled accounts receivable	7,631	9,171
Inventories, net	7,941	8,525
Prepaid expenses and other current assets	56,896	51,545
Total current assets	749,937	795,827
Land, building and equipment, net	53,286	53,468
Goodwill	2,039,705	1,891,003
Intangible assets, net	706,161	706,805
Other assets	77,503	52,361
Total assets	\$ 3,626,592	\$ 3,499,464

**LIABILITIES AND STOCKHOLDERS EQUITY**

Current liabilities:		
Current portion of long-term debt and capital leases	\$ 8,318	\$ 6,862
Contingent and deferred acquisition payments	12,663	91,431
Accounts payable	71,262	59,574
Accrued expenses and other current liabilities	148,976	104,819
Accrued business combination costs	9,939	12,144
Deferred maintenance revenue	88,268	84,607
Unearned revenue	55,334	59,788
Total current liabilities	394,760	419,225
Long-term portion of debt and capital leases	850,218	848,898
Long-term portion of accrued business combination costs	19,349	24,904
Deferred revenue, net of current portion	63,546	33,904
Deferred tax liability	55,627	56,346
Other liabilities	80,654	73,186
Total liabilities	1,464,154	1,456,463

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Commitments and contingencies (Notes 2, 5 and 18)

Stockholders' equity:

Series B preferred stock, \$0.001 par value; 15,000 shares authorized;

3,562 shares issued and outstanding (liquidation preference \$4,631) 4,631 4,631

Common stock, \$0.001 par value; 560,000 shares authorized; 291,734 and

280,647 shares issued and 287,985 and 276,935 shares outstanding 292 281

Additional paid-in capital 2,459,113 2,308,992

Treasury stock, at cost (3,749 and 3,712 shares) (16,752) (16,214)

Accumulated other comprehensive income (loss) (2,917) 7,567

Accumulated deficit (281,929) (262,256)

Total stockholders' equity 2,162,438 2,043,001

Total liabilities and stockholders' equity \$ 3,626,592 \$ 3,499,464

See accompanying notes. Financial statements as of September 30, 2009 and for the three and six months ended March 31, 2009 have been adjusted for the retrospective application of FASB ASC 470-20 (see Notes 2 and 12).



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## NUANCE COMMUNICATIONS, INC.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

	Six Months Ended March 31,	
	2010	2009
	(Unaudited)	
	(In thousands)	
<b>Cash flows from operating activities:</b>		
Net loss	\$ (19,674)	\$ (21,038)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation of property and equipment	10,448	9,124
Amortization of intangible assets	67,529	53,809
Stock-based compensation	44,774	35,002
Non-cash interest expense	6,524	6,315
Non-cash restructuring expense	6,833	
Bad debt provision	804	1,897
Gain on foreign currency forward contracts		(8,049)
Deferred tax provision	(1,111)	1,612
Other	(138)	17
Changes in operating assets and liabilities, net of effects from acquisitions:		
Accounts receivable	(8,541)	33,782
Inventories	709	(1,461)
Prepaid expenses and other assets	(4,428)	(8,299)
Accounts payable	(2,249)	25,499
Accrued expenses and other liabilities	(10,357)	(2,832)
Deferred revenue	29,457	5,187
Net cash provided by operating activities	120,580	130,565
<b>Cash flows from investing activities:</b>		
Capital expenditures	(7,850)	(12,657)
Payments for acquisitions, net of cash acquired	(159,352)	(61,712)
Proceeds from maturities of marketable securities		56
Payments for equity investment	(14,970)	(159)
Payments for acquired technology	(7,350)	(62,886)
Net cash used in investing activities	(189,522)	(137,358)
<b>Cash flows from financing activities:</b>		
Payments of debt and capital leases	(4,064)	(3,521)
Purchases of treasury stock	(538)	(144)
Payments of other long-term liabilities	(4,818)	(4,775)
Proceeds from settlement of share-based derivatives	3,784	

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Proceeds from issuance of common stock, net of issuance costs		175,111
Proceeds from issuance of common stock from employee stock options and purchase plan	18,823	7,069
Cash used to net share settle employee equity awards	(9,246)	(5,000)
Net cash provided by financing activities	3,941	168,740
Effects of exchange rate changes on cash and cash equivalents	(233)	(2,505)
Net increase (decrease) in cash and cash equivalents	(65,234)	159,442
Cash and cash equivalents at beginning of period	527,038	261,540
Cash and cash equivalents at end of period	\$ 461,804	\$ 420,982

See accompanying notes. Financial statements as of September 30, 2009 and for the three and six months ended March 31, 2009 have been adjusted for the retrospective application of FASB ASC 470-20 (see Notes 2 and 12).

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**NUANCE COMMUNICATIONS, INC.**

**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

**1. Organization and Presentation**

The consolidated financial statements include the accounts of Nuance Communications, Inc. ( Nuance , we , or the Company ) and our wholly-owned subsidiaries. We prepared these unaudited interim consolidated financial statements in accordance with U.S. generally accepted accounting principles (GAAP) for interim periods. In our opinion, these financial statements reflect all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of our financial position for the periods disclosed. Intercompany transactions have been eliminated.

We acquired SpinVox Limited ( SpinVox ), a UK-based privately-held company engaged in the business of providing voice to text services, on December 30, 2009 and other businesses during the second quarter of 2010. Refer to Note 4 for additional information.

Although we believe the disclosures in these financial statements are adequate to make the information presented not misleading, certain information normally included in the footnotes prepared in accordance with GAAP has been omitted. Accordingly, these financial statements should be read in conjunction with the audited financial statements and the notes thereto included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2009. Interim results are not necessarily indicative of the results that may be expected for a full year.

We reclassified certain acquisition-related costs included within operating expenses for the three and six months ended March 31, 2009 to conform to our revised statement of operations presentation for such costs as disclosed in Note 2 below. Such reclassifications did not affect total revenues, gross profit, income (loss) from operations, net income (loss), or cash flow from operations.

**2. Summary of Significant Accounting Policies**

We have made no material changes to the significant accounting policies disclosed in our Annual Report on Form 10-K for the fiscal year ended September 30, 2009, other than as outlined below.

***Acquisition-Related Costs, net***

Acquisition-related costs include those costs related to business and other acquisitions, including potential acquisitions. These costs consist of transition and integration costs, including retention payments, transitional employee costs and earn-out payments treated as compensation expense, as well as the costs of integration-related services provided by third-parties; professional service fees, including direct third-party costs of the transaction and post-acquisition legal and other professional service fees associated with disputes and regulatory matters related to acquired entities; and adjustments to acquisition-related items that are required to be marked to fair value each reporting period, such as contingent consideration, and other items related to acquisitions for which the measurement period has ended. Previous to our adoption of ASC 805 in fiscal 2010, certain acquisition-related costs and adjustments now recorded as operating expenses in our consolidated statements of operations were included as a part of the consideration transferred and capitalized as a part of the accounting for our business acquisitions pursuant to previous accounting rules, primarily direct transaction costs. In addition, there were no items under the legacy business combination accounting guidance that were required to be re-measured to fair value on a recurring basis.

	<b>Three Months Ended March 31,</b>		<b>Six Months Ended March 31,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
Transition and integration costs	\$ 5,199	\$ 579	\$ 8,652	\$ 1,906
Professional service fees	2,556	3,511	11,854	8,028
Acquisition-related adjustments	207	(763)	261	(704)
Total	\$ 7,962	\$ 3,327	\$ 20,767	\$ 9,230

**Table of Contents****NUANCE COMMUNICATIONS, INC.****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)*****Accounting for Collaboration Agreements***

On October 9, 2009, we entered into a five-year collaboration agreement with a third party to accelerate the development of new speech technologies. All intellectual property derived from the collaboration will be jointly-owned by the two parties and Nuance will have the sole rights to commercialize the intellectual property during the term of the agreement. All sales related thereto will be recorded as revenue by the selling party. In consideration for the services from the third party in the collaboration efforts, as well as the joint ownership rights over intellectual property developed under the arrangement and the exclusive right to commercialize such developed intellectual property for the term of the arrangement, we will pay \$80.0 million in five equal payments of \$16.0 million on August 15th of each year, payable in cash or our common stock, at our option. These upfront payments will be recorded as a prepaid asset and expensed ratably over each annual period, commensurate with the pattern in which we expect the third party to perform its services and convey our rights under the arrangement. On October 14, 2009, we made our first payment under the arrangement consisting of 1,047,120 shares of our common stock valued at \$16.0 million. For the three and six months ended March 31, 2010, \$4.0 million and \$8.0 million, respectively has been recorded as research and development expense in our consolidated statements of operations.

On January 13, 2010, we amended the collaboration agreement to extend certain provisions for eighteen months following the termination of the agreement. In consideration for the extension, we agreed to pay an additional \$12.0 million to the third-party in five equal payments of \$2.4 million on August 15th of each year over the five-year agreement term, payable in cash or our common stock, at our option, with the exception of the first payment, which was made during the second quarter of fiscal 2010 through the issuance of 145,897 shares of our common stock. These upfront payments are recorded as a prepaid asset when made and will be expensed ratably to sales and marketing expense over the eighteen-month extension period.

***Accounting for Convertible Debt***

During the first quarter of fiscal 2010, we adopted the provisions in FASB ASC 470-20 as they relate to our convertible debt instruments that may be settled in cash upon conversion (formerly referred to as FSP APB 14-1, *Accounting for Convertible Debt Instruments that May be Settled in Cash upon Conversion (Including Partial Cash Settlement)*) effective October 1, 2009. The guidance requires us to separately account for the liability (debt) and equity (conversion option) components of our convertible debt instruments that require or permit settlement in cash upon conversion in a manner that reflects our nonconvertible debt borrowing rate at the time of issuance. The equity components of our convertible debt instruments are recorded to stockholders' equity with an offsetting debt discount. The debt discount created is amortized to interest expense in our consolidated statement of operations using the effective interest method over the expected term of the convertible debt. The provisions herein discussed have been applied retrospectively to all financial information presented. Refer to information below and in Note 12 for further information.

The following tables illustrate the retrospective effect of adopting ASC 470-20 to the consolidated statements of operations for the three and six months ended March 31, 2009 (in thousands):

<b>Three Months Ended March 31, 2009</b>	<b>Six Months Ended March 31, 2009</b>
<b>As Adjusted for</b>	<b>As Adjusted for</b>

	<b>As Originally Reported</b>	<b>Retrospective Application</b>	<b>As Originally Reported</b>	<b>Retrospective Application</b>
Interest expense	\$ 9,977	\$ 11,764	\$ 23,135	\$ 26,690
Income (loss) before income taxes	6,069	4,282	(6,870)	(10,425)
Net income (loss)	7,067	5,280	(17,483)	(21,038)
Basic and diluted income (loss) per share	\$ 0.03	\$ 0.02	\$ (0.07)	\$ (0.09)

**Table of Contents****NUANCE COMMUNICATIONS, INC.****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table illustrates the retrospective effect of adopting ASC 470-20 to the consolidated balance sheet as of September 30, 2009 (in thousands):

	<b>As Originally Reported</b>	<b>As Adjusted for Retrospective Application</b>
Other assets(a)	\$ 52,511	\$ 52,361
Long-term portion of debt and capital leases(b)	888,611	848,898
Additional paid-in-capital(c)	2,254,511	2,308,992
Accumulated deficit	\$ (247,338)	\$ (262,256)

- (a) Other assets have been adjusted for the portion of the debt issuance costs attributable to the 2.75% Convertible Senior Notes that must be retrospectively allocated to the equity component of the debt instrument through additional paid-in-capital as of the date of the notes issuance.
- (b) Long-term portion of debt and capital leases has been adjusted to reflect retrospective recognition of the debt discount created by bifurcating the equity component of the convertible notes from the liability component.
- (c) Additional paid-in-capital has been adjusted to reflect recording, retrospectively, the equity component of the convertible notes, as well as the equity component allocation of the debt issuance costs attributable to the 2.75% Convertible Senior Notes.

***Recently Issued Accounting Standards***

In January 2010, the FASB issued Accounting Standards Update ( ASU ) No. 2010-06, *Improving Disclosures about Fair Value Measurements (Topic 820) Fair Value Measurements and Disclosures* ( ASU 2010-06 ) to add additional disclosures about the different classes of assets and liabilities measured at fair value, the valuation techniques and inputs used, the activity in Level 3 fair value measurements, and transfers between Levels 1, 2, and 3. Levels 1, 2 and 3 of fair value measurements are defined in Note 8 below. ASU 2010-06 is effective for us for the interim reporting period beginning January 1, 2010, except for the provisions related to activity in Level 3 fair value measurements. Those provisions are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. ASU 2010-06 impacts disclosure only and therefore, did not, and is not expected to, have a material impact on our financial statements.

In April 2010, the FASB issued ASU No. 2010-17, *Revenue Recognition Milestone Method (Topic 605): Milestone Method of Revenue Recognition*. The ASU codifies the consensus reached in Emerging Issues Task Force ( EITF ) Issue No. 08-9, *Milestone Method of Revenue Recognition*. The amendments to the FASB Accounting Standards Codification ( the Codification or ASC ) provide guidance on defining a milestone and determining when it may be appropriate to apply the milestone method of revenue recognition for research or development transactions. Consideration that is contingent on achievement of a milestone in its entirety may be recognized as revenue in the period in which the milestone is achieved only if the milestone is judged to meet certain criteria to be considered substantive. The amendments in the ASU are effective on a prospective basis for milestones achieved in fiscal years,

and interim periods within those years, beginning on or after June 15, 2010. Early adoption is permitted. If an entity elects early adoption and the period of adoption is not the beginning of the entity's fiscal year, the entity must apply the amendments retrospectively from the beginning of the year of adoption. Entities may also elect to adopt the amendments in the ASU retrospectively for all prior periods. We are currently evaluating the potential impact of this ASU on our consolidated financial statements.

In September 2009, the EITF ratified EITF Issue No. 08-1, *Revenue Arrangements with Multiple Deliverables*, which has since been codified in the ASC as ASU No. 2009-13 (ASU 2009-13), supersedes EITF Issue No. 00-21, *Revenue Arrangements with Multiple Deliverables*, now referred to as ASC 605-25-50-1. ASU 2009-13 eliminates the residual method of accounting for non-software arrangements, as well as the associated requirements for establishing objective and reliable evidence of fair value. The residual method is replaced in ASU 2009-13 by the



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## NUANCE COMMUNICATIONS, INC.

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

estimated selling price method whereby revenue in a multiple-element arrangement is allocated to each element based on its estimated selling price. Estimating selling price is established through a hierarchy starting with vendor-specific objective evidence of fair value, followed by third-party evidence, and lastly by any reasonable, objective estimate of the selling price were the element to be sold on a standalone basis. Estimates of selling price must consider both entity-specific factors and market conditions. ASU 2009-13 is applied prospectively to all revenue transactions entered into, or materially modified, after June 15, 2010. Early adoption is permitted if adopted as of the beginning of an entity's fiscal year and no prior interim period financial statements from that fiscal year have already been issued or the entity retrospectively applies the provisions of this ASU to its previously-issued current fiscal year interim financial statements. We currently do not expect that the adoption of ASU 2009-13 will have a material impact on our consolidated financial statements.

In September 2009, the EITF ratified EITF Issue No. 09-3, *Applicability of AICPA Statement of Position 97-2 to Certain Arrangements That Include Software Elements*, which has since been codified in the Codification as ASU No. 2009-14 (ASU 2009-14). ASU 2009-14 applies to multiple-element arrangements that contain both software and hardware elements, and amends the scope of AICPA Statement of Position (SOP) No. 97-2, *Software Revenue Recognition*, now referred to as ASC 985-605, to exclude tangible products containing software and non-software components that together function to deliver the product's essential functionality from the scope of ASC 985-605. ASU 2009-14 is applied prospectively to all revenue transactions entered into, or materially modified, after June 15, 2010. Early adoption is permitted only when ASU 2009-13 is also early adopted as of the same period. We are continuing to evaluate the potential impact of this ASU on our consolidated financial statements.

**3. Comprehensive Loss**

The components of comprehensive loss are as follows (table in thousands):

	Three Months Ended March 31,		Six Months Ended March 31,	
	2010	2009	2010	2009
Net income (loss)	\$ (15,396)	\$ 5,280	\$ (19,674)	\$ (21,038)
Other comprehensive income (loss):				
Foreign currency translation adjustment	(11,158)	(14,229)	(12,022)	(26,018)
Unrealized gain (loss) on cash flow hedge derivatives	727	(10)	1,538	(4,229)
Other comprehensive income (loss)	(10,431)	(14,239)	(10,484)	(30,247)
Other comprehensive loss	\$ (25,827)	\$ (8,959)	\$ (30,158)	\$ (51,285)

**4. Business Acquisitions***Second Quarter Acquisitions*

During the second quarter of fiscal 2010, we acquired all of the outstanding capital stock of two speech-related technology companies primarily to expand our product offerings and enhance our technology base. The acquisitions were non-taxable events and the goodwill resulting from these acquisitions is not expected to be deductible for tax purposes. The results of operations of these companies have been included in our consolidated results from their respective acquisition dates. The total consideration for these acquisitions was \$26.8 million, including the issuance of 1.1 million shares of our common stock valued at \$18.0 million. In allocating the total purchase consideration for these acquisitions based on estimated fair values, we preliminarily recorded \$18.0 million of goodwill, \$9.6 million of identifiable intangible assets, and \$0.7 million in net liabilities (resulting primarily from acquired accounts receivable, net of liabilities assumed). The preliminary allocations of the purchase consideration were based upon preliminary valuations and our estimates and assumptions are subject to change. Intangible assets acquired included

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primarily core and completed technology and customer relationships with weighted average useful lives of 7.9 years.

***Acquisition of SpinVox***

On December 30, 2009, we acquired all of the outstanding capital stock of SpinVox Limited ( SpinVox ), a UK-based privately-held company engaged in the business of providing voicemail-to-text services. The acquisition was a non-taxable event and the goodwill resulting from this acquisition is not expected to be deductible for tax purposes. The results of operations of SpinVox have been included in our results of operations from January 1, 2010. The results of operations of SpinVox for the one day, December 31, 2009, of the fiscal first quarter during which SpinVox was a part of Nuance were excluded from our consolidated results for the six months ended March 31, 2010 as such amounts for that one day were immaterial.

