

Nuance Communications, Inc.
 Form 4
 August 29, 2013

FORM 4

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

OMB APPROVAL

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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 *
 ICAHN CARL C

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)
 08/28/2013

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

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 Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

NEW YORK, NY 10153

(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 ("Shares") | 08/29/2013 | | X | | 20,890,119 | A | \$ 12.3 (8) |
| | | | | | | | 52,437,750 |

see all footnotes (1) (2) (3) (4) (5) (6) (7) (8)

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

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SEC 1474 (9-02)

number.

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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title Underlying (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|--|------------|--|-----------------|--------------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Call Option ("right to purchase") | \$ 12.3 | 08/28/2013 | | P | 644,241 | | 08/28/2013 | 02/20/2015 | see footnote (8) |
| Put Option ("obligation to purchase") | \$ 12.3 | 08/28/2013 | | S | | 644,241 | 02/20/2015 | 02/20/2015 | see footnote (8) |
| Call Option ("right to purchase") | \$ 12.3 | 08/29/2013 | | P | 249,896 | | 08/29/2013 | 02/20/2015 | see footnote (8) |
| Put Option ("obligation to purchase") | \$ 12.3 | 08/29/2013 | | S | | 249,896 | 02/20/2015 | 02/20/2015 | see footnote (8) |
| Call Option ("right to purchase") | \$ 12.3 | 08/29/2013 | | X | | 20,890,119 | 04/30/2013 | 02/20/2015 | see footnote (8) |
| Put Option ("obligation to purchase") | \$ 12.3 | 08/29/2013 | | E ⁽⁷⁾ | | 20,890,119 | 02/20/2015 | 02/20/2015 | see footnote (8) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

2

Director 10% Owner Officer Other

ICAHN CARL C
C/O ICAHN ASSOCIATES HOLDING LLC
767 FIFTH AVE., SUITE 4700
NEW YORK, NY 10153

X

Signatures

CARL C.
ICAHN

08/29/2013

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) High River Limited Partnership ("High River") directly beneficially owns 10,487,552 Shares, Icahn Partners LP ("Icahn