

Nuance Communications, Inc.
Form 8-K
February 05, 2014

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
February 3, 2014

NUANCE COMMUNICATIONS, INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|--|--|
| Delaware (State or other jurisdiction of incorporation) | 001-36056 (Commission File Number) | 94-3156479 (IRS Employer Identification No.) |
|---|--|--|

1 Wayside Road
Burlington, Massachusetts 01803
(Address of Principal Executive Offices)
(Zip Code)

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

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

“ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
(17 CFR 240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders

On February 3, 2014, Nuance Communications, Inc. (the “Company”) held its 2014 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the stockholders cast their votes on the following four proposals as follows:

Proposal 1: To elect ten members of the Company’s Board of Directors:

| Nominee | For | Against | Abstain | Broker Non-Votes |
|--------------------|-------------|------------|---------|------------------|
| Paul Ricci | 181,834,398 | 13,185,751 | 881,878 | 67,241,953 |
| Robert Frankenberg | 142,735,977 | 52,484,822 | 681,228 | 67,241,953 |
| Patrick Hackett | 164,099,095 | 31,073,473 | 729,459 | 67,241,953 |
| Brett Icahn | 191,308,231 | 4,183,252 | 410,544 | 67,241,953 |
| William Janeway | 174,612,682 | 20,700,834 | 588,511 | 67,241,953 |
| Mark Laret | 155,696,193 | 39,487,274 | 718,560 | 67,241,953 |
| Katharine Martin | 145,989,242 | 49,300,120 | 612,665 | 67,241,953 |
| Mark Myers | 163,568,767 | 31,701,169 | 632,091 | 67,241,953 |
| Philip Quigley | 184,410,235 | 10,807,556 | 684,236 | 67,241,953 |
| David Schechter | 193,915,527 | 1,509,202 | 477,298 | 67,241,953 |

Proposal 2: To approve an amendment to the Company’s 2000 Stock Plan to increase the shares available for issuance from 60,050,000 to 65,800,000 shares:

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|---------|------------------|
| 156,477,914 | 38,691,775 | 732,338 | 67,241,953 |

Proposal 3: To approve a non-binding advisory vote on executive officer compensation:

| For | Against | Abstain | Broker Non-Votes |
|------------|------------|---------|------------------|
| 98,911,367 | 96,091,925 | 898,735 | 67,241,953 |

Proposal 4: To ratify the appointment of BDO USA, LLP as the Company’s independent registered public accounting firm for the fiscal year ending September 30, 2014:

| For | Against | Abstain |
|-------------|-----------|-----------|
| 258,770,266 | 3,043,734 | 1,329,980 |

For more information about the foregoing proposals, see the Company’s definitive proxy statement dated December 24, 2013.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NUANCE COMMUNICATIONS, INC.

Date: February 5, 2014

By: /s/ Thomas L. Beaudoin
Thomas L. Beaudoin
Chief Financial Officer