A summary of the preliminary allocation of the purchase consideration is as follows (in thousands):

Total purchase consideration:	
Cash	\$ 67,500
Common stock(a)	36,352
Total purchase consideration	\$ 103,852
Allocation of the purchase consideration:	
Cash	\$ 4,061
Accounts receivable(b)	12,891
Other assets	2,943
Property and equipment	1,585
Identifiable intangible assets	45,300
Goodwill	108,885
Total assets acquired	175,665
Current liabilities	(70,761)
Deferred revenue	(1,052)
Total liabilities assumed	(71,813)
Net assets acquired	\$ 103,852

(a) Approximately 2.3 million shares of our common stock valued at \$15.81 per share based on the closing price of our common stock on the acquisition date were issued at closing.

(b) Accounts receivable have been recorded at their estimated fair value, which consists of the gross accounts receivable assumed of \$16.6 million, reduced by fair value reserve of \$3.7 million, which represents the portion of SpinVox's contractually owed accounts receivable we do not expect to be able to collect.

The following are the identifiable intangible assets acquired and their respective weighted average useful lives, as determined based on a preliminary valuation (table in thousands, except for years):

	<b>Amount</b>	<b>Weighted Average Life (In years)</b>
Customer relationships	\$ 28,000	14.0
Core and completed technology	16,300	4.3
Trade name	1,000	1.5
Total	\$ 45,300	

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## NUANCE COMMUNICATIONS, INC.

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Pro Forma Results

The following unaudited pro forma financial information summarizes the combined results of operations for the Company and SpinVox as though they were combined from October 1, 2008 (table in thousands, except per share data):

	Three Months Ended March 31,		Six Months Ended March 31,	
	2010	2009	2010	2009
Revenue	\$ 273,005	\$ 233,010	\$ 547,958	\$ 450,956
Net loss	(15,396)	(17,548)	(51,236)	(72,620)
Net loss per share basic and diluted	\$ (0.05)	\$ (0.07)	\$ (0.18)	\$ (0.30)

We have not furnished pro forma financial information relating to our second quarter acquisitions because such information is not material, individually or in the aggregate, to our financial results.

**5. Contingent Acquisition Payments***Earn-out Payments*

In connection with our acquisition of SNAPin Software, Inc. ( SNAPin ) we agreed to make a contingent earn-out payment of up to \$45.0 million in cash to be paid, if at all, based on the business achieving certain performance targets that are measurable from the acquisition date to December 31, 2009. Additionally, we would be required to issue earn-out consideration to SNAPin option holders. Option earn-out consideration, if earned, is payable at our sole discretion, in cash, stock or additional options to purchase common stock. The total value of this option earn-out consideration may aggregate up to \$2.5 million, and will be recorded as compensation expense over the service period, if earned. In April 2010, the Company and the former shareholders of SNAPin agreed on a \$21.2 million final value of the earn-out and recorded the difference of \$8.3 million between the previously recorded earn-out liability as of September 30, 2009 and the final agreed amount as additional purchase price during the first half of fiscal 2010. On April 30, 2010, we issued 565,069 shares of our common stock, valued at \$10.6 million, as our first payment under the earn-out agreement. The remaining \$10.6 million is payable in cash or stock, solely at our option, on or before October 1, 2011. As of March 31, 2010, we had recorded \$21.2 million in liabilities, split evenly between current and long-term.

In connection with our acquisition of Multi-Vision Communications, Inc. ( Multi-Vision ), we agreed to make contingent earn-out payments of up to \$15.0 million, payable in stock, or cash, solely at our discretion, relating to earn-out provisions described in the share purchase agreement. Two-thirds of the earn-out is conditioned on performance targets and continued employment; accordingly, up to \$10.0 million of any earn-out payments that become payable will be recorded as compensation expense, and up to \$5.0 million, the portion of the prospective earn-out attributable solely to performance targets, will be recorded as additional purchase price and allocated to goodwill. We have notified the former shareholders of Multi-Vision that the performance targets were not achieved. Therefore, through March 31, 2010, we have not recorded any obligation or related compensation expense relative to these measures.

In connection with our acquisition of Vocada, Inc. ( Vocada ), we agreed to make contingent earn-out payments of up to \$21.0 million upon the achievement of certain financial targets measured over defined periods through December 31, 2010. Payments, if any, may be made in the form of cash or shares of our common stock, at our sole discretion. We have notified the former shareholders of Vocada that the financial targets for certain periods were not achieved. The former shareholders of Vocada have requested additional information regarding this determination. We are currently in discussions with the former shareholders of Vocada regarding this matter. Through March 31, 2010, we have not recorded any obligation relative to these matters.

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## NUANCE COMMUNICATIONS, INC.

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

In connection with the acquisition of Commissure, Inc. ( *Commissure* ), we agreed to make contingent earn-out payments of up to \$8.0 million upon the achievement of certain financial targets for the fiscal years 2008, 2009 and 2010. Payments, if any, may be made in the form of cash or shares of our common stock, solely at our discretion. We have notified the former shareholders of Commissure that the financial targets for the fiscal year ended September 30, 2008 were not achieved and the related contingent earn-out payment was not earned. We are continuing to evaluate the financial targets related to the fiscal year 2009. Through March 31, 2010, we have not recorded any earn-out obligation relative to the Commissure acquisition.

In November 2008, we amended the earn-out provisions set forth in the merger agreement related to the acquisition of Mobile Voice Control, Inc. ( *MVC* ) such that the former shareholders of MVC were eligible to earn 377,964 and 755,929 shares based on the achievement of calendar 2008 and 2009 financial targets, respectively. The stock payments, if any, that are made based on the provisions of this amendment will be recorded to goodwill, as incremental purchase price. We have notified the former shareholders of MVC that the financial targets for calendar 2008 and 2009 were not achieved and therefore we have not recorded any obligation relative to these measures.

In connection with our acquisition of Phonetic Systems Ltd. ( *Phonetic* ) in February 2005, we agreed to make contingent earn-out payments of \$35.0 million upon achievement of certain established financial and performance targets, in accordance with the merger agreement. In December 2009, we paid \$11.3 million to the former shareholders of Phonetic in final settlement of the contingent earn-out provisions; recording the amount paid as additional purchase price related to the Phonetic acquisition.

***Escrow and Holdback Arrangements***

In connection with certain of our acquisitions, we have placed either cash or shares of our common stock in escrow to satisfy any claims we may have. If no claims are made, the escrowed amounts will be released to the former shareholders of the acquired companies. Historically, under the previous accounting guidance of SFAS No. 141, *Business Combinations* ( *SFAS 141* ), we could not make a determination, beyond a reasonable doubt, whether the escrow would become payable to the former shareholders of these companies until the escrow period had expired. Accordingly, these amounts were treated as contingent purchase price until it was determined that the escrow was payable, at which time the escrowed amounts would be recorded as additional purchase price and allocated to goodwill. Under the revised accounting guidance of ASC 805, escrow payments are generally considered part of the initial purchase consideration and accounted for as goodwill.

The following table summarizes the terms of the escrow arrangements that were entered into under the guidance of SFAS 141 that were not released as of March 31, 2010 (table in thousands):

	Initially Scheduled Escrow		Share Payment Number of Shares
	Release Date	Cash Payment	
X-Solutions	December 10, 2010	\$ 1,050	n/a
eCopy	December 30, 2010	7,800	n/a

Total	\$	8,850	n/a
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**Table of Contents****NUANCE COMMUNICATIONS, INC.****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****6. Goodwill and Intangible Assets**

The changes in the carrying amount of goodwill for the six months ended March 31, 2010, are as follows (in thousands):

Balance as of September 30, 2009	\$ 1,891,003
Goodwill acquired	126,847
Purchase accounting adjustments	30,664
Effect of foreign currency translation	(8,809)
Balance as of March 31, 2010	\$ 2,039,705

Purchase accounting adjustments recorded during the six months ended March 31, 2010 consisted primarily of a \$13.1 million increase in the fair value estimate of intangible assets from our fourth quarter fiscal 2009 acquisition and the \$11.3 million Phonetic earn-out payment and an \$8.3 million increase to the SNAPin earn-out liability discussed in Note 5 above. These increases were partially offset by a \$1.9 million reduction to the Philips Speech Recognition Systems GMBH ( PSRS ) purchase price based on a final working capital adjustment agreed between us and the former shareholder of PSRS in November 2009.

Intangible assets consist of the following as of March 31, 2010 (table in thousands, except for years):

	<b>March 31, 2010</b>			<b>Weighted Average Remaining Life (Years)</b>
	<b>Gross Carrying Amount</b>	<b>Accumulated Amortization</b>	<b>Net Carrying Amount</b>	
Customer relationships	\$ 579,139	\$ (194,589)	\$ 384,550	7.3
Technology and patents	368,995	(106,973)	262,022	6.4
Tradenames, trademarks, and other	39,147	(9,339)	29,808	4.6
Non-competition agreements	4,574	(2,593)	1,981	1.9
Subtotal	991,855	(313,494)	678,361	6.8
Tradename, indefinite life	27,800		27,800	n/a
Total	\$ 1,019,655	\$ (313,494)	\$ 706,161	

In June 2009, we entered into a joint marketing and selling agreement with a third party and paid \$7.0 million, consisting of \$2.0 million in cash and \$5.0 million in common stock, in consideration of that arrangement. We have capitalized the \$7.0 million payment as an intangible asset, included in the tradenames, trademarks, and other

grouping above, and assigned a useful life of 3 years, commensurate with the legal term of the rights in the arrangement. In addition to the \$7.0 million paid in June, we also issued 879,567 shares of our common stock, valued at \$13.0 million, in December 2009 as an additional payment, upon the third party meeting certain performance criteria under the agreement by October 31, 2009. The additional \$13.0 million was capitalized and classified in the same manner as the initial \$7.0 million payment.

In March 2010, we acquired a portfolio of technology patents as well as a royalty-free, paid-up perpetual source and object code license from third-parties for \$12.5 million, including \$2.5 million in cash and 607,903 shares of our common stock valued at \$10.0 million. The estimated useful lives of the patent portfolio and the software license are 13 years and 7 years, respectively. Both the patent portfolio and the license have been included within the technology and patents grouping above.

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## NUANCE COMMUNICATIONS, INC.

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Estimated amortization expense for each of the five succeeding years, is as follows (in thousands):

Year Ending September 30,	Cost of Revenue	Operating Expenses	Total
2010 (April 1, 2010 to September 30, 2010)	\$ 25,486	\$ 43,493	\$ 68,979
2011	49,902	80,021	129,923
2012	44,864	69,473	114,337
2013	38,906	55,070	93,976
2014	29,934	48,264	78,198
Thereafter	72,930	120,018	192,948
Total	\$ 262,022	\$ 416,339	\$ 678,361

**7. Financial Instruments and Hedging Activities***Interest Rate Swap Agreements*

To manage the interest rate exposure on our variable-rate borrowings, we use interest rate swaps to convert specific variable-rate debt into fixed-rate debt. As of March 31, 2010, we have two outstanding interest rate swaps designated as cash flow hedges with an aggregate notional amount of \$200 million. The interest rates on these swaps are 2.7% and 2.1%, plus the applicable margin for the Credit Facility, and they expire in October 2010 and November 2010, respectively. As of March 31, 2010 and September 30, 2009, the aggregate cumulative unrealized losses related to these swaps, were \$2.6 million and \$4.0 million, respectively and were included in accumulated other comprehensive income (loss) in the accompanying balance sheets.

*Forward Currency Contracts Designated as Cash Flow Hedges*

On October 1, 2009, we entered into foreign currency contracts to hedge exposure on the variability of cash flows in Canadian dollars with a total notional amount of CAD\$8.7 million. These contracts are designated as cash flow hedges. At March 31, 2010, these contracts had an aggregate remaining, unsettled notional amount of CAD\$2.1 million (\$2.1 million at March 31, 2010 exchange rate). The contracts settle each month from April 13, 2010 through July 13, 2010. As of March 31, 2010, the aggregate cumulative unrealized gains related to these contracts were \$0.1 million and were included in accumulated other comprehensive income (loss) in the accompanying balance sheets.

On February 4, 2010, we entered into foreign currency contracts to hedge exposure on the variability of cash flows in Hungarian Forints ( HUF ) with a total notional amount of HUF 688.0 million. These contracts are designated as cash flow hedges. At March 31, 2010, these contracts had an aggregate remaining, unsettled notional amount of HUF 479.0 million (\$2.4 million at March 31, 2010 exchange rate). The contracts settle each month from April 19, 2010 through October 18, 2010. As of March 31, 2010, the aggregate cumulative unrealized gains related to these contracts were less than \$0.1 million.

***Other Derivative Activities***

During the three months ended December 31, 2008, we entered into foreign currency forward contracts to offset foreign currency exposure on the deferred acquisition payment of 44.3 million related to our acquisition of PSRS, resulting in a net gain during that period of \$8.0 million included in other income (expense). The foreign currency contracts matured and were settled on October 22, 2009. The gain for the period from September 30, 2009 to settlement on October 22, 2009 was \$1.6 million, but was offset in other income (expense), net by the loss resulting from the corresponding change in the associated deferred acquisition payment liability.

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## NUANCE COMMUNICATIONS, INC.

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

In June 2009, we acquired certain intangible assets and issued 1,809,353 shares of our common stock, valued at \$25.0 million, as part of the total consideration. We also issued an additional 315,790 shares of our common stock, valued at \$4.5 million, in June 2009 as a prepayment for professional services. These shares issued are subject to security price guarantees which are accounted for as derivatives, and are being accounted for separately from their host agreements due to the determination that such instruments would not be considered equity instruments if freestanding. The security price guarantees require a payment from either us to the third party, or from the third party to us based upon the difference between the price of our common stock on the issue date and an average price of our common stock approximately six months following the issue date. Changes in fair value of these security price guarantees are reported in earnings each period as non-operating income (expense) within other income (expense), net. These security price guarantees expired and were settled in December 2009 and January 2010. The third-party paid \$3.8 million to the Company during January 2010 in final settlement thereof.

In October and December 2009, we issued 1,047,120 and 879,567 shares of our common stock in payment to a third party, valued at \$16.0 million and \$13.0 million, respectively. The \$16.0 million payment was our first payment in consideration for the research and development services of the third party in connection with the five-year collaboration arrangement discussed in Note 2 above, while the \$13.0 million payment was final payment in respect of the joint marketing and selling agreement with the same third party discussed in Note 6 above. These shares are subject to security price guarantees of the same nature as those described above.

In March 2010, we issued 607,903 and 145,897 shares of our common stock in payment to a third party, valued at \$10.0 million and \$2.4 million, respectively. The \$10.0 million payment was for the purchase of the source and object code software license discussed in Note 6 above, while the \$2.4 million payment was in respect of the amendment of the five-year collaboration agreement discussed in Note 2 above. These shares are subject to security price guarantees of the same nature as those described above.

As of March 31, 2010, we have outstanding security price guarantees relative to a total of 2,680,487 shares of our common stock issued to a third party. For the three and six months ended March 31, 2010, increases in fair value of \$2.6 and \$4.7 million, respectively, related to the settled and unsettled security price guarantees are reported in earnings as non-operating income within other income (expense), net.

The following table provides a quantitative summary of the fair value of our hedged and non-hedged derivative instruments as of March 31, 2010 and September 30, 2009 (table in thousands):

Description	Balance Sheet Classification	Fair Value	
		March 31, 2010	September 30, 2009
<b>Derivatives Not Designated as Hedges:</b>			
Foreign currency contracts	Prepaid expenses and other current assets	\$	\$ 8,682
Security price guarantees	Prepaid expenses and other current assets	3,223	2,299
		\$ 3,223	\$ 10,981

Net asset (liability) value of non-hedged  
derivative instruments

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## NUANCE COMMUNICATIONS, INC.

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Description	Balance Sheet Classification	Fair Value	
		March 31, 2010	September 30, 2009
<b>Derivatives Designated as Hedges:</b>			
Foreign currency contracts	Prepaid expenses and other current assets	\$ 125	\$
Interest rate swaps	Accrued expenses and other current liabilities(a)	(2,574)	(3,982)
Net asset (liability) value of hedged derivative instruments		\$ (2,449)	\$ (3,982)

(a) The fair value of the interest rate swaps was classified in other long-term liabilities as of September 30, 2009 as the settlement date for the swaps was greater than twelve months from the balance sheet date.

The following tables summarize the activity of derivative instruments for fiscal 2010 and 2009 (tables in thousands):

**Derivatives Designated as Hedges for the Three Months Ended March 31,**

	Amount of Gain (Loss)		Location and Amount of Gain (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	
	Recognized in OCI			
	2010	2009	2010	2009
Foreign currency contracts	\$ 64	\$ (386)	Other income (expense), net	\$ 92
Interest rate swaps	\$ 751	\$ 376	N/A	\$

**Derivatives Designated as Hedges for the Six Months Ended March 31,**

	Amount of Gain (Loss)		Location and Amount of Gain (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	
	Recognized in OCI			
	2010	2009	2010	2009
Foreign currency contracts	\$ 217	\$ (386)	Other income (expense), net	\$ 92

Interest rate swaps	\$ 1,408	\$ (3,843)	N/A	\$	\$
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**Derivatives Not Designated as Hedges****Amount of Gain (Loss) Recognized in Income  
Three Months Ended**

		<b>Amount of Gain (Loss) Recognized in Income</b>			
	<b>Location of Gain (Loss) Recognized in Income</b>	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
		<b>March 31, 2010</b>	<b>March 31, 2009</b>	<b>March 31, 2010</b>	<b>March 31, 2009</b>
Foreign currency contracts	Other income (expense), net	\$	\$ (3,938)	\$	\$ 2,551
Security price guarantees	Other income (expense), net	\$ 2,636	\$	\$ 4,708	\$

**Other Financial Instruments**

Financial instruments, including cash equivalents, accounts receivable, and derivative instruments, are carried in the consolidated financial statements at amounts that approximate their fair value. Refer to Note 12 for discussion of fair value of our long-term debt.



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## NUANCE COMMUNICATIONS, INC.

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**8. Fair Value Measures**

Fair value is defined as the price that would be received for an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. Valuation techniques must maximize the use of observable inputs and minimize the use of unobservable inputs. When determining the fair value measurements for assets and liabilities required to be recorded at fair value, we consider the principal or most advantageous market in which we would transact and consider assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance.

ASC 820 (formerly referred to as SFAS No. 157, *Fair Value* Measurements) establishes a value hierarchy based on three levels of inputs, of which the first two are considered observable and the third is considered unobservable:

*Level 1.* Quoted prices for identical assets or liabilities in active markets which we can access.

