Nuance Communications, Inc.

Form 4

May 02, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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OMB APPROVAL

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

ICAHN CARL C

2. Issuer Name and Ticker or Trading Symbol

Nuance Communications, Inc.

[NUAN]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

04/30/2013

(Check all applicable)

Director X 10% Owner Other (specify Officer (give title

C/O ICAHN ASSOCIATES HOLDING LLC, 767 FIFTH AVE., **SUITE 4700**

(Street)

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

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10153

(City)

1.Title of

Security

(Instr. 3)

(State)

(Month/Day/Year)

(Zip)

(Month/Day/Year)

2. Transaction Date 2A. Deemed

3. 4. Securities Execution Date, if TransactionAcquired (A) or

Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned

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

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Following

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

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

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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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Nun Sha
Call Option ("right to purchase")	\$ 12.3	05/01/2013		P	1,000,000	05/01/2013	02/20/2015	Shares	1,0
Put Option ("obligation to purchase")	\$ 12.3	05/01/2013		Р	1,000,000	05/01/2013	02/20/2015	please see footnote	1,0

Dolotionshir

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
ICAHN CARL C						
C/O ICAHN ASSOCIATES HOLDING LLC		X				
767 FIFTH AVE., SUITE 4700		Λ				

Signatures

NEW YORK, NY 10153

CARL C. 05/02/2013

**Signature of Date
Reporting Person

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).
- High River Limited Partnership ("High River") directly beneficially owns 6,309,528 Shares, Icahn Partners LP ("Icahn Partners") directly beneficially owns 9,520,046 Shares, Icahn Partners Master Fund LP ("Icahn Master") directly beneficially owns 10,042,350 Shares, Icahn Partners Master Fund II LP ("Icahn Master III") directly beneficially owns 3,940,853 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 1,734,854 Shares.
- Barberry Corp. ("Barberry"), is the sole member of Hopper Investments LLC ("Hopper"), which is the general partner of High River.

 Beckton Corp. ("Beckton") is the sole stockholder of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of Icahn Enterprises Holdings is the sole member of IPH GP LLC ("IPH"), which is the general partner of Icahn Capital LP ("Icahn Capital"). Icahn Capital is the general partner of each of Icahn Onshore LP ("Icahn Onshore") and Icahn Offshore LP ("Icahn Offshore"). Icahn Onshore is the general partner of Icahn Partners. Icahn Offshore is the general partner of each of Icahn Master, Icahn Master II and Icahn Master III.

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- Each of Barberry and Beckton is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of High River, Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III. Each of
- (3) Hopper, Barberry and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.
- Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.
- Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which each of Icahn Master, Icahn Master II and Icahn Master III owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.
- High River directly beneficially owns 670,329 call options (the "Call Options"), Icahn Partners directly beneficially owns 1,011,475 Call
 Options, Icahn Master directly beneficially owns 1,068,967 Call Options, Icahn Master II directly beneficially owns 417,190 Call
 Options, and Icahn Master III directly beneficially owns 183,682 Call Options.
- High River directly wrote 670,329 European-style put options (the "Put Options"), Icahn Partners directly wrote 1,011,475 Put Options,
 Icahn Master directly wrote 1,068,967 Put Options, Icahn Master II directly wrote 417,190 Put Options, and Icahn Master III directly wrote 183,682 Put Options.
- The Call Options reference an aggregate of 3,351,643 Shares, have an exercise price of \$12.30, expire on February 20, 2015, and provide (8) for physical settlement. The Put Options reference an aggregate of 3,351,643 Shares, have an exercise price of \$12.30, expire on February 20, 2015, and provide that they settle in cash.

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.