

Nuance Communications, Inc.
 Form 3
 January 30, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Warburg Pincus X LLC</p> <p>(Last) (First) (Middle)</p> <p>C/O WARBURG PINCUS & CO.,Â 466 LEXINGTON AVENUE</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10017</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/29/2009</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Nuance Communications, Inc. [NUAN]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.001 Par Value ("Common Stock")	17,395,626 <u>(1)</u> <u>(2)</u>	I <u>(1)</u> <u>(2)</u>	See Footnote <u>(1)</u> <u>(2)</u>

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Warrants to buy Common Stock ("Warrants")	01/29/2009	∆ (3)	Common Stock	3,862,422 (1) (2)	\$ 11.57	I (1) (2)	See Footnote (1) (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Warburg Pincus X LLC C/O WARBURG PINCUS & CO. 466 LEXINGTON AVENUE NEW YORK, NY 10017	∆ X	∆ X	∆	∆
Warburg Pincus Private Equity X, L.P. C/O WARBURG PINCUS & CO. 466 LEXINGTON AVENUE NEW YORK, NY 10017	∆ X	∆ X	∆	∆
WARBURG PINCUS X PARTNERS, L.P. C/O WARBURG PINCUS & CO. 466 LEXINGTON AVENUE NEW YORK, NY 10017	∆ X	∆ X	∆	∆
Warburg Pincus X, L.P. C/O WARBURG PINCUS X, L.P. 466 LEXINGTON AVENUE NEW YORK, NY 10017	∆ X	∆ X	∆	∆

Signatures

WARBURG PINCUS X, LLC, By: Warburg Pincus Partners, LLC, its Sole Member, By: 01/30/2009
 Warburg Pincus & Co., its Managing Member, By: /s/ Scott A. Arenare, Partner

∆ Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) See Exhibit 99.1; Note 1.
- (2) See Exhibit 99.1; Note 2.
- (3) The Warrants will expire upon the earlier to occur of January 29, 2013 or a "Change of Control" of the Company as defined in the Warrants.

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Remarks:

Exhibit List:

∆ ∆ ∆ ∆ ∆ Exhibit 99.1 - Explanation of Responses

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Exhibit 99.2 - Joint Filers Names and Addresses
Exhibit 99.3 - Joint Filers' Signatures

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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