*Level 2.* Observable inputs other than those described as Level 1.

*Level 3.* Unobservable inputs.

Assets and liabilities measured at fair value on a recurring basis at March 31, 2010 consisted of (table in thousands):

	March 31, 2010			
	Level 1	Level 2	Level 3	Total
Assets:				
Money market funds(a)	\$ 375,770	\$	\$	\$ 375,770
US government agency securities(a)	10,000			10,000
Foreign currency exchange contracts(c)		125		125
Security price guarantees(d)		3,223		3,223
Total assets at fair value	\$ 385,770	\$ 3,348	\$	\$ 389,118
Liabilities:				
Contingent consideration(e)	\$	\$	\$ 1,190	\$ 1,190
Interest rate swaps(b)		2,574		2,574
Total liabilities at fair value	\$	\$ 2,574	\$ 1,190	\$ 3,764

(a) Money market funds and US government agency securities, included in cash and cash equivalents in the accompanying balance sheet, are valued at quoted market prices in active markets.

(b) The fair values of the interest rate swaps are estimated using discounted cash flow analyses that factor in observable market inputs such as LIBOR based yield curves, forward rates, and credit spreads.

- (c) The fair value of our foreign currency exchange contracts is the intrinsic value of the contracts based on observable inputs for similar derivative instruments in active markets or quoted prices for identical or similar instruments in markets that are not active or are directly or indirectly observable.
- (d) The fair values of the security price guarantees are determined using a modified Black-Scholes model, derived from observable inputs such as US treasury interest rates, our common stock price, and the volatility of our common stock. The valuation model values both the put and call components of the guarantees simultaneously, with the net value of those components representing the fair value of each instrument.
- (e) The fair value of our contingent consideration arrangement is determined based on the Company's evaluation as to the probability and amount of any earn-out that will be achieved based on expected future performance by the acquired entity, as well as our common stock price since the contingent consideration arrangement is payable in shares of our common stock.

**Table of Contents****NUANCE COMMUNICATIONS, INC.****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)*****Level 3 Instruments***

As of March 31, 2010, only our contingent consideration arrangement, entered into during the second quarter of fiscal 2010, qualifies as a Level 3 instrument. Prior to the second quarter fiscal 2010, we have not had any Level 3 instruments. \$1.0 million of the fair value of the instrument at March 31, 2010 was recorded as part of the consideration transferred for one of our second quarter fiscal 2010 acquisitions. The remaining \$0.2 million change in fair value between the acquisition date and March 31, 2010 is being recorded as a gain to earnings through the acquisition-related costs, net line-item in the consolidated statements of operations.

**9. Accrued Expenses and Other Current Liabilities**

Accrued expenses consisted of the following (in thousands):

	<b>March 31, 2010</b>	<b>September 30, 2009</b>
Compensation	\$ 61,712	\$ 52,600
Sales and marketing incentives	38,677	4,413
Cost of revenue related liabilities	11,375	7,585
Professional fees	9,239	8,945
Sales and other taxes payable	7,476	5,913
Acquisition costs and liabilities	5,692	8,522
Income taxes payable	3,630	7,185
Deferred tax liability	1,657	1,614
Other	9,518	8,042
<b>Total</b>	<b>\$ 148,976</b>	<b>\$ 104,819</b>

**10. Accrued Business Combination Costs**

The activity for the six months ended March 31, 2010, relating to all facilities and personnel recorded in accrued business combination costs, is as follows (in thousands):

	<b>Facilities</b>	<b>Personnel</b>	<b>Total</b>
Balance at September 30, 2009	\$ 34,551	\$ 2,497	\$ 37,048
Charged to goodwill	(15)	(759)	(774)
Charged to restructuring and other charges, net	(559)		(559)
Charged to interest expense	667		667
Cash payments, net of sublease receipts	(5,516)	(1,578)	(7,094)

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Balance at March 31, 2010	\$ 29,128	\$ 160	\$ 29,288
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	<b>March 31, 2010</b>	<b>September 30, 2009</b>
Reported as:		
Current	\$ 9,939	\$ 12,144
Long-term	19,349	24,904
Total	\$ 29,288	\$ 37,048

**Table of Contents****NUANCE COMMUNICATIONS, INC.****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****11. Restructuring and Other Charges, net**

The following table sets forth the six months ended March 31, 2010 accrual activity relating to restructuring and other charges (in thousands):

	<b>Personnel</b>	<b>Facilities</b>	<b>Other</b>	<b>Total</b>
Balance at September 30, 2009	\$ 607	\$ 310	\$ 28	\$ 945
Restructuring and other charges, net	5,388		8,158	13,546
Non-cash adjustments		6	(6,862)	(6,856)
Cash payments	(2,820)	(89)	(1,324)	(4,233)
Balance at March 31, 2010	\$ 3,175	\$ 227	\$	\$ 3,402

For the six months ended March 31, 2010, we recorded net restructuring and other charges of \$13.0 million, which consisted primarily of \$5.4 million related to the elimination of approximately 95 personnel across multiple functions within our company, including acquired entities, and a \$6.9 million write-off of previously capitalized patent defense costs as a result of unsuccessful litigation, partially offset by \$0.6 million in reversals of previously recorded facilities abandonment charges, included in the table above in Note 10, as a result of entering into a definitive sub-lease agreement.

**12. Credit Facilities and Debt**

At March 31, 2010 and September 30, 2009, we had the following borrowing obligations (in thousands):

	<b>March 31, 2010</b>	<b>September 30, 2009</b>
2.75% Convertible Debentures, net of unamortized discount of \$40.7 million and \$44.9 million, respectively	\$ 209,320	\$ 205,064
Credit Facility	646,913	650,263
Obligations under capital leases	2,237	307
Other	66	126
Total long-term debt	858,536	855,760
Less: current portion	8,318	6,862
Non-current portion of long-term debt	\$ 850,218	\$ 848,898

The estimated fair value of our long-term debt approximated \$912.9 million at March 31, 2010 and \$893.2 million at September 30, 2009. These fair value amounts represent the value at which our lenders could trade our debt within the

financial markets, and do not represent the settlement value of these long-term debt liabilities to us at each reporting date. The fair value of these long-term debt issues will continue to fluctuate each period based on fluctuations in market interest rates, and these fluctuations may have little to no correlation to our outstanding debt balances. The increase in fair value from September 30, 2009 to March 31, 2010 is generally attributable to the overall improvement in the debt markets, as well as some impact from the recent upgrade to our corporate credit rating. The term loan portion of our Credit Facility is traded and the fair values are based upon traded prices as of the reporting dates. The fair values of the 2.75% Convertible Debentures were estimated using the averages of the bid and ask trading quotes as of each respective reporting date. We had no outstanding balance on the revolving credit line portion of our Credit Facility. Our capital lease obligations and other debt are not traded and the fair values of these instruments are assumed to approximate their carrying values as of March 31, 2010 and September 30, 2009.

**Table of Contents****NUANCE COMMUNICATIONS, INC.****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)*****2.75% Convertible Debentures***

On August 13, 2007, we issued \$250 million of 2.75% convertible senior debentures due in August 2027. As of March 31, 2010, no conversion triggers were met. If the conversion triggers were met, we could be required to repay all or some of the principal amount in cash prior to maturity.

***Adoption of ASC 470-20***

As discussed in Note 2 above, on October 1, 2009, we adopted ASC 470-20, which has been applied retrospectively to all periods presented in our consolidated financial statements. ASC 470-20 is applicable to our 2.75% Convertible Debentures as we have the right to deliver cash in lieu of shares of our common stock, or a combination of cash and shares of common stock, upon conversion for each of these issuances.

We recognized total interest expense of approximately \$10.2 and \$20.4 million during the three and six months ended March 31, 2010, respectively, and \$11.8 and \$26.7 million during the three and six months ended March 31, 2009 related to the contractual interest coupon on all our outstanding long-term debt, amortization of debt issuance costs, and amortization of the discount on the liability component of our 2.75% Convertible Debentures. The effective interest rate on the liability component of our 2.75% Convertible Debentures, including both the cash and non-cash interest components, was approximately 7% during the three and six months ended March 31, 2010 and 2009. We are amortizing the discount on the liability component of our 2.75% Convertible Debentures through August 2014, which is the first put date available to the holders of the notes.

The carrying amount of the equity component, principal amount of the liability component, unamortized debt discount related to the liability component and net carrying amount of the liability component of our debt subject to ASC 470-20 as of March 31, 2010 and September 30, 2009 were as follows (in thousands):

	<b>March 31, 2010</b>	<b>September 30, 2009</b>
Carrying amount of equity component (conversion options)	\$ 54,695	\$ 54,695
Principal amount of liability component	\$ 250,000	\$ 250,000
Unamortized discount related to liability component	(40,680)	(44,936)
Net carrying amount of liability component	\$ 209,320	\$ 205,064

***Credit Facility***

We have a credit facility which consists of a \$75 million revolving credit line, reduced by outstanding letters of credit, a \$355 million term loan entered into on March 31, 2006, a \$90 million term loan entered into on April 5, 2007 and a \$225 million term loan entered into on August 24, 2007 (collectively the Credit Facility). The term loans are due March 2013 and the revolving credit line is due March 2012. As of March 31, 2010, there were \$16.1 million of letters of credit issued under the revolving credit line and there were no other outstanding borrowings under the revolving

credit line. As of March 31, 2010, we are in compliance with the covenants under the Credit Facility.

As of March 31, 2010, based on our leverage ratio, the applicable margin for our term loan was 1.00% for base rate borrowings and 2.00% for LIBOR-based borrowings. This results in an effective interest rate of 2.23%. No payments under the excess cash flow sweep provision were due in the first quarter of fiscal 2010 as no excess cash flow, as defined, was generated in fiscal 2009. At the current time, we are unable to predict the amount of the outstanding principal, if any, that we may be required to repay in future fiscal years pursuant to the excess cash flow



**Table of Contents****NUANCE COMMUNICATIONS, INC.****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

sweep provisions. If only the minimum required repayments are made, the annual aggregate principal amount of the term loans repaid would be as follows (table in thousands):

<b>Year Ending September 30,</b>	<b>Amount</b>
2010 (April 1, 2010 to September 30, 2010)	\$ 3,350
2011	6,700
2012	6,700
2013 (maturity)	630,163
Total	\$ 646,913

**13. Net Income (Loss) Per Share**

The following table sets forth the computation for basic and diluted net income per share for the three months ended March 31, 2010 and 2009. The table excludes reconciliation for the six months ended March 31, 2010 and 2009 due to the Company's net loss position for those periods (table in thousands, except per share amounts):

	<b>Three Months Ended March 31,</b>	
	<b>2010</b>	<b>2009</b>
<b>Numerator:</b>		
<b>Basic</b>		
Net income (loss)	\$ (15,396)	\$ 5,280
Less: Income allocated to participating securities		99
Net income (loss) available to common stockholders basic	\$ (15,396)	\$ 5,181
<b>Diluted</b>		
Net income (loss) available to common stockholders diluted	\$ (15,396)	\$ 5,280
<b>Denominator:</b>		
<b>Basic</b>		
Weighted average common shares outstanding	284,994	250,656
<b>Diluted</b>		
Weighted average common shares outstanding basic	284,994	250,656
Weighted average effect of dilutive common equivalent shares:		
Assumed conversion of Series B Preferred Stock		3,562
Employee stock compensation plan		7,291
Warrants		3,736

Other contingently issuable shares			3,942
Weighted average common shares outstanding	diluted	284,994	269,187
<b>Net income (loss) per share:</b>			
Basic		\$ (0.05)	\$ 0.02
Diluted		\$ (0.05)	\$ 0.02

Common equivalent shares are excluded from the computation of diluted net income (loss) per share if their effect is anti-dilutive. Potentially dilutive common equivalent shares aggregating to 21.8 million and 23.6 million shares for the three and six months ended March 31, 2010, respectively, and 14.8 million and 34.4 million shares for

**Table of Contents****NUANCE COMMUNICATIONS, INC.****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

the three and six months ended March 31, 2009, respectively, have been excluded from the computation of diluted net loss per share because their inclusion would be anti-dilutive.

**14. Stockholders Equity**

In March 2010, we issued 607,903 and 145,897 shares of our common stock in payment to a third party, valued at \$10.0 million and \$2.4 million, respectively. The \$10.0 million payment was for the purchase of the source and object code software license discussed in Note 6 above, while the \$2.4 million payment was in respect of the amendment of the five-year collaboration agreement discussed in Note 2 above.

In February 2010, we issued 1.1 million shares of our common stock, valued at \$18.0 million, as partial consideration for our second quarter fiscal 2010 acquisitions discussed in Note 4 above.

In October and December 2009, we issued 1,047,120 and 879,567 shares of our common stock in payment to a third party, valued at \$16.0 million and \$13.0 million, respectively, based on the price of our common stock at closing on the respective issuance dates. The \$16.0 million payment was our first payment in connection with the five-year collaboration arrangement discussed in Note 2 above, while the \$13.0 million payment was final payment in respect of the joint marketing and selling agreement with the same third party discussed in Note 6 above.

In December 2009, we issued 2.3 million shares of our common stock, valued at \$36.4 million, as partial consideration for the acquisition of SpinVox Limited discussed in Note 4 above.

On November 15, 2004, in connection with our acquisition of Phonetic, we issued unvested warrants to purchase 750,000 shares of our common stock that were to vest, if at all, upon the achievement of certain performance targets. In December 2009, as disclosed in Note 5, we paid \$11.3 million in cash to the former shareholders of Phonetic in final settlement of the contingent earn-out provisions related to that acquisition. The 750,000 warrants did not vest and were cancelled as a result of the final settlement. None of the 750,000 warrants remain outstanding at March 31, 2010.

On March 19, 2004, we announced that Warburg Pincus had agreed to purchase all outstanding shares of and warrants for our common stock held by Xerox Corporation for approximately \$80.0 million. In connection with this transaction, Warburg Pincus acquired new warrants to purchase 2.5 million additional shares of our common stock for total consideration of \$0.6 million. The warrants had a six-year life and an exercise price of \$4.94 per share. In April 2010, all 2.5 million of these common stock warrants were exercised, with total cash proceeds to the Company of \$12.4 million.

**15. Stock-Based Compensation**

We recognize stock-based compensation expense over the requisite service period. Our share-based awards are accounted for as equity instruments. The amounts included in the consolidated statements of operations relating to stock-based compensation are as follows (dollars in thousands):

<b>Three Months Ended</b>		<b>Six Months Ended</b>	
<b>March 31,</b>		<b>March 31,</b>	
<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>

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Cost of product and licensing	\$ 9	\$ 4	\$ 18	\$ 6
Cost of professional services and hosting	2,913	3,147	5,561	4,927
Cost of maintenance and support	202	275	417	425
Research and development	2,419	2,937	4,449	5,627
Sales and marketing	8,779	6,228	17,297	13,559
General and administrative	10,386	5,424	17,032	10,458
Total	\$ 24,708	\$ 18,015	\$ 44,774	\$ 35,002

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## NUANCE COMMUNICATIONS, INC.

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

*Stock Options*

The table below summarizes activity relating to stock options for the six months ended March 31, 2010:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value(1)
Outstanding at September 30, 2009	13,553,866	\$ 7.48		
Granted	1,200,000	\$ 13.81		
Exercised	(2,577,795)	\$ 5.17		
Forfeited	(259,553)	\$ 13.39		
Expired	(81,411)	\$ 17.14		
Outstanding at March 31, 2010	11,835,107	\$ 8.43	4.0 years	\$ 98.0 million
Exercisable at March 31, 2010	8,461,430	\$ 6.74	3.1 years	\$ 84.2 million
Exercisable at March 31, 2009	11,002,302	\$ 5.78	3.7 years	\$ 60.1 million

(1) The aggregate intrinsic value in this table was calculated based on the positive difference, if any, between the closing market value of our common stock on March 31, 2010 (\$16.64) and the exercise price of the underlying options.

As of March 31, 2010, the total unamortized fair value of stock options was \$19.4 million with a weighted average remaining recognition period of 1.1 years. A summary of weighted-average grant-date fair value and intrinsic value of stock options exercised is as follows:

	Three Months Ended March 31, 2010		Six Months Ended March 31, 2010	
	2010	2009	2010	2009
Weighted-average grant-date fair value per share	\$ 5.88	n/a	\$ 5.90	\$ 13.78
Total intrinsic value of stock options exercised (in millions)	\$ 15.8	\$ 6.2	\$ 27.0	\$ 8.4

We use the Black-Scholes option pricing model to calculate the grant-date fair value of an award. During the three months ended March 31, 2009, we did not grant any new options. The fair value of the stock options granted and unvested options assumed from acquisitions during the three and six months ended March 31, 2010 and the six

months ended March 31, 2009 were calculated using the following weighted-average assumptions:

	<b>Three Months Ended March 31,</b>		<b>Six Months Ended March 31,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
Dividend yield	0.0%	n/a	0.0%	0.0%
Expected volatility	47.3%	n/a	50.9%	58.1%
Average risk-free interest rate	2.3%	n/a	2.4%	3.1%
Expected term (in years)	4.2	n/a	4.2	6.2

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## NUANCE COMMUNICATIONS, INC.

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

*Restricted Units*

Restricted Units are not included in issued and outstanding common stock until the shares are vested and released. The table below summarizes activity relating to Restricted Units for the six months ending March 31, 2010:

	<b>Number of Shares Underlying Restricted Units Contingent Awards</b>	<b>Number of Shares Underlying Restricted Units Time-Based Awards</b>
Outstanding at September 30, 2009	2,840,673	8,755,330
Granted	1,288,743	2,060,366
Earned/released	(740,224)	(1,658,245)
Forfeited	(530,367)	(505,635)
Outstanding at March 31, 2010	2,858,825	8,651,816
Weighted average remaining contractual term of outstanding Restricted Units	1.1 years	1.1 years
Aggregate intrinsic value of outstanding Restricted Units(1)	\$ 47.6 million	\$ 144.0 million
Restricted Units vested and expected to vest	2,534,618	7,471,287
Weighted average remaining contractual term of Restricted Units vested and expected to vest	1.1 years	1.1 years
Aggregate intrinsic value of Restricted Units vested and expected to vest(1)	\$ 42.2 million	\$ 124.3 million

- (1) The aggregate intrinsic value in this table was calculated based on the positive difference between the closing market value of our common stock on March 31, 2010 (\$16.64) and the exercise price of the underlying Restricted Units.

