

Nuance Communications, Inc.
 Form 4
 May 22, 2008

FORM 4

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

OMB APPROVAL

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WARBURG PINCUS PRIVATE EQUITY VIII L P

2. Issuer Name and Ticker or Trading Symbol
 Nuance Communications, Inc.
 [NUAN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 05/20/2008

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

C/O WARBURG PINCUS & CO., 466 LEXINGTON AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10017

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.001 per share	05/20/2008		A		5,760,369	A	\$ 17.36
					37,408,650	D ⁽¹⁾	

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

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Warrants to buy Common Stock, par value \$0.001 per share	\$ 20	05/20/2008		A	3,700,000	05/20/2008 05/20/2012	Common Stock, par value \$0.001 per share 3,700,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARBURG PINCUS PRIVATE EQUITY VIII L P C/O WARBURG PINCUS & CO. 466 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus Partners LLC C/O WARBURG PINCUS & CO. 466 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
WARBURG PINCUS & CO 466 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
WARBURG PINCUS LLC C/O WARBURG PINCUS & CO. 466 LEXINGTON AVENUE NEW YORK, NY 10017			X	
JANEWAY WILLIAM H C/O WARBURG PINCUS & CO. 466 LEXINGTON AVE NEW YORK, NY 10017	X			
HARRIS JEFFREY C/O WARBURG PINCUS & CO. 466 LEXINGTON AVE NEW YORK, NY 10017	X			

Signatures

WARBURG PINCUS PRIVATE EQUITY VIII, L.P. By: Warburg Pincus Partners, LLC, its General Partner, By: Warburg Pincus & Co., its Managing Member, By: /s/ Scott A. Arenare, Partner

05/22/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) See Exhibit 99.1.

Remarks:

Exhibit List:

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.