The purchase price for vested Restricted Units is \$0.001 per share. As of March 31, 2010, unearned stock-based compensation expense related to all unvested Restricted Units is \$118.9 million, which will, based on expectations of future performance vesting criteria, where applicable, be recognized over a weighted-average period of 1.5 years.

A summary of weighted-average grant-date fair value, including those assumed in respective periods, and intrinsic value of all Restricted Units vested is as follows:

	<b>Three Months Ended, March 31,</b>		<b>Six Months Ended, March 31,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
Weighted-average grant-date fair value per share	\$ 15.50	\$ n/a	\$ 15.05	\$ n/a

Total intrinsic value of shares vested (in millions)	\$ 10.9	\$	\$ 36.2	\$
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Table of Contents**NUANCE COMMUNICATIONS, INC.****NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****16. Pensions**

The components of net periodic benefit cost of the pension plans for the three and six months ended March 31, 2010 were as follows (in thousands):

	<b>Three Months Ended March 31,</b>		<b>Six Months Ended March 31,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
Interest cost	\$ 277	\$ 263	\$ 595	\$ 542
Expected return on plan assets	(239)	(238)	(508)	(490)
Amortization of unrecognized gain	28	11	54	22
Net periodic pension cost	\$ 66	\$ 36	\$ 141	\$ 74

**17. Income Taxes**

The effective tax rate was (17.5)% and (23.3)% for the three months ended March 31, 2010 and 2009, respectively, and (15.4)% and (101.8)% for the six months ended March 31, 2010 and 2009, respectively. Included in the tax provision for the three months ended March 31, 2010 was \$4.0 million in foreign income tax provision, reduced by a \$1.4 million discrete tax benefit resulting from certain international research and development tax credits.

Included in the tax provision for the six months ended March 31, 2010 was \$5.6 million in foreign income tax provision, reduced by the \$1.4 million tax benefit discussed above and a \$1.0 million tax benefit resulting from the favorable settlement of a state tax penalty related to our acquisition of eScription. No tax benefit has been recognized for the U.S. losses in either the three or six month periods ended March 31, 2010 and 2009, as the realization of such tax benefit is not more likely than not.

At March 31, 2010 and September 30, 2009, the liability for income taxes associated with uncertain tax positions was \$12.3 million and \$12.1 million, respectively. The increase is primarily attributable to accrued interest. We do not expect a significant change in the amount of unrecognized tax benefits within the next 12 months.

**18. Commitments and Contingencies*****Operating Leases***

The following table outlines our gross future minimum payments under all non-cancelable operating leases as of March 31, 2010 (in thousands):

<b>Operating</b>	<b>Other Contractual Obligations</b>
------------------	--

<b>Year Ending September 30,</b>	<b>Leases</b>	<b>Leases Under Restructuring</b>	<b>Assumed</b>	<b>Total</b>
2010 (April 1, 2010 to September 30, 2010)	\$ 10,394	\$ 1,921	\$ 6,783	\$ 19,098
2011	19,568	2,591	13,929	36,088
2012	17,577	1,341	12,284	31,202
2013	15,784	408	2,323	18,515
2014	12,983		2,326	15,309
Thereafter	39,225		3,294	42,519
Total	\$ 115,531	\$ 6,261	\$ 40,939	\$ 162,731

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**NUANCE COMMUNICATIONS, INC.**

**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

At March 31, 2010, we have subleased certain office space that is included in the above table to third parties. Total sublease income under contractual terms is \$15.6 million and ranges from approximately \$1.5 million to \$4.1 million on an annual basis through February 2016.

***Litigation and Other Claims***

Like many companies in the software industry, we have, from time to time, been notified of claims that we may be infringing, or contributing to the infringement of, the intellectual property rights of others. These claims have been referred to counsel, and they are in various stages of evaluation and negotiation. If it appears necessary or desirable, we may seek licenses for these intellectual property rights. There is no assurance that licenses will be offered by all claimants, that the terms of any offered licenses will be acceptable to us or that in all cases the dispute will be resolved without litigation, which may be time consuming and expensive, and may result in injunctive relief or the payment of damages by us.

Vianix LLC has filed three legal actions against us, consisting of two breach of contract actions and a copyright infringement claim. It is too early for us to reach a conclusion as to the ultimate outcome or proposed settlement of these actions or to estimate the potential loss that could result from a settlement or adverse judgment against us in two of the three matters. In the third matter, we believe our maximum potential exposure to be immaterial. We have not accrued any liability for these actions as we continue to believe that we have substantial defenses against these claims, and intend to defend them vigorously.

We do not believe that the final outcome of the above litigation matters will have a material adverse effect on our financial position and results of operations. However, even if our defense is successful, the litigation could require significant management time and will be costly. Should we not prevail, our operating results, financial position and cash flows could be adversely impacted.

***Guarantees and Other***

We include indemnification provisions in the contracts we enter into with customers and business partners. Generally, these provisions require us to defend claims arising out of our products infringement of third-party intellectual property rights, breach of contractual obligations and/or unlawful or otherwise culpable conduct. The indemnity obligations generally cover damages, costs and attorneys fees arising out of such claims. In most, but not all, cases, our total liability under such provisions is limited to either the value of the contract or a specified, agreed upon amount. In some cases our total liability under such provisions is unlimited. In many, but not all, cases, the term of the indemnity provision is perpetual. While the maximum potential amount of future payments we could be required to make under all the indemnification provisions is unlimited, we believe the estimated fair value of these provisions is minimal due to the low frequency with which these provisions have been triggered.

We indemnify our directors and officers to the fullest extent permitted by law. These agreements, among other things, indemnify directors and officers for expenses, judgments, fines, penalties and settlement amounts incurred by such persons in their capacity as a director or officer of the company, regardless of whether the individual is serving in any such capacity at the time the liability or expense is incurred. Additionally, in connection with certain acquisitions we have agreed to indemnify the former officers and members of the boards of directors of those companies, on similar terms as described above, for a period of six years from the acquisition date. In certain cases we purchase director and officer insurance policies related to these obligations, which fully cover the six year periods. To the extent that we do

not purchase a director and officer insurance policy for the full period of any contractual indemnification, we would be required to pay for costs incurred, if any, as described above.

At March 31, 2010, we have \$2.8 million of non-cancelable purchase commitments for inventory to fulfill customers orders currently scheduled in our backlog.

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## NUANCE COMMUNICATIONS, INC.

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

**19. Segment and Geographic Information and Significant Customers**

We follow the provisions of ASC 280 (formerly referred to as SFAS No. 131, *Disclosures About Segments of an Enterprise and Related Information*), which establishes standards for reporting information about operating segments. ASC 280 also established standards for disclosures about products, services and geographic areas. Operating segments are defined as components of an enterprise for which separate financial information is available and evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. Our chief operating decision maker ( CODM ) is the Chief Executive Officer of the Company.

We have several customer-facing market groups that oversee the core markets where we conduct business. These groups were referred to as Mobile-Enterprise, Healthcare-Dictation, and Imaging. Each of these market groups has a president or general manager who has direct responsibility and oversight related to go-to-market strategies and plans, product management and product marketing activities. These groups do not directly manage centralized or shared resources or the allocation decisions regarding the activities related to these functions, which include sales and sales operations, certain research and development initiatives, business development and all general and administrative activities. Our CODM directly oversees each of the presidents or general managers, as well as each of the functions that provide the shared and centralized activities noted above. To manage the business, allocate resources and assess performance, the CODM primarily reviews revenue data by market group, while reviewing gross margins, operating margins, and other measures of income or loss on a consolidated basis. Thus, we have determined that we operate in one segment.

The following table presents revenue information for our three core markets (in thousands):

	<b>Three Months Ended March 31,</b>		<b>Six Months Ended March 31,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
Mobile-Enterprise	\$ 136,044	\$ 114,494	\$ 261,081	\$ 214,328
Healthcare-Dictation	118,492	100,578	238,437	200,546
Imaging	18,469	14,073	36,464	31,105
Total	\$ 273,005	\$ 229,145	\$ 535,982	\$ 445,979

No country outside of the United States provided greater than 10% of our total revenue. Revenue, classified by the major geographic areas in which our customers are located, was as follows (table in thousands):

	<b>Three Months Ended March 31,</b>		<b>Six Months Ended March 31,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
United States	\$ 187,544	\$ 167,033	\$ 374,042	\$ 334,465
International	85,461	62,112	161,940	111,514

Total	\$ 273,005	\$ 229,145	\$ 535,982	\$ 445,979
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No country outside of the United States held greater than 10% of our long-lived or total assets. Our long-lived assets, including intangible assets and goodwill, were located as follows (table in thousands):

	<b>March 31, 2010</b>	<b>September 30, 2009</b>
United States	\$ 2,432,989	\$ 2,395,773
International	443,666	307,864
Total	\$ 2,876,655	\$ 2,703,637

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**20. Related Parties**

A member of our Board of Directors is also a partner at Wilson Sonsini Goodrich & Rosati, Professional Corporation, a law firm that provides professional services to us. These services may from time-to-time include contingent fee arrangements. We paid Wilson Sonsini Goodrich & Rosati for professional services \$1.1 million and \$2.0 million for the three and six months ended March 31, 2010. As of March 31, 2010 and September 30, 2009, we had \$1.4 million and \$1.7 million, respectively, included in accounts payable and accrued expenses to Wilson Sonsini Goodrich & Rosati.

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**Item 2. *Management's Discussion and Analysis of Financial Condition and Results of Operations***

The following Management's Discussion and Analysis is intended to help the reader understand the results of operations and financial condition of our business. Management's Discussion and Analysis is provided as a supplement to, and should be read in conjunction with, our consolidated financial statements and the accompanying notes to the consolidated financial statements.

**FORWARD-LOOKING STATEMENTS**

This Quarterly Report contains forward-looking statements, including predictions regarding:

our future revenue, cost of revenue, research and development expenses, selling, general and administrative expenses, amortization of intangible assets and gross margin;

our strategy relating to our core markets;

the potential of future product releases;

our product development plans and investments in research and development;

future acquisitions, and anticipated benefits from pending and prior acquisitions;

international operations and localized versions of our products; and

legal proceedings and litigation matters.

You can identify these and other forward-looking statements by the use of words such as *may*, *will*, *should*, *expects*, *plans*, *anticipates*, *believes*, *estimates*, *predicts*, *intends*, *potential*, *continue* or the negative of such term or comparable terminology. Forward-looking statements also include the assumptions underlying or relating to any of the foregoing statements. Our actual results could differ materially from those anticipated in these forward-looking statements for many reasons, including the risks described in Item 1A *Risk Factors* of Part II and elsewhere in this Quarterly Report.

You should not place undue reliance on these forward-looking statements, which speak only as of the date of this Quarterly Report. We undertake no obligation to publicly release any revisions to the forward-looking statements or reflect events or circumstances after the date of this document.

**OVERVIEW**

Nuance Communications, Inc. is a leading provider of speech, imaging and keypad solutions for businesses, organizations and consumers around the world. Our technologies, applications and services make the user experience more compelling by transforming the way people interact with devices and systems, and how they create, share and use documents. Our solutions are used every day by millions of people and thousands of businesses for tasks and services such as requesting information from a phone-based self-service solution, dictating medical records, searching the mobile Web by voice, entering a destination into a navigation system, or working with PDF documents. Our solutions help make these interactions, tasks and experiences more productive, compelling and efficient.

Our technologies address our three core markets:



*Mobile-Enterprise.* We deliver a portfolio of solutions that improve the experience of customer communications, mobile interactions and personal productivity. Combining our expertise in enterprise and mobile solutions allows us to help consumers, businesses and manufacturers more effectively utilize mobile devices for accessing an array of content, services and capabilities. Our enterprise solutions help automate a wide range of customer services and business processes in a variety of information and process-intensive vertical markets such as telecommunications, financial services, utilities, travel and entertainment, and government. Our mobile solutions add voice control and texting capabilities to mobile devices and services, allowing people to more easily dial a mobile phone, enter destination information into an automotive navigation system, dictate a text message or have emails and screen information read aloud.

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*Healthcare-Dictation.* Our healthcare solutions comprise a portfolio of speech-driven clinical documentation and communication solutions that help healthcare provider organizations reduce operating costs, increase reimbursement, and enhance patient care and safety. Our solutions automate the input and management of medical information and are used by many of the largest hospitals in the United States. We offer a variety of different solutions and deployment options to address the specific requirements of different healthcare provider organizations. Our Dragon NaturallySpeaking family of products help people and businesses increase productivity by using speech to create documents, streamline repetitive and complex tasks, input data, complete forms and automate manual transcription processes. Our Dragon Medical solution is a desktop application that provides front-end speech recognition that allows smaller groups of physicians and clinicians to create and navigate medical records.

*Imaging.* Our PDF and document imaging solutions reduce the time and cost associated with creating, using and sharing documents. Our solutions benefit from the widespread adoption of the PDF format and the increasing demand for networked solutions for managing electronic documents. Our solutions are used by millions of professionals and within large enterprises.

We leverage our global professional services organization and our network of partners to design and deploy innovative solutions for businesses and organizations around the globe. We market and distribute our products through a global network of resellers, including system integrators, independent software vendors, value-added resellers, hardware vendors, telecommunications carriers and distributors, and also sell directly through a dedicated sales force and through our e-commerce website.

Confronted by dramatic increases in electronic information, consumers, business personnel and healthcare professionals must use a variety of resources to retrieve information, transcribe patient records, conduct transactions and perform other job-related functions. We believe that the power of our solutions can transform the way people use the Internet, telecommunications systems, electronic medical records, wireless and mobile networks and related corporate infrastructure to conduct business.

We have built a world-class portfolio of intellectual property, technologies, applications and solutions through both internal development and acquisitions. We expect to continue to pursue opportunities to broaden these assets and expand our customer base through acquisitions. In evaluating the financial condition and operating performance of our business, management focuses on revenue, earnings, gross margins, operating margins and cash flow from operations. A summary of these key financial metrics for the three-month period ended March 31, 2010, as compared to the three-month period ended March 31, 2009, is as follows:

Total revenue increased by \$43.9 million to \$273.0 million;

Net income/loss decreased by \$20.7 million to a \$15.4 million net loss from \$5.3 million in net income;

Gross profit increased by 0.7 percentage points to 62.1%;

Operating margins decreased to (2.3)% from 6.7%; and

Cash provided by operating activities for the six months ended March 31, 2010 was \$120.6 million, a decrease of \$10.0 million from the same period in the prior fiscal year.

**CRITICAL ACCOUNTING POLICIES**

Generally accepted accounting principles in the United States (GAAP) require us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. On an ongoing basis, we evaluate our estimates, assumptions and judgments, including those related to: revenue recognition; allowance for doubtful accounts and returns; the costs to complete the development of custom software applications; the valuation of goodwill, intangible assets and tangible long-lived assets; accounting for business combinations; share-based payments; valuation of derivative instruments; accounting for income taxes and related valuation allowances and loss contingencies. Our management bases its estimates on

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historical experience, market participant fair value considerations and various other factors that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

Information about those accounting policies we deem to be critical to our financial reporting may be found in our Annual Report on Form 10-K for the fiscal year ended September 30, 2009. There have been no significant changes or additions to our critical accounting policies from those disclosed in our annual report other than those changes in our policies for accounting for business combinations resulting from our adoption of ASC 805 [formerly referred to as Statement of Financial Accounting Standards ( SFAS ) No. 141(Revised), *Business Combinations* ( SFAS 141R )], as described in Note 2 to the unaudited consolidated financial statements included in Item 1 of Part I of this Quarterly Report on Form 10-Q.

## **RECENTLY ISSUED ACCOUNTING STANDARDS**

Refer to Note 2 to the unaudited consolidated financial statements included in Item 1 of Part I of this Quarterly Report on Form 10-Q.

## **RESULTS OF OPERATIONS**

The following table presents, as a percentage of total revenue, certain selected financial data for the three and six months ended March 31, 2010 and 2009 (as adjusted for the retrospective application of FASB ASC 470-20).

	<b>Three Months Ended March 30,</b>		<b>Six Months Ended March 31,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
Revenue:				
Product and licensing	41.5%	38.0%	42.3%	38.7%
Professional services, subscription and hosting	42.5	45.0	41.0	43.3
Maintenance and support	16.0	17.0	16.7	18.0
Total revenue	100.0	100.0	100.0	100.0
Cost of revenue:				
Product and licensing	3.9	4.0	4.3	4.0
Professional services, subscription and hosting	26.7	27.4	25.2	27.2
Maintenance and support	2.8	3.1	3.0	3.2
Amortization of intangible assets	4.5	4.1	4.3	3.9
Gross profit	62.1	61.4	63.2	61.7
Operating expenses:				
Research and development	13.9	11.9	14.0	13.0
Sales and marketing	23.4	21.9	24.1	24.8
General and administrative	11.5	11.0	11.0	11.4
Amortization of intangible assets	8.1	8.3	8.3	8.2
Acquisition-related costs, net	2.9	1.5	3.9	2.0
Restructuring and other charges, net	4.6	0.1	2.4	0.5

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Total operating expenses	64.4	54.7	63.7	59.9
Income (loss) from operations	(2.3)	6.7	(0.5)	1.8
Other income (expense), net	(2.5)	(4.8)	(2.7)	(4.1)
Income (loss) before income taxes	(4.8)	1.9	(3.2)	(2.3)
Provision (benefit) for income taxes	0.8	(0.4)	0.5	2.4
Net income (loss)	(5.6)%	2.3%	(3.7)%	(4.7)%

**Table of Contents****Total Revenue**

The following tables show total revenue from our three core market groups and revenue by geographic location, based on the location of our customers, in dollars and percentage change (dollars in millions):

	<b>Three Months Ended</b>		<b>Dollar Change</b>	<b>Percent Change</b>	<b>Six Months Ended</b>		<b>Dollar Change</b>	<b>Percent Change</b>
	<b>March 31, 2010</b>	<b>2009</b>			<b>March 31, 2010</b>	<b>2009</b>		
Mobile-Enterprise	\$ 136.0	\$ 114.4	\$ 21.6	18.9%	\$ 261.1	\$ 214.3	\$ 46.8	21.8%
Healthcare-Dictation	118.5	100.6	17.9	17.8%	238.4	200.6	37.8	18.8%
Imaging	18.5	14.1	4.4	31.2%	36.5	31.1	5.4	17.4%
Total Revenue	\$ 273.0	\$ 229.1	\$ 43.9	19.2%	\$ 536.0	\$ 446.0	\$ 90.0	20.2%
United States	\$ 187.5	\$ 167.0	\$ 20.5	12.3%	\$ 374.1	\$ 334.5	\$ 39.6	11.8%
International	85.5	62.1	23.4	37.7%	161.9	111.5	50.4	45.2%
Total Revenue	\$ 273.0	\$ 229.1	\$ 43.9	19.2%	\$ 536.0	\$ 446.0	\$ 90.0	20.2%

The increase in total revenue for the three and six months ended March 31, 2010, as compared to the same periods ended March 31, 2009, was driven by a combination of organic growth and contributions from our acquisitions. Mobile-Enterprise revenue increased primarily due to growth in sales of our predictive text products, as well as sales of our embedded speech products for the automotive market. Healthcare-Dictation revenue increased primarily due to organic growth from our SpeechMagic solutions, Dragon Naturally Speaking products and iChart and eScripton transcription services. Imaging revenue increased primarily as a result of contributions from our acquisitions of X-Solutions Group B.V. ( X-Solutions ) and eCopy, Inc. ( eCopy ).

Based on the location of our customers, the geographic split for the three and six months ended March 31, 2010 was 69% and 70%, respectively, of total revenue in the United States and 31% and 30%, respectively, internationally. This represents a shift in revenues toward international as compared to 73% and 75% of total revenue in the United States and 27% and 25% internationally for the same periods in fiscal 2009. The increase in the proportion of revenue generated internationally during the three and six months ended March 31, 2010 as compared to the same periods in the prior year was primarily due to contributions from our fiscal 2009 acquisitions and our acquisition of SpinVox, as well as the increase in revenue contributions from our predictive text products and SpeechMagic solutions, which are sold predominantly outside the United States.

**Product and Licensing Revenue**

Product and licensing revenue primarily consists of sales and licenses of our technology. The following table shows product and licensing revenue, in dollars and as a percentage of total revenue (dollars in millions):

	<b>Three Months Ended</b>		<b>Dollar</b>	<b>Percent</b>	<b>Six Months Ended</b>		<b>Dollar</b>	<b>Percent</b>
	<b>March 31,</b>				<b>March 31,</b>			

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	2010	2009	Change	Change	2010	2009	Change	Change
Product and licensing revenue	\$ 113.2	\$ 87.0	\$ 26.2	30.1%	\$ 226.4	\$ 172.6	\$ 53.8	31.2%
As a percentage of total revenue	41.5%	38.0%			42.3%	38.7%		

The increase in product and licensing revenue for the three months ended March 31, 2010, as compared to the three months ended March 31, 2009, consisted of a \$12.3 million increase in Mobile-Enterprise revenue primarily due to growth in sales of our predictive text products, as well as sales of our embedded speech products for the automotive market, and partially offset by decreases in sales of our licenses of customer care solutions. Healthcare-Dictation revenue increased \$10.0 million, primarily driven by increased sales of our SpeechMagic solutions and Dragon Naturally Speaking products. Imaging revenue increased \$4.0 million primarily due to contributions from our acquisitions of X-Solutions and eCopy and growth in sales of our core imaging products. The growth in our product and licensing revenue streams outpaced the relative growth of our other revenue types, resulting in the 3.5 percentage point increase as a percent of total revenue.

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The increase in product and licensing revenue for the six months ended March 31, 2010, as compared to the six months ended March 31, 2009, consisted of a \$30.7 million increase in Mobile-Enterprise revenue primarily due to growth in sales of our predictive text products, as well as sales of our embedded speech products for the automotive market. Healthcare-Dictation revenue increased \$18.8 million primarily as a result of increased sales of our SpeechMagic solutions and Dragon Naturally Speaking products. Imaging revenue increased \$4.3 million primarily due to contributions from our acquisitions of eCopy and X-Solutions. The growth in our product and licensing revenue streams outpaced the relative growth of our other revenue types, resulting in the 3.6 percentage point increase as a percent of total revenue.

**Professional Services and Hosting Revenue**

Professional services revenue primarily consists of consulting, implementation and training services for speech customers. Hosting revenue primarily relates to delivering hosted transcription and dictation services over a specified term, as well as self-service, on-demand offerings to carriers and enterprises. The following table shows professional services and hosting revenue, in dollars and as a percentage of total revenue (dollars in millions):

	<b>Three Months Ended March 31, 2010</b>		<b>Dollar Change</b>	<b>Percent Change</b>	<b>Six Months Ended March 31, 2010</b>		<b>Dollar Change</b>	<b>Percent Change</b>
	<b>2010</b>	<b>2009</b>			<b>2010</b>	<b>2009</b>		
Product and licensing revenue	\$ 116.2	\$ 103.0	\$ 13.2	12.8%	\$ 219.9	\$ 193.2	\$ 26.7	13.8%
As a percentage of total revenue	42.5%	45.0%			41.0%	43.3%		

The increase in professional services and hosting revenue for the three months ended March 31, 2010, as compared to the three months ended March 31, 2009, was driven by a \$6.6 million increase in Healthcare-Dictation revenues resulting largely from growth of our iChart and eScription transcription services. During the three months ended March 31, 2010, the annualized line run-rate in our healthcare on-demand business was approximately 3.099 billion lines per year, up 15% from 2.686 billion lines per year for the three months ended March 31, 2009. The annualized line run-rate is determined by the number of lines actually billed in a given quarter, multiplied by four. Mobile-Enterprise revenue increased \$6.6 million primarily due to contributions from our acquisition of SpinVox and growth in our enterprise on-demand solutions, partially offset by a decrease in enterprise professional services revenues due primarily to the timing of revenue recognition related to set-up and implementation professional services. Our enterprise professional services hours backlog was 266,777 hours as of March 31, 2010, compared with 179,176 hours as of March 31, 2009. Enterprise professional services backlog hours reflect the accumulated estimated professional services hours necessary to fulfill all of our existing, executed professional services contracts within the enterprise business, including those that are cancelable by customers, based on the original estimate of hours sold. As a percentage of total revenue, professional services and hosting revenue decreased 2.5 percentage points as compared to the corresponding period in the prior year, primarily due to the accelerated growth in the fiscal second quarter of product and licensing revenue relative to professional services and hosting revenue.

The increase in professional services and hosting revenue for the six months ended March 31, 2010, as compared to the six months ended March 31, 2009, was driven by a \$15.9 million increase in Healthcare-Dictation revenues resulting largely from growth of our iChart and eScription transcription services. During the six months ended



March 31, 2010, the number of healthcare transcription lines processed increased as compared to the corresponding period in the prior year. Mobile-Enterprise revenue increased \$10.6 million, primarily due to contributions from our acquisition of SpinVox and growth in our enterprise on-demand and mobile professional services solutions. As a percentage of total revenue, professional services and hosting revenue decreased 2.3 percentage points as compared to the corresponding period in the prior year, primarily due to the strong growth in the fiscal first half of product and licensing revenue relative to professional services and hosting revenue.

**Table of Contents****Maintenance and Support Revenue**

Maintenance and support revenue primarily consists of technical support and maintenance services. The following table shows maintenance and support revenue, in dollars and as a percentage of total revenue (dollars in millions):

	<b>Three Months Ended March 31,</b>		<b>Dollar Change</b>	<b>Percent Change</b>	<b>Six Months Ended March 31,</b>		<b>Dollar Change</b>	<b>Percent Change</b>
	<b>2010</b>	<b>2009</b>			<b>2010</b>	<b>2009</b>		
Maintenance and support revenue	\$ 43.6	\$ 39.1	\$ 4.5	11.5%	\$ 89.7	\$ 80.2	\$ 9.5	11.8%
As a percentage of total revenue	16.0%	17.0%			16.7%	18.0%		

The increase in maintenance and support revenue for the three months ended March 31, 2010, as compared to the three months ended March 31, 2009, consisted primarily of a \$2.7 million increase in Mobile-Enterprise revenue, driven by continued organic growth, and a \$1.4 million increase related to the expansion of our current installed base of Healthcare-Dictation solutions.

The increase in maintenance and support revenue for the six months ended March 31, 2010, as compared to the six months ended March 31, 2009, consisted primarily of a \$5.5 million increase in Mobile-Enterprise revenue, driven by continued organic growth, and a \$3.2 million increase related to the expansion of our current installed base of Healthcare-Dictation solutions.

**COSTS AND EXPENSES****Cost of Product and Licensing Revenue**

Cost of product and licensing revenue primarily consists of material and fulfillment costs, manufacturing and operations costs and third-party royalty expenses. The following table shows cost of product and licensing revenue, in dollars and as a percentage of product and licensing revenue (dollars in millions):

	<b>Three Months Ended March 31,</b>		<b>Dollar Change</b>	<b>Percent Change</b>	<b>Six Months Ended March 31,</b>		<b>Dollar Change</b>	<b>Percent Change</b>
	<b>2010</b>	<b>2009</b>			<b>2010</b>	<b>2009</b>		
Cost of product and licensing revenue	\$ 10.7	\$ 9.1	\$ 1.6	17.6%	\$ 23.3	\$ 17.8	\$ 5.5	30.9%
As a percentage of product and licensing revenue	9.5%	10.4%			10.3%	10.3%		

The increase in cost of product and licensing revenue for the three months ended March 31, 2010, as compared to the three months ended March 31, 2009, was primarily due to increased costs as a result of growth in our Healthcare-Dictation and Imaging product and licensing revenues.

The increase in cost of product and licensing revenue for the six months ended March 31, 2010, as compared to the six months ended March 31, 2009, was primarily due to increased costs as a result of growth in our Healthcare-Dictation and Mobile-Enterprise product and licensing revenues.

#### **Cost of Professional Services and Hosting Revenue**

Cost of professional services and hosting revenue primarily consists of compensation for consulting personnel, outside consultants and overhead, as well as the hardware and communications fees that support our hosted, on-

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demand solutions. The following table shows cost of professional services and hosting revenue, in dollars and as a percentage of professional services and hosting revenue (dollars in millions):

	<b>Three Months Ended March 31,</b>		<b>Dollar</b>	<b>Percent</b>	<b>Six Months Ended March 31,</b>		<b>Dollar</b>	<b>Percent</b>
	<b>2010</b>	<b>2009</b>	<b>Change</b>	<b>Change</b>	<b>2010</b>	<b>2009</b>	<b>Change</b>	<b>Change</b>
Cost of professional services and hosting revenue	\$ 73.0	\$ 62.8	\$ 10.2	16.2%	\$ 135.0	\$ 121.3	\$ 13.7	11.3%
As a percentage of professional services and hosting revenue	62.8%	61.0%			61.4%	62.8%		

The increase in cost of professional services and hosting revenue for the three months ended March 31, 2010, as compared to the three months ended March 31, 2009, was primarily due to increases in Mobile-Enterprise costs resulting from our acquisition of SpinVox.

The increase in cost of professional services and hosting revenue for the six months ended March 31, 2010, as compared to the six months ended March 31, 2009, was primarily due to increases in Mobile-Enterprise costs resulting primarily from our acquisition of SpinVox.

**Cost of Maintenance and Support Revenue**

Cost of maintenance and support revenue primarily consists of compensation for product support personnel and overhead. The following table shows cost of maintenance and support revenue, in dollars and as a percentage of maintenance and support revenue (dollars in millions):

	<b>Three Months Ended March 31,</b>		<b>Dollar</b>	<b>Percent</b>	<b>Six Months Ended March 31,</b>		<b>Dollar</b>	<b>Percent</b>
	<b>2010</b>	<b>2009</b>	<b>Change</b>	<b>Change</b>	<b>2010</b>	<b>2009</b>	<b>Change</b>	<b>Change</b>
Cost of maintenance and support revenue	\$ 7.7	\$ 7.1	\$ 0.6	8.5%	\$ 15.7	\$ 14.2	\$ 1.5	10.6%
As a percentage of maintenance and support revenue	17.7%	18.2%			17.5%	17.7%		

Gross margins relative to our maintenance and support services remained relatively constant across all periods presented. Aggregate cost increases for the three and six months ended March 31, 2010, as compared to the comparable periods in the prior year, were attributable to increases in our installed base of solutions.

**Research and Development Expense**

Research and development expense primarily consists of salaries, benefits and overhead relating to engineering staff. The following table shows research and development expense, in dollars and as a percentage of total revenue (dollars in millions):

	<b>Three Months Ended March 31,</b>		<b>Dollar Change</b>	<b>Percent Change</b>	<b>Six Months Ended March 31,</b>		<b>Dollar Change</b>	<b>Percent Change</b>
	<b>2010</b>	<b>2009</b>			<b>2010</b>	<b>2009</b>		
Total research and development expense	\$ 37.9	\$ 27.3	\$ 10.6	38.8%	\$ 74.9	\$ 57.9	\$ 17.0	29.4%
As a percentage of total revenue	13.9%	11.9%			14.0%	13.0%		

The increase in research and development expense for the three months ended March 31, 2010, as compared to the three months ended March 31, 2009, was largely attributable to a \$5.0 million increase in compensation expense from additional headcount and fees from professional services resulting from our acquisitions during the second half of fiscal 2009 and the first half of fiscal 2010. In addition, there was a \$4.0 million increase in research and

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development expense recorded for the three months ended March 31, 2010 for services from a third party related to the collaboration agreement discussed in Note 2 to the unaudited consolidated financial statements.

The increase in research and development expense for the six months ended March 31, 2010, as compared to the six months ended March 31, 2009, was largely attributable to the \$8.0 million in research and development expense recorded for the six months ended March 31, 2010 for services from a third party related to the collaboration agreement discussed in Note 2 to the unaudited consolidated financial statements, as well as a \$7.5 million increase in compensation expense from additional headcount and fees from professional services resulting from our acquisitions during the second half of fiscal 2009 and the first half of fiscal 2010.

**Sales and Marketing Expense**

Sales and marketing expense includes salaries and benefits, commissions, advertising, direct mail, public relations, tradeshow costs and other costs of marketing programs, travel expenses associated with our sales organization and overhead. The following table shows sales and marketing expense, in dollars and as a percentage of total revenue (dollars in millions):

	<b>Three Months Ended March 31, 2010</b>		<b>Dollar Change</b>	<b>Percent Change</b>	<b>Six Months Ended March 31, 2010</b>		<b>Dollar Change</b>	<b>Percent Change</b>
	<b>2010</b>	<b>2009</b>			<b>2010</b>	<b>2009</b>		
Total sales and marketing expense	\$ 63.9	\$ 50.1	\$ 13.8	27.5%	\$ 129.5	\$ 110.6	\$ 18.9	17.1%
As a percentage of total revenue	23.4%	21.9%			24.1%	24.8%		

The increase in sales and marketing expense for the three months ended March 31, 2010, as compared to the three months ended March 31, 2009, was primarily attributable to a \$12.9 million increase in compensation and other variable costs, such as commissions and travel expenses as they relate to overall revenue growth. The increase in compensation and other variable costs was also attributable to the additional headcount from our acquisitions during the second half of fiscal 2009 and the first half of fiscal 2010.

The increase in sales and marketing expense for the six months ended March 31, 2010, as compared to the six months ended March 31, 2009, was primarily attributable to a \$19.0 million increase in compensation and other variable costs, such as commissions and travel expenses as they relate to overall revenue growth. The increase in compensation and other variable costs was also attributable to the additional headcount from our acquisitions during the second half of fiscal 2009 and the first half of fiscal 2010.

**General and Administrative Expense**

General and administrative expense primarily consists of personnel costs for administration, finance, human resources, information systems, facilities and general management, fees for external professional advisors including accountants and attorneys, insurance, and provisions for doubtful accounts. The following table shows general and administrative expense, in dollars and as a percentage of total revenue (dollars in millions):

	<b>Three Months Ended March 31,</b>		<b>Dollar Change</b>	<b>Percent Change</b>	<b>Six Months Ended March 31,</b>		<b>Dollar Change</b>	<b>Percent Change</b>
	<b>2010</b>	<b>2009</b>			<b>2010</b>	<b>2009</b>		
Total general and administrative expense	\$ 31.3	\$ 25.2	\$ 6.1	24.2%	\$ 58.8	\$ 50.8	\$ 8.0	15.7%
As a percentage of total revenue	11.5%	11.0%			11.0%	11.4%		

The increase in general and administrative expense for the three months ended March 31, 2010, as compared to the three months ended March 31, 2009, was primarily attributable to increased compensation costs of \$6.8 million associated with our acquisitions during the second half of fiscal 2009 and the first half of fiscal 2010.

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The increase in general and administrative expense for the six months ended March 31, 2010, as compared to the six months ended March 31, 2009, was primarily attributable to increased compensation costs of \$9.2 million associated with our acquisitions during the second half of fiscal 2009 and the first half of fiscal 2010.

**Amortization of Intangible Assets**

Amortization of acquired patents and core and completed technology are included in cost of revenue and the amortization of acquired customer and contractual relationships, non-compete agreements, acquired tradenames and trademarks, and other intangibles are included in operating expenses. Customer relationships are amortized on an accelerated basis based upon the pattern in which the economic benefits of the customer relationships are being realized. Other identifiable intangible assets are amortized on a straight-line basis over their estimated useful lives. Amortization expense was recorded as follows (dollars in millions):

	<b>Three Months Ended March 31,</b>		<b>Dollar Change</b>	<b>Percent Change</b>	<b>Six Months Ended March 31,</b>		<b>Dollar Change</b>	<b>Percent Change</b>
	<b>2010</b>	<b>2009</b>			<b>2010</b>	<b>2009</b>		
Cost of revenue	\$ 12.2	\$ 9.4	\$ 2.8	29.8%	\$ 23.2	\$ 17.4	\$ 5.8	33.3%
Operating expenses	22.2	19.0	3.2	16.8%	44.3	36.4	7.9	21.7%
Total amortization expense	\$ 34.4	\$ 28.4	\$ 6.0	21.1%	\$ 67.5	\$ 53.8	\$ 13.7	25.5%
As a percentage of total revenue	12.6%	12.4%			12.6%	12.0%		

The increase in amortization of intangible assets for the three and six months ended March 31, 2010, as compared to the three and six months ended March 31, 2009, was primarily attributable to the amortization of acquired intangible assets from our business acquisitions during the third and fourth quarters of fiscal 2009 and our acquisition of SpinVox during the first quarter of fiscal 2010. Amortization expense for the three and six months ended March 31, 2010 also increased over the corresponding periods in fiscal 2009 due to our acquisition of technology and other intangible assets from other third-parties during the third quarter of fiscal 2009 and the first quarter of fiscal 2010.

**Acquisition-Related Costs, Net**

Acquisition-related costs include those costs related to business and other acquisitions, including potential acquisitions. These costs consist of transition and integration costs, including retention payments, transitional employee costs and earn-out payments treated as compensation expense, as well as the costs of integration-related services provided by third-parties; professional service fees, including direct third-party costs of the transaction and post-acquisition legal and other professional service fees associated with disputes and regulatory matters related to acquired entities; and adjustments to acquisition-related items that are required to be marked to fair value each reporting period, such as contingent consideration, and other items related to acquisitions for which the measurement period has ended. Acquisition-related costs were recorded as follows (dollars in millions):

**Three Months****Six Months**



	<b>Ended March 31,</b>		<b>Dollar Change</b>	<b>Percent Change</b>	<b>Ended March 31,</b>		<b>Dollar Change</b>	<b>Percent Change</b>
	<b>2010</b>	<b>2009</b>			<b>2010</b>	<b>2009</b>		
Transition and integration costs	\$ 5.2	\$ 0.6	\$ 4.6	766.7%	\$ 8.6	\$ 1.9	\$ 6.7	352.6%
Professional service fees	2.6	3.5	(0.9)	(25.7)%	11.9	8.0	3.9	48.8%
Acquisition-related adjustments	0.2	(0.8)	1.0	125.0%	0.3	(0.7)	1.0	142.9%
Total Acquisition-related costs, net	\$ 8.0	\$ 3.3	\$ 4.7	142.4%	\$ 20.8	\$ 9.2	\$ 11.6	126.1%
As a percentage of total revenue	2.9%	1.5%			3.9%	2.1%		

The increase in acquisition-related costs, net for the three months ended March 31, 2010, as compared to the three months ended March 31, 2009, was primarily attributable to increased transitional employee costs from our acquisitions of eCopy and SpinVox.

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The increase in acquisition-related costs, net for the six months ended March 31, 2010, as compared to the six months ended March 31, 2009, was largely a result of our adoption on October 1, 2009 of the new accounting guidance relative to business combinations in FASB ASC 805. We recognized approximately \$7.8 million in transaction costs, included within professional service fees above, during the six months ended March 31, 2010 that would have been capitalized in periods prior to our adoption of ASC 805, including approximately \$2.2 million that had been capitalized as of September 30, 2009 related to costs incurred in prior periods that was required to be expensed upon our adoption of ASC 805. The remainder of the increase was primarily attributable to increased transition costs for acquired employees from our acquisitions during the third and fourth quarters of fiscal 2009 and our acquisition of SpinVox during the first quarter of fiscal 2010.

**Restructuring and Other Charges, Net**

For the three months ended March 31, 2010, we recorded net restructuring and other charges of \$12.4 million, which consisted primarily of \$5.4 million related to the elimination of approximately 55 personnel, primarily from acquired entities, and a \$6.9 million write-off of previously capitalized patent defense costs as a result of unsuccessful litigation. For the three months ended December 31, 2009, we recorded net restructuring and other charges of \$0.6 million, which consisted of \$1.2 million related to the elimination of approximately 40 personnel across multiple functions within our company, partially offset by \$0.6 million in reversals of previously recorded facilities abandonment charges as a result of entering into a definitive sub-lease agreement for one of our leased properties. Excluding the \$6.9 million current quarter write-off, restructuring charges have generally increased for the three and six month periods ended March 31, 2010, as compared to the same periods in the prior year, as a result of our current year adoption of the business combinations guidance in ASC 805. Under the previous accounting guidance, restructuring costs related to acquired companies were generally recorded through purchase accounting, while the guidance in ASC 805 generally requires that these costs be recorded to the acquiring company's statement of operations post-acquisition.

The following table sets forth the activity relating to the restructuring accruals for the six months ended March 31, 2010 (dollars in millions):

	<b>Personnel</b>	<b>Facilities</b>	<b>Other</b>	<b>Total</b>
Balance at September 30, 2009	\$ 0.6	\$ 0.3	\$	\$ 0.9
Restructuring and other charges	5.4		8.2	13.6
Non-cash adjustments			(6.9)	(6.9)
Cash payments	(2.8)	(0.1)	(1.3)	(4.2)
Balance at March 31, 2010	\$ 3.2	\$ 0.2	\$	\$ 3.4

**Other Income (Expense), Net**

The following table shows other income (expense), net in dollars and as a percentage of total revenue (dollars in millions):

<b>Three Months Ended March 31,</b>	<b>Dollar</b>	<b>Percent</b>	<b>Six Months Ended March 31,</b>	<b>Dollar</b>	<b>Percent</b>
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	2010	2009	Change	Change	2010	2009	Change	Change
Interest income	\$ 0.2	\$ 1.0	\$ (0.8)	(80.0)%	\$ 0.6	\$ 2.5	\$ (1.9)	(76.0)%
Interest expense	(10.2)	(11.8)	(1.6)	(13.6)%	(20.4)	(26.7)	(6.3)	(23.6)%
Other income								
(expense), net	3.2	(0.4)	3.6	900.0%	5.1	5.8	(0.9)	(15.5)%
Total other								
income (expense),								
net	\$ (6.8)	\$ (11.2)	\$ (4.4)	(39.3)%	\$ (14.7)	\$ (18.4)	\$ (3.7)	(20.1)%
As a percentage								
of total revenue	(2.5)%	(4.9)%			(2.7)%	(4.1)%		

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The change in other income (expense), net for the three months ended March 31, 2010, as compared to the same period in fiscal 2009, was primarily driven by gains on non-hedge derivative instruments of \$2.6 million. Interest income and expense were lower during the three months ended March 31, 2010 due to lower prevailing market interest rates related to our marketable investments and our variable-interest rate borrowings.

The change in other income (expense), net for the six months ended March 31, 2010, as compared to the same period in fiscal 2009, was primarily driven by gains on non-hedged derivative instruments of \$4.8 million during the six months ended March 31, 2010, offset by the change in gain recognized on foreign currency forward contracts to manage our exposure on our Euro-denominated deferred acquisition payment obligation of \$44.3 million related to our acquisition of PSRS which was paid on October 22, 2009. These foreign currency contracts were not designated as hedges and changes in fair value of these contracts were reported in net earnings as other income. For the six months ended March 31, 2009, we recorded a net \$8.0 million gain as other income related to these contracts and the related Euro-denominated obligation. Interest income and expense were lower during the six months ended March 31, 2010 due to lower prevailing market interest rates related to our marketable investments and our variable-interest rate borrowings.

**Provision for Income Taxes**

The following table shows the provision for income taxes and the effective income tax rate (in thousands of dollars, except percentages):

	Three Months Ended				Six Months Ended			
	March 31,		Dollar Change	Percent Change	March 31,		Dollar Change	Percent Change
	2010	2009			2010	2009		
Income tax provision (benefit)	\$ 2.3	\$ (1.0)	\$ 3.3	330.0%	\$ 2.6	\$ 10.6	\$ (8.0)	(75.5)%
Effective income tax rate	(17.5)%	(23.3)%			(15.4)%	(101.8)%		

Our effective income tax rate was (17.5)% and (23.3)% for the three months ended March 31, 2010 and 2009, respectively. The change in the effective tax rate primarily relates to the effect of current period foreign withholding taxes offset by discrete tax benefits resulting from certain international research and development tax credits during the three months ended March 31, 2010. No tax benefit has been recognized for the U.S. losses, as the realization of such tax benefit is not more likely than not.

Our effective income tax rate was (15.4)% and (101.8)% for the six months ended March 31, 2010 and 2009, respectively. The change in the effective tax rate primarily relates to an \$8.0 million tax provision charge resulting from an asset purchase election made in 2009 in connection with the eScription acquisition. No tax benefit has been recognized for the U.S. losses, as the realization of such tax benefit is not more likely than not.

**LIQUIDITY AND CAPITAL RESOURCES**

Cash and cash equivalents totaled \$461.8 million as of March 31, 2010, a decrease of \$65.2 million as compared to \$527.0 million as of September 30, 2009. Our working capital was \$355.2 million as of March 31, 2010 as compared to \$376.6 million as of September 30, 2009. As of March 31, 2010, our total accumulated deficit was \$281.9 million. We do not expect our accumulated deficit to impact our future ability to operate the business given our strong cash and operating cash flow positions, and believe our current cash and cash equivalents on-hand are sufficient to meet our operating needs for at least the next twelve months.

### **Cash Provided by Operating Activities**

Cash provided by operating activities for the six months ended March 31, 2010 was \$120.6 million, a decrease of \$10.0 million, or 8%, as compared to cash provided by operating activities of \$130.6 million for the six months ended March 31, 2009. The decrease was primarily driven by the following factors:

A decrease in cash of \$42.3 million from accounts receivable primarily attributable to a growing accounts receivable balance in the first six months of fiscal 2010 as compared to a declining receivables balance in the same period last year;

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An increase in cash resulting from a decrease in net loss, exclusive of non-cash adjustment items, of approximately \$37.3 million;

A decrease in cash from accounts payable and accrued expenses of \$35.3 million primarily attributable to the timing of cash payments under our normal operating cycles; and

An increase in cash of \$24.3 million from deferred revenue primarily attributable to billings of our eCopy imaging solutions.

**Cash Used in Investing Activities**

Cash used in investing activities for the six months ended March 31, 2010 was \$189.5 million, an increase of \$52.1 million, or 38%, as compared to cash used in investing activities of \$137.4 million for the six months ended March 31, 2009. The net increase was primarily driven by the following factors:

An increase in cash payments related to acquisitions of \$97.6 million, primarily driven by the cash paid in the acquisition of SpinVox, the PSRS deferred acquisition payment, and the Phonetic earn-out payment;

A decrease of \$55.5 million in cash payments for the acquisition of speech-related patents and technology;

An increase in cash payments for equity investments of \$14.8 million primarily related to a cost method investment in a non-public company made during the first quarter of 2010; and

A decrease of \$4.8 million in capital expenditures.

**Cash Used in Financing Activities**

Cash provided by financing activities for the six months ended March 31, 2010 was \$3.9 million, a decrease of \$164.8 million, or 98%, as compared to cash provided by financing activities of \$168.7 million for the six months ended March 31, 2009. The net decrease was primarily driven by the following factors:

A \$175.1 million decrease in cash proceeds from the sale of our common stock. During the six months ended March 31, 2009, we sold 17.4 million shares of our common stock and warrants to purchase 3.9 million shares of our common stock for net proceeds of \$175.1 million; and

An \$11.8 million increase in cash proceeds from the exercise of company stock options and participation in our employee stock ownership plan.

***2.75% Convertible Debentures***

On August 13, 2007, we issued \$250 million of 2.75% convertible senior debentures due in August 2027. As of March 31, 2010, no conversion triggers were met. If the conversion triggers were met, we could be required to repay all or some of the principal amount in cash prior to maturity.

***Credit Facility***

As of March 31, 2010, \$646.9 million remained outstanding under our term loan. There were \$16.1 million of letters of credit issued under the revolving credit line and there were no other outstanding borrowings under the revolving

credit line. As of March 31, 2010, we are in compliance with the covenants under the Credit Facility.

As of March 31, 2010, based on our leverage ratio, the applicable margin for our term loan was 1.00% for base rate borrowings and 2.00% for LIBOR-based borrowings. This results in an effective interest rate of 2.23%. No payments under the excess cash flow sweep provision were due in the first quarter of fiscal 2010 as no excess cash flow, as defined, was generated in fiscal 2009. At the current time, we are unable to predict the amount of the outstanding principal, if any, that we may be required to repay in future fiscal years pursuant to the excess cash flow

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sweep provisions. If only the minimum required repayments are made, the annual aggregate principal amount of the term loans repaid would be as follows (table in thousands):

<b>Year Ending September 30,</b>	<b>Amount</b>
2010 (April 1, 2010 to September 30, 2010)	\$ 3,350
2011	6,700
2012	6,700
2013 (maturity)	630,163
Total	\$ 646,913

**Equity**

In March 2010, we issued 607,903 and 145,897 shares of our common stock in payment to a third party, valued at \$10.0 million and \$2.4 million, respectively. The \$10.0 million payment was for the purchase of the source and object code software license, while the \$2.4 million payment was in respect of the amendment of the third-party collaboration agreement discussed in Note 6 and Note 2 to the unaudited consolidated financial statements, respectively.

In February 2010, we issued 1.1 million shares of our common stock, valued at \$18.0 million, as partial consideration for our second quarter fiscal 2010 acquisitions discussed in Note 4 to the unaudited consolidated financial statements.

In October and December 2009, we issued 1,047,120 and 879,567 shares of our common stock in payment to a third party, valued at \$16.0 million and \$13.0 million, respectively. The \$16.0 million payment was our first payment in consideration for the research and development services of the third party in connection with the third-party collaboration arrangement discussed in Note 2 to the unaudited consolidated financial statements, while the \$13.0 million payment was final payment in respect of the joint marketing and selling agreement with the same third party discussed in Note 6 to the unaudited consolidated financial statements.

In December 2009, we issued 2.3 million shares of our common stock, valued at \$36.4 million, as partial consideration for the acquisition of SpinVox Limited discussed in Note 4 to the unaudited consolidated financial statements.

On March 19, 2004, we announced that Warburg Pincus had agreed to purchase all outstanding shares of and warrants for our common stock held by Xerox Corporation for approximately \$80.0 million. In connection with this transaction, Warburg Pincus acquired new warrants to purchase 2.5 million additional shares of our common stock for total consideration of \$0.6 million. The warrants had a six-year life and an exercise price of \$4.94 per share. In April 2010, all 2.5 million of these common stock warrants were exercised, with total cash proceeds to the Company of \$12.4 million.

We believe cash and cash equivalents on hand and cash flows from future operations will be sufficient to meet our working capital and contractual obligations as they become due for the foreseeable future. We also believe that in the event future operating results are not as planned, that we could take actions, including restructuring actions and other cost reduction initiatives, to reduce operating expenses to levels which, in combination with expected future revenue, will continue to generate sufficient operating cash flow. In the event that these actions are not effective in generating operating cash flows, we may be required to issue equity or debt securities on terms that may be less than favorable.





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The following table summarizes our outstanding contractual obligations as of March 31, 2010 (in millions):

Contractual Obligations	Total	Payments Due by Period				
		Remaining Fiscal 2010	Fiscal 2011	Fiscal 2012 and 2013	Fiscal 2014 and 2015	Thereafter
2.75% Convertible Senior Debentures(1)	\$ 250.0	\$	\$	\$	\$ 250.0	\$
Credit Facility(2)	646.9	3.3	6.7	636.9		
Interest on Credit Facility(2)	42.7	7.2	14.3	21.2		
Interest on 2.75% Convertible Senior Debentures(3)	31.0	3.4	6.9	13.8	6.9	
Lease obligations and other liabilities:						
Operating leases	115.6	10.4	19.6	33.4	25.4	26.8
Other lease obligations associated with the closing of duplicate facilities related to restructurings and acquisitions	6.2	1.9	2.6	1.7		
Pension, minimum funding requirement	5.8	0.6	1.3	2.6	1.3	
Collaboration agreement(4)	73.6	18.4	18.4	36.8		
Purchase commitments	2.8	2.8				
Other liabilities assumed(5)	41.0	6.8	13.9	14.6	4.7	1.0
Total contractual cash obligations	\$ 1,215.6	\$ 54.8	\$ 83.7	\$ 761.0	\$ 288.3	\$ 27.8

- (1) Holders of 2.75% Convertible Senior Debentures can require us to repurchase the debentures on August 15, 2014, 2017 and 2022.
- (2) Interest is due and payable monthly, and principal is paid on a quarterly basis. The amounts included as interest payable in this table are based on the effective interest rate as of March 31, 2010 excluding the effect of our interest rate swaps.
- (3) These figures represent coupon interest only, payable by us in cash, semi-annually.
- (4) Payments under the collaboration agreement are payable in cash or our common stock at our option. Refer to Note 2 to the unaudited consolidated financial statements for further information.
- (5)

Obligations include assumed long-term liabilities related to restructuring programs initiated by the predecessor entities prior to our acquisition of SpeechWorks International, Inc. in August 2003, and our acquisition of the former Nuance Communications, Inc. in September 2005. These restructuring programs relate to the closing of two facilities with lease terms set to expire in 2016 and 2012. Total contractual obligations under these two leases are \$41.0 million. As of March 31, 2010, we have sub-leased a portion of the office space related to these two facilities to unrelated third parties. Total sublease income under the remaining contractual terms is expected to be \$15.6 million, which ranges from \$1.5 million to \$4.1 million on an annualized basis through 2016.

### **Contingent Liabilities and Commitments**

In connection with our acquisition of SNAPin Software, Inc. ( SNAPin ) we agreed to make a contingent earn-out payment of up to \$45.0 million in cash to be paid, if at all, based on the business achieving certain performance targets that are measurable from the acquisition date to December 31, 2009. Additionally, we would be required to issue earn-out consideration to SNAPin option holders. Option earn-out consideration, if earned, is payable at our sole discretion, in cash, stock or additional options to purchase common stock. The total value of this option earn-out consideration may aggregate up to \$2.5 million, and will be recorded as compensation expense over the service

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period, if earned. In April 2010, the Company and the former shareholders of SNAPin agreed on a \$21.2 million final value of the earn-out value of \$21.2 million. On April 30, 2010, we issued 565,069 shares of our common stock, valued at \$10.6 million, as our first payment under the earn-out agreement. The remaining \$10.6 million is payable in cash, or stock, solely at our option, on or before October 1, 2011.

In connection with our acquisition of Multi-Vision Communications, Inc. ( *Multi-Vision* ), we agreed to make contingent earn-out payments of up to \$15.0 million, payable in stock, or cash, solely at our discretion, relating to earn-out provisions described in the share purchase agreement. Two-thirds of the earn-out is conditioned on performance targets and continued employment; accordingly, up to \$10.0 million of any earn-out payments that become payable will be recorded as compensation expense, and up to \$5.0 million, the portion of the prospective earn-out attributable solely to performance targets, will be recorded as additional purchase price and allocated to goodwill. We have notified the former shareholders of Multi-Vision that the performance targets were not achieved. Therefore, through March 31, 2010, we have not recorded any obligation or related compensation expense relative to these measures.

In connection with our acquisition of Vocada, Inc. ( *Vocada* ), we agreed to make contingent earn-out payments of up to \$21.0 million upon the achievement of certain financial targets measured over defined periods through December 31, 2010. Payments, if any, may be made in the form of cash or shares of our common stock, at our sole discretion. We have notified the former shareholders of Vocada that the financial targets for certain periods were not achieved. The former shareholders of Vocada have requested additional information regarding this determination. We are currently in discussions with the former shareholders of Vocada regarding this matter. Through March 31, 2010, we have not recorded any obligation relative to these matters.

In connection with the acquisition of Commissure, Inc. ( *Commissure* ), we agreed to make contingent earn-out payments of up to \$8.0 million upon the achievement of certain financial targets for the fiscal years 2008, 2009 and 2010. Payments, if any, may be made in the form of cash or shares of our common stock, solely at our discretion. We have notified the former shareholders of Commissure that the financial targets for the fiscal year ended September 30, 2008 were not achieved and the related contingent earn-out payment was not earned. We are continuing to evaluate the financial targets related to the fiscal year ended September 30, 2009. Through March 31, 2010, we have not recorded any obligation relative to the Commissure transaction earn-out provisions.

## ***Financial Instruments and Hedging Activities***

We use financial instruments to manage our interest rate and foreign exchange risk. Financial Accounting Standards Board ( *FASB* ) Accounting Standards Codification ( *ASC* ) 815 ( *ASC 815* ), for certain designated forward contracts and interest rate swaps.

To manage the interest rate exposure on our variable-rate borrowings, we use interest rate swaps to convert specific variable-rate debt into fixed-rate debt. As of March 31, 2010, we have two outstanding interest rate swaps designated as cash flow hedges with an aggregate notional amount of \$200 million. The interest rates on these swaps are 2.7% and 2.1%, plus the applicable margin for the Credit Facility, and they expire in October 2010 and November 2010, respectively. As of March 31, 2010 and September 30, 2009, the aggregate cumulative unrealized losses related to these swaps were \$2.6 million and \$4.0 million, respectively and were included in accumulated other comprehensive income (loss) in the accompanying balance sheets.

On October 1, 2009, we entered into foreign currency contracts to hedge exposure on the variability of cash flows in Canadian dollars with a total notional amount of CAD\$8.7 million. These contracts are designated as cash flow hedges. At March 31, 2010, these contracts had an aggregate remaining, unsettled notional amount of CAD\$2.1 million. The contracts settle each month from April 13, 2010 through July 13, 2010. As of March 31, 2010,

the aggregate cumulative unrealized gains related to these contracts were \$0.1 million and were included in accumulated other comprehensive income (loss) in the accompanying balance sheets.

On February 4, 2010, we entered into foreign currency contracts to hedge exposure on the variability of cash flows in Hungarian Forints ( HUF ) with a total notional amount of HUF 688.0 million. These contracts are designated as cash flow hedges. At March 31, 2010, these contracts had an aggregate remaining, unsettled notional

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amount of HUF 479.0 million. The contracts settle each month from April 19, 2010 through October 18, 2010. As of March 31, 2010, the aggregate cumulative unrealized gains related to these contracts were immaterial.

As of March 31, 2010, we have outstanding security price guarantees relative to a total of 2,680,487 shares of our common stock issued to a third party as discussed in Note 7 to the unaudited consolidated financial statements. Changes in fair value of these security price guarantees are reported in earnings each period as non-operating income (expense) within other income (expense), net. For the three and six months ended March 31, 2010, increases in fair value of \$2.6 and \$4.7 million, respectively, related to the settled and unsettled security price guarantees are reported in earnings as non-operating income within other income (expense), net.

### ***Off-Balance Sheet Arrangements***

Through March 31, 2010, we have not entered into any off-balance sheet arrangements or material transactions with unconsolidated entities or other persons.

### ***Item 3. Quantitative and Qualitative Disclosures about Market Risk***

Our exposure to market risk has not changed materially from that disclosed in our Annual Report on Form 10-K for the fiscal year ended September 30, 2009.

### ***Item 4. Controls and Procedures***

#### **Evaluation of Disclosure Controls and Procedures**

Our management is responsible for establishing and maintaining a system of disclosure controls and procedures (as defined in Rule 13a-15 under the Securities Exchange Act of 1934 (the "Exchange Act")) designed to ensure that information we are required to disclose in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive officer or officers and principal financial officer or officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

We have evaluated the effectiveness of the design and operation of our disclosure controls and procedures under the supervision of, and with the participation of, management, including the Chief Executive Officer and Chief Financial Officer, as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective to meet the requirements of Rule 13a-15 under the Exchange Act.

#### **Changes in internal control over financial reporting**

There were no changes to our internal controls over financial reporting identified in connection with the evaluation required by paragraph (d) of Exchange Act Rules 13a-15 or 15d-15 that occurred during the fiscal quarter covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **Part II. Other Information**

**Item 1. *Legal Proceedings***

This information is included in Note 18, Commitments and Contingencies, in the accompanying notes to consolidated financial statements and is incorporated herein by reference from Item 1 of Part I.

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**Item 1A. Risk Factors**

*You should carefully consider the risks described below when evaluating our company and when deciding whether to invest in our company. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not presently known to us or that we do not currently believe are important to an investor may also harm our business operations. If any of the events, contingencies, circumstances or conditions described in the following risks actually occurs, our business, financial condition or our results of operations could be seriously harmed. If that happens, the trading price of our common stock could decline and you may lose part or all of the value of any of our shares held by you.*

**Risks Related to Our Business**

***Our operating results may fluctuate significantly from period to period, and this may cause our stock price to decline.***

Our revenue and operating results have fluctuated in the past and are expected to continue to fluctuate in the future. Given this fluctuation, we believe that quarter to quarter comparisons of revenue and operating results are not necessarily meaningful or an accurate indicator of our future performance. As a result, our results of operations may not meet the expectations of securities analysts or investors in the future. If this occurs, the price of our stock would likely decline. Factors that contribute to fluctuations in operating results include the following:

slowing sales by our distribution and fulfillment partners to their customers, which may place pressure on these partners to reduce purchases of our products;

volume, timing and fulfillment of customer orders;

our efforts to generate additional revenue from our intellectual property portfolio;

concentration of operations with one manufacturing partner and our inability to control expenses related to the manufacturing, packaging and shipping of our boxed software products;

customers delaying their purchasing decisions in anticipation of new versions of our products;

customers delaying, canceling or limiting their purchases as a result of the threat or results of terrorism;

introduction of new products by us or our competitors;

seasonality in purchasing patterns of our customers;

reduction in the prices of our products in response to competition, market conditions or contractual obligations;

returns and allowance charges in excess of accrued amounts;

timing of significant marketing and sales promotions;

impairment charges against goodwill and intangible assets;

delayed realization of synergies resulting from our acquisitions;



write-offs of excess or obsolete inventory and accounts receivable that are not collectible;

increased expenditures incurred pursuing new product or market opportunities;

general economic trends as they affect retail and corporate sales; and

higher than anticipated costs related to fixed-price contracts with our customers.

Due to the foregoing factors, among others, our revenue and operating results are difficult to forecast. Our expense levels are based in significant part on our expectations of future revenue and we may not be able to reduce our expenses quickly to respond to a shortfall in projected revenue. Therefore, our failure to meet revenue expectations would seriously harm our operating results, financial condition and cash flows.

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***We have grown, and may continue to grow, through acquisitions, which could dilute our existing stockholders.***

As part of our business strategy, we have in the past acquired, and expect to continue to acquire, other businesses and technologies. In connection with past acquisitions, we issued a substantial number of shares of our common stock as transaction consideration and also incurred significant debt to finance the cash consideration used for our acquisitions. We may continue to issue equity securities for future acquisitions, which would dilute existing stockholders, perhaps significantly depending on the terms of such acquisitions. We may also incur additional debt in connection with future acquisitions, which, if available at all, may place additional restrictions on our ability to operate our business.

***Our ability to realize the anticipated benefits of our acquisitions will depend on successfully integrating the acquired businesses.***

Our prior acquisitions required, and our recently completed acquisitions continue to require, substantial integration and management efforts and we expect future acquisitions to require similar efforts. Acquisitions of this nature involve a number of risks, including:

- difficulty in transitioning and integrating the operations and personnel of the acquired businesses;
- potential disruption of our ongoing business and distraction of management;
- potential difficulty in successfully implementing, upgrading and deploying in a timely and effective manner new operational information systems and upgrades of our finance, accounting and product distribution systems;
- difficulty in incorporating acquired technology and rights into our products and technology;
- potential difficulties in completing projects associated with in-process research and development;
- unanticipated expenses and delays in completing acquired development projects and technology integration;
- management of geographically remote business units both in the United States and internationally;
- impairment of relationships with partners and customers;
- assumption of unknown material liabilities of acquired companies;
- accurate projection of revenue plans of the acquired entity in the due diligence process;
- customers delaying purchases of our products pending resolution of product integration between our existing and our newly acquired products;
- entering markets or types of businesses in which we have limited experience; and
- potential loss of key employees of the acquired business.

As a result of these and other risks, if we are unable to successfully integrate acquired businesses, we may not realize the anticipated benefits from our acquisitions. Any failure to achieve these benefits or failure to successfully integrate acquired businesses and technologies could seriously harm our business.

***Accounting treatment of our acquisitions could decrease our net income or expected revenue in the foreseeable future, which could have a material and adverse effect on the market value of our common stock.***

Under accounting principles generally accepted in the United States of America, we record the market value of our common stock or other form of consideration issued in connection with the acquisition and, for transactions which closed prior to October 1, 2009, the amount of direct transaction costs as the cost of acquiring the company or business. We have allocated that cost to the individual assets acquired and liabilities assumed, including various identifiable intangible assets such as acquired technology, acquired tradenames and acquired customer relationships based on their respective fair values. Intangible assets generally will be amortized over a five to ten year period. Goodwill and certain intangible assets with indefinite lives, are not subject to amortization but are subject to

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an impairment analysis, at least annually, which may result in an impairment charge if the carrying value exceeds its implied fair value. As of March 31, 2010, we had identified intangible assets of approximately \$706.2 million, net of accumulated amortization, and goodwill of approximately \$2.0 billion. In addition, purchase accounting limits our ability to recognize certain revenue that otherwise would have been recognized by the acquired company as an independent business. The combined company may delay revenue recognition or recognize less revenue than we and the acquired company would have recognized as independent companies.

### ***Changes in the accounting method for business combinations may have an adverse impact on our reported or future financial results.***

For the years ended September 30, 2009 and prior, in accordance with Statement of Financial Accounting Standard ( SFAS ) 141 *Business Combinations*, ( SFAS 141 ), all acquisition-related costs, such as attorney s fees and accountant fees, as well as contingent consideration to the seller, which was recorded when it is beyond a reasonable doubt that the amount is payable, were capitalized as part of the purchase price.

In December 2007, the Financial Accounting Standards Board ( FASB ) issued SFAS No. 141 (revised 2007), *Business Combinations*, ( SFAS 141R ), now referred to as FASB Accounting Standards Codification 805 ( ASC 805 ), which requires an acquirer to do the following: expense acquisition-related costs as incurred; reflect such payments as a reduction of cash flow from operations; record contingent consideration at fair value at the acquisition date with subsequent changes in fair value to be recognized in the income statement and cash flow from operations. ASC 805 applies to business combinations for which the acquisition date is on or after October 1, 2009. ASC 805 could have a material impact on our results of operations and our financial position due to our acquisition strategy.

### ***Our significant debt could adversely affect our financial health and prevent us from fulfilling our obligations under our credit facility and our convertible debentures.***

We have a significant amount of debt. As of March 31, 2010, we had a total of \$899.2 million of gross debt outstanding, including \$646.9 million in term loans due in March 2013 and \$250.0 million in convertible debentures which investors may require us to redeem in August 2014. We also have a \$75.0 million revolving credit line available to us through March 2012. As of March 31, 2010, there were \$16.1 million of letters of credit issued under the revolving credit line but there were no other outstanding borrowings under the revolving credit line. Our debt level could have important consequences, for example it could:

- require us to use a large portion of our cash flow to pay principal and interest on debt, including the convertible debentures and the credit facility, which will reduce the availability of our cash flow to fund working capital, capital expenditures, acquisitions, research and development expenditures and other business activities;

- restrict us from making strategic acquisitions or exploiting business opportunities;

- place us at a competitive disadvantage compared to our competitors that have less debt; and

- limit, along with the financial and other restrictive covenants in our debt, our ability to borrow additional funds, dispose of assets or pay cash dividends.

Our ability to meet our payment and other obligations under our debt instruments depends on our ability to generate significant cash flow in the future. This, to some extent, is subject to general economic, financial, competitive, legislative and regulatory factors as well as other factors that are beyond our control. We cannot assure you that our business will generate cash flow from operations, or that additional capital will be available to us, in an amount sufficient to enable us to meet our payment obligations under the convertible debentures and our other debt and to

fund other liquidity needs. If we are not able to generate sufficient cash flow to service our debt obligations, we may need to refinance or restructure our debt, including the convertible debentures, sell assets, reduce or delay capital investments, or seek to raise additional capital. If we are unable to implement one or more of these alternatives, we may not be able to meet our payment obligations under the convertible debentures and our other debt.

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In addition, a substantial portion of our debt bears interest at variable rates. If market interest rates increase, our debt service requirements will increase, which would adversely affect our cash flows. While we have entered into interest rate swap agreements limiting our exposure for a portion of our debt, the agreements do not offer complete protection from this risk.

***Our debt agreements contain covenant restrictions that may limit our ability to operate our business.***

The agreement governing our senior credit facility contains, and any of our other future debt agreements may contain, covenant restrictions that limit our ability to operate our business, including restrictions on our ability to:

- incur additional debt or issue guarantees;
- create liens;
- make certain investments;
- enter into transactions with our affiliates;
- sell certain assets;
- redeem capital stock or make other restricted payments;
- declare or pay dividends or make other distributions to stockholders; and
- merge or consolidate with any entity.

Our ability to comply with these covenants is dependent on our future performance, which will be subject to many factors, some of which are beyond our control, including prevailing economic conditions. As a result of these covenants, our ability to respond to changes in business and economic conditions and to obtain additional financing, if needed, may be significantly restricted, and we may be prevented from engaging in transactions that might otherwise be beneficial to us. In addition, our failure to comply with these covenants could result in a default under our debt agreements, which could permit the holders to accelerate our obligation to repay the debt. If any of our debt is accelerated, we may not have sufficient funds available to repay the accelerated debt.

***We have a history of operating losses, and may incur losses in the future, which may require us to raise additional capital on unfavorable terms.***

We reported net losses of \$19.7 million for the six months ended March 31, 2010 and \$21.0 million for the six months ended March 31, 2009. If we are unable to achieve and maintain profitability, the market price for our stock may decline, perhaps substantially. We cannot assure you that our revenue will grow or that we will achieve or maintain profitability in the future. If we do not achieve and maintain profitability, we may be required to raise additional capital to maintain or grow our operations. The terms of any transaction to raise additional capital, if available at all, may be highly dilutive to existing investors or contain other unfavorable terms, such as a high interest rate and restrictive covenants.

***Speech technologies may not achieve widespread acceptance, which could limit our ability to grow our speech business.***

We have invested and expect to continue to invest heavily in the acquisition, development and marketing of speech technologies. The market for speech technologies is relatively new and rapidly evolving. Our ability to increase revenue in the future depends in large measure on the acceptance of speech technologies in general and our products in particular. The continued development of the market for our current and future speech solutions will also depend on:

consumer and business demand for speech-enabled applications;

development by third-party vendors of applications using speech technologies; and

continuous improvement in speech technology.

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Sales of our speech products would be harmed if the market for speech technologies does not continue to develop or develops slower than we expect, and, consequently, our business could be harmed and we may not recover the costs associated with our investment in our speech technologies.

***The markets in which we operate are highly competitive and rapidly changing and we may be unable to compete successfully.***

There are a number of companies that develop or may develop products that compete in our targeted markets. The individual markets in which we compete are highly competitive, and are rapidly changing. Within speech, we compete with AT&T, Microsoft, Google, and other smaller providers. Within healthcare dictation and transcription, we compete with Spheris, Medquist and other smaller providers. Within imaging, we compete directly with ABBYY, Adobe, I.R.I.S. and NewSoft. In speech, some of our partners such as Avaya, Cisco, Edify, Genesys and Nortel develop and market products that can be considered substitutes for our solutions. In addition, a number of smaller companies in both speech and imaging produce technologies or products that are in some markets competitive with our solutions. Current and potential competitors have established, or may establish, cooperative relationships among themselves or with third parties to increase the ability of their technologies to address the needs of our prospective customers.

The competition in these markets could adversely affect our operating results by reducing the volume of the products we license or the prices we can charge. Some of our current or potential competitors, such as Adobe, Microsoft and Google, have significantly greater financial, technical and marketing resources than we do. These competitors may be able to respond more rapidly than we can to new or emerging technologies or changes in customer requirements. They may also devote greater resources to the development, promotion and sale of their products than we do.

Some of our customers, such as IBM, Microsoft and Google, have developed or acquired products or technologies that compete with our products and technologies. These customers may give higher priority to the sale of these competitive products or technologies. To the extent they do so, market acceptance and penetration of our products, and therefore our revenue, may be adversely affected. Our success will depend substantially upon our ability to enhance our products and technologies and to develop and introduce, on a timely and cost-effective basis, new products and features that meet changing customer requirements and incorporate technological advancements. If we are unable to develop new products and enhance functionalities or technologies to adapt to these changes, or if we are unable to realize synergies among our acquired products and technologies, our business will suffer.

***The failure to successfully maintain the adequacy of our system of internal control over financial reporting could have a material adverse impact on our ability to report our financial results in an accurate and timely manner.***

The SEC, as directed by Section 404 of the Sarbanes-Oxley Act of 2002, adopted rules requiring public companies to include a report of management on internal control over financial reporting in their annual reports on Form 10-K that contains an assessment by management of the effectiveness of our internal control over financial reporting. In addition, our independent registered public accounting firm must attest to and report on the effectiveness of our internal control over financial reporting. Any failure in the effectiveness of our system of internal control over financial reporting could have a material adverse impact on our ability to report our financial statements in an accurate and timely manner, could subject us to regulatory actions, civil or criminal penalties, shareholder litigation, or loss of customer confidence, which could result in an adverse reaction in the financial marketplace due to a loss of investor confidence in the reliability of our financial statements, which ultimately could negatively impact our stock price.

***A significant portion of our revenue is derived, and a significant portion of our research and development activities are based, outside the United States. Our results could be harmed by economic, political, regulatory and other risks***



*associated with these international regions.*

Because we operate worldwide, our business is subject to risks associated with doing business internationally. We anticipate that revenue from international operations could increase in the future. Most of our international

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revenue is generated by sales in Europe and Asia. In addition, some of our products are developed and manufactured outside the United States and we have a large number of employees in India that provide transcription services. A significant portion of the development and manufacturing of our speech products are conducted in Belgium and Canada, and a significant portion of our imaging research and development is conducted in Hungary. We also have significant research and development resources in Aachen, Germany, and Vienna, Austria. Accordingly, our future results could be harmed by a variety of factors associated with international sales and operations, including:

changes in a specific country's or region's economic conditions;

geopolitical turmoil, including terrorism and war;

trade protection measures and import or export licensing requirements imposed by the United States or by other countries;

compliance with foreign and domestic laws and regulations;

negative consequences from changes in applicable tax laws;

difficulties in staffing and managing operations in multiple locations in many countries;

difficulties in collecting trade accounts receivable in other countries; and

less effective protection of intellectual property than in the United States.

***We are exposed to fluctuations in foreign currency exchange rates.***

Because we have international subsidiaries and distributors that operate and sell our products outside the United States, we are exposed to the risk of changes in foreign currency exchange rates or declining economic conditions in these countries. In certain circumstances, we have entered into forward exchange contracts to hedge against foreign currency fluctuations. We use these contracts to reduce our risk associated with exchange rate movements, as the gains or losses on these contracts are intended to offset any exchange rate losses or gains on the hedged transaction. We do not engage in foreign currency speculation. Forward exchange contracts hedging firm commitments qualify for hedge accounting when they are designated as a hedge of the foreign currency exposure and they are effective in minimizing such exposure. With our increased international presence in a number of geographic locations and with international revenue and costs projected to increase, we are exposed to changes in foreign currencies including the Euro, British Pound, Canadian Dollar, Japanese Yen, Indian Rupee and the Hungarian Forint. Changes in the value of the Euro or other foreign currencies relative to the value of the U.S. dollar could adversely affect future revenue and operating results.

***Impairment of our intangible assets could result in significant charges that would adversely impact our future operating results.***

We have significant intangible assets, including goodwill and intangibles with indefinite lives, which are susceptible to valuation adjustments as a result of changes in various factors or conditions. The most significant intangible assets are patents and core technology, completed technology, customer relationships and trademarks. Customer relationships are amortized on an accelerated basis based upon the pattern in which the economic benefits of customer relationships are being utilized. Other identifiable intangible assets are amortized on a straight-line basis over their estimated useful lives. We assess the potential impairment of identifiable intangible assets on an annual basis, as well as whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors that

could trigger an impairment of such assets, include the following:

significant underperformance relative to historical or projected future operating results;

significant changes in the manner of or use of the acquired assets or the strategy for our overall business;

significant negative industry or economic trends;

significant decline in our stock price for a sustained period;

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changes in our organization or management reporting structure could result in additional reporting units, which may require alternative methods of estimating fair values or greater disaggregation or aggregation in our analysis by reporting unit; and

a decline in our market capitalization below net book value.

Future adverse changes in these or other unforeseeable factors could result in an impairment charge that would impact our results of operations and financial position in the reporting period identified.

***Our sales to government clients subject us to risks, including early termination, audits, investigations, sanctions and penalties.***

We derive a portion of our revenues from contracts with the United States government, as well as various state and local governments, and their respective agencies. Government contracts are generally subject to audits and investigations which could identify violations of these agreements. Government contract violations could result in a range of consequences including, but not limited to, contract price adjustments, civil and criminal penalties, contract termination, forfeiture of profit and/or suspension of payment, and suspension or debarment from future government contracts. We could also suffer serious harm to our reputation if we were found to have violated the terms of our government contracts.

We recently conducted an analysis of our compliance with the terms and conditions of certain contracts with the U.S. General Services Administration ( GSA ). Based upon our analysis, we voluntarily notified GSA of non-compliance with the terms of two contracts. The final resolution of this matter may adversely impact our financial position.

***If we are unable to attract and retain key personnel, our business could be harmed.***

If any of our key employees were to leave, we could face substantial difficulty in hiring qualified successors and could experience a loss in productivity while any successor obtains the necessary training and experience. Our employment relationships are generally at-will and we have had key employees leave in the past. We cannot assure you that one or more key employees will not leave in the future. We intend to continue to hire additional highly qualified personnel, including software engineers and operational personnel, but may not be able to attract, assimilate or retain qualified personnel in the future. Any failure to attract, integrate, motivate and retain these employees could harm our business.

***Our medical transcription services may be subject to legal claims for failure to comply with laws governing the confidentiality of medical records.***

Healthcare professionals who use our medical transcription services deliver to us health information about their patients including information that constitutes a record under applicable law that we may store on our computer systems. Numerous federal and state laws and regulations, the common law and contractual obligations govern collection, dissemination, use and confidentiality of patient-identifiable health information, including:

state and federal privacy and confidentiality laws;

our contracts with customers and partners;

state laws regulating healthcare professionals;

Medicaid laws; and

the Health Insurance Portability and Accountability Act of 1996 and related rules proposed by the Health Care Financing Administration.

The Health Insurance Portability and Accountability Act of 1996 establishes elements including, but not limited to, federal privacy and security standards for the use and protection of protected health information. Any failure by us or by our personnel or partners to comply with applicable requirements may result in a material liability. Although we have systems and policies in place for safeguarding protected health information from unauthorized disclosure, these systems and policies may not preclude claims against us for alleged violations of

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applicable requirements. There can be no assurance that we will not be subject to liability claims that could have a material adverse effect on our business, results of operations and financial condition.

***Adverse changes in general economic or political conditions in any of the major countries in which we do business could adversely affect our operating results.***

As our business has grown, we have become increasingly subject to the risks arising from adverse changes in domestic and global economic and political conditions. For example, the direction and relative strength of the U.S. and global economies have recently been increasingly uncertain due to softness in housing markets, extreme volatility in security prices, severely diminished liquidity and credit availability, rating downgrades of certain investments and declining valuations of others and continuing geopolitical uncertainties. If economic growth in the United States and other countries in which we do business is slowed, customers may delay or reduce technology purchases and may be unable to obtain credit to finance the purchase of our products. This could result in reduced sales of our products, longer sales cycles, slower adoption of new technologies and increased price competition. Any of these events would likely harm our business, results of operations and financial condition. Political instability in any of the major countries in which we do business would also likely harm our business, results of operations and financial condition.

***Current uncertainty in the global financial markets and the global economy may negatively affect our financial results.***

Current uncertainty in the global financial markets and economy may negatively affect our financial results. These macroeconomic developments could negatively affect our business, operating results or financial condition in a number of ways which, in turn, could adversely affect our stock price. A prolonged period of economic decline could have a material adverse effect on our results of operations and financial condition and exacerbate some of the other risk factors described herein. Our customers may defer purchases of our products, licenses, and services in response to tighter credit and negative financial news or reduce their demand for them. Our customers may also not be able to obtain adequate access to credit, which could affect their ability to make timely payments to us or ultimately cause the customer to file for protection from creditors under applicable insolvency or bankruptcy laws. If our customers are not able to make timely payments to us, our accounts receivable could increase.

Our investment portfolio, which includes short-term debt securities, is generally subject to credit, liquidity, counterparty, market and interest rate risks that may be exacerbated by the recent global financial crisis. If the banking system or the fixed income, credit or equity markets deteriorate or remain volatile, our investment portfolio may be impacted and the values and liquidity of our investments could be adversely affected.

In addition, our operating results and financial condition could be negatively affected if, as a result of economic conditions, either:

the demand for, and prices of, our products, licenses, or services are reduced as a result of actions by our competitors or otherwise; or

our financial counterparties or other contractual counterparties are unable to, or do not, meet their contractual commitments to us.

***Security and privacy breaches in our systems may damage client relations and inhibit our growth.***

The uninterrupted operation of our hosted solutions and the confidentiality and security of third-party information is critical to our business. Any failures in our security and privacy measures could have a material adverse effect on our

financial position and results of operations. If we are unable to protect, or our clients perceive that we are unable to protect, the security and privacy of our electronic information, our growth could be materially adversely affected. A security or privacy breach may:

cause our clients to lose confidence in our solutions;

harm our reputation;

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expose us to liability; and

increase our expenses from potential remediation costs.

While we believe we use proven applications designed for data security and integrity to process electronic transactions, there can be no assurance that our use of these applications will be sufficient to address changing market conditions or the security and privacy concerns of existing and potential clients.

### **Risks Related to Our Intellectual Property and Technology**

***Unauthorized use of our proprietary technology and intellectual property could adversely affect our business and results of operations.***

Our success and competitive position depend in large part on our ability to obtain and maintain intellectual property rights protecting our products and services. We rely on a combination of patents, copyrights, trademarks, service marks, trade secrets, confidentiality provisions and licensing arrangements to establish and protect our intellectual property and proprietary rights. Unauthorized parties may attempt to copy aspects of our products or to obtain, license, sell or otherwise use information that we regard as proprietary. Policing unauthorized use of our products is difficult and we may not be able to protect our technology from unauthorized use. Additionally, our competitors may independently develop technologies that are substantially the same or superior to our technologies and that do not infringe our rights. In these cases, we would be unable to prevent our competitors from selling or licensing these similar or superior technologies. In addition, the laws of some foreign countries do not protect our proprietary rights to the same extent as the laws of the United States. Although the source code for our proprietary software is protected both as a trade secret and as a copyrighted work, litigation may be necessary to enforce our intellectual property rights, to protect our trade secrets, to determine the validity and scope of the proprietary rights of others, or to defend against claims of infringement or invalidity. Litigation, regardless of the outcome, can be very expensive and can divert management efforts.

***Third parties have claimed and may claim in the future that we are infringing their intellectual property, and we could be exposed to significant litigation or licensing expenses or be prevented from selling our products if such claims are successful.***

From time to time, we are subject to claims that we or our customers may be infringing or contributing to the infringement of the intellectual property rights of others. We may be unaware of intellectual property rights of others that may cover some of our technologies and products. If it appears necessary or desirable, we may seek licenses for these intellectual property rights. However, we may not be able to obtain licenses from some or all claimants, the terms of any offered licenses may not be acceptable to us, and we may not be able to resolve disputes without litigation. Any litigation regarding intellectual property could be costly and time-consuming and could divert the attention of our management and key personnel from our business operations. In the event of a claim of intellectual property infringement, we may be required to enter into costly royalty or license agreements. Third parties claiming intellectual property infringement may be able to obtain injunctive or other equitable relief that could effectively block our ability to develop and sell our products.

***We may incur substantial costs enforcing or acquiring intellectual property rights and defending against third-party claims as a result of litigation or other proceedings.***

In connection with the enforcement of our own intellectual property rights, the acquisition of third-party intellectual property rights, or disputes relating to the validity or alleged infringement of third-party intellectual property rights,



including patent rights, we have been, are currently, and may in the future be, subject to claims, negotiations or complex, protracted litigation. Intellectual property disputes and litigation are typically very costly and can be disruptive to our business operations by diverting the attention and energy of management and key technical personnel. Although we have successfully defended or resolved past litigation and disputes, we may not prevail in any ongoing or future litigation and disputes. In addition, we may incur significant costs in acquiring the necessary third party intellectual property rights for use in our products. Third party intellectual property disputes could subject us to significant liabilities, require us to enter into royalty and licensing arrangements on unfavorable terms, prevent us from manufacturing or licensing certain of our products, cause severe disruptions to our operations

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or the markets in which we compete, or require us to satisfy indemnification commitments with our customers including contractual provisions under various license arrangements. Any of these could seriously harm our business.

***Our software products may have bugs, which could result in delayed or lost revenue, expensive correction, liability to our customers and claims against us.***

Complex software products such as ours may contain errors, defects or bugs. Defects in the solutions or products that we develop and sell to our customers could require expensive corrections and result in delayed or lost revenue, adverse customer reaction and negative publicity about us or our products and services. Customers who are not satisfied with any of our products may also bring claims against us for damages, which, even if unsuccessful, would likely be time-consuming to defend, and could result in costly litigation and payment of damages. Such claims could harm our reputation, financial results and competitive position.

## **Risks Related to our Corporate Structure, Organization and Common Stock**

***The holdings of our largest stockholder may enable it to influence matters requiring stockholder approval.***

As of March 31, 2010, Warburg Pincus beneficially owned approximately 24% of our outstanding common stock, including warrants exercisable for up to 10,062,422 shares of our common stock, and 3,562,238 shares of our outstanding Series B Preferred Stock, each of which is convertible into one share of our common stock. Because of its large holdings of our capital stock relative to other stockholders, this stockholder has a strong influence over matters requiring approval by our stockholders.

***The market price of our common stock has been and may continue to be subject to wide fluctuations, and this may make it difficult for you to resell the common stock when you want or at prices you find attractive.***

Our stock price historically has been, and may continue to be, volatile. Various factors contribute to the volatility of the stock price, including, for example, quarterly variations in our financial results, new product introductions by us or our competitors and general economic and market conditions. Sales of a substantial number of shares of our common stock by our largest stockholder, or the perception that such sales could occur, could also contribute to the volatility of our stock price. While we cannot predict the individual effect that these factors may have on the market price of our common stock, these factors, either individually or in the aggregate, could result in significant volatility in our stock price during any given period of time. Moreover, companies that have experienced volatility in the market price of their stock often are subject to securities class action litigation. If we were the subject of such litigation, it could result in substantial costs and divert management's attention and resources.

***Compliance with changing regulation of corporate governance and public disclosure may result in additional expenses.***

Changing laws, regulations and standards relating to corporate governance and public disclosure, including the Sarbanes-Oxley Act of 2002, new regulations promulgated by the Securities and Exchange Commission and the rules of The Nasdaq Global Select Market, are resulting in increased general and administrative expenses for companies such as ours. These new or changed laws, regulations and standards are subject to varying interpretations in many cases, and as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies, which could result in higher costs necessitated by ongoing revisions to disclosure and governance practices. We are committed to maintaining high standards of corporate governance and public disclosure. As a result, we intend to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities. If our efforts to comply with new or changed laws, regulations

and standards differ from the activities intended by regulatory or governing bodies, our business may be harmed.

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***Future sales of our common stock in the public market could adversely affect the trading price of our common stock and our ability to raise funds in new stock offerings.***

Future sales of substantial amounts of our common stock in the public market, or the perception that such sales could occur, could adversely affect prevailing trading prices of our common stock and could impair our ability to raise capital through future offerings of equity or equity-related securities. In connection with past acquisitions, we issued a substantial number of shares of our common stock as transaction consideration. We may continue to issue equity securities for future acquisitions, which would dilute existing stockholders, perhaps significantly depending on the terms of such acquisitions. For example, we issued, and registered for resale, approximately 2.3 million shares of our common stock in connection with our December 2009 acquisition of SpinVox. No prediction can be made as to the effect, if any, that future sales of shares of common stock, or the availability of shares of common stock for future sale, will have on the trading price of our common stock.

***We have implemented anti-takeover provisions, which could discourage or prevent a takeover, even if an acquisition would be beneficial to our stockholders.***

Provisions of our certificate of incorporation, bylaws and Delaware law, as well as other organizational documents could make it more difficult for a third party to acquire us, even if doing so would be beneficial to our stockholders. These provisions include:

- authorized blank check preferred stock;
- prohibiting cumulative voting in the election of directors;
- limiting the ability of stockholders to call special meetings of stockholders;
- requiring all stockholder actions to be taken at meetings of our stockholders; and
- establishing advance notice requirements for nominations of directors and for stockholder proposals.

***Item 2. Unregistered Sales of Equity Securities and Use of Proceeds***

On February 12, 2010, we issued 406,780 shares of our common stock to the shareholders of MacSpeech, Inc. as partial consideration for our acquisition of MacSpeech, Inc. The shares were issued in reliance upon an exemption from the registration requirements of the Securities Act of 1933, as amended, provided by Section 4(2) thereof because the issuance did not involve a public offering.

On February 17, 2010 and February 25, 2010, we issued a total of 812,911 shares of our common stock to the shareholders of Language and Computing, Inc. as partial consideration for our acquisition of Language and Computing, Inc. The shares were issued in reliance upon an exemption from the registration requirements of the Securities Act of 1933, as amended, provided by Section 4(2) thereof because the issuance did not involve a public offering.

On March 31, 2010, we issued 145,897 shares of our common stock to International Business Machines Corporation ( IBM ) as consideration for an amendment to our collaboration agreement to extend certain provisions for an additional eighteen months. The shares were issued in reliance upon an exemption from the registration requirements of the Securities Act of 1933, as amended, provided by Section 4(2) thereof because the issuance did not involve a public offering.

On March 31, 2010, we issued 607,903 shares of our common stock to IBM as consideration for a royalty-free, paid-up perpetual source and object code license. The shares were issued in reliance upon an exemption from the registration requirements of the Securities Act of 1933, as amended, provided by Section 4(2) thereof because the issuance did not involve a public offering.

**Item 3. *Defaults Upon Senior Securities***

None.

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**Item 4. *Other Information***

None.

**Item 5. *Exhibits***

The exhibits listed on the Exhibit Index are filed or incorporated by reference (as stated therein) as part of this Quarterly Report on Form 10-Q.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Quarterly Report on Form 10-Q to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Burlington, Commonwealth of Massachusetts, on May 10, 2010.

Nuance Communications, Inc.

By: /s/ Thomas L. Beaudoin

Thomas L. Beaudoin  
Executive Vice President and Chief Financial  
Officer

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<b>Exhibit Number</b>	<b>Exhibit Description</b>	<b>Form</b>	<b>File No.</b>	<b>Incorporated by Reference</b>		<b>Filed Herewith</b>
				<b>Exhibit</b>	<b>Filing Date</b>	
3.1	Amended and Restated Certificate of Incorporation of the Registrant.	10-Q	0-27038	3.2	5/11/2001	
3.2	Certificate of Amendment of the Amended and Restated Certificate of Incorporation of the Registrant.	10-Q	0-27038	3.1	8/9/2004	
3.3	Certificate of Ownership and Merger.	8-K	0-27038	3.1	10/19/2005	
3.4	Certificate of Amendment of the Amended and Restated Certificate of Incorporation of the Registrant.	S-8	333-142182	3.3	4/18/2007	
3.5	Amended and Restated Bylaws of the Registrant.	10-K	0-27038	3.2	3/15/2004	
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) or 15d-14(a).					X
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) or 15d-14(a).					X
32.1	Certification Pursuant to 18 U.S.C. Section 1350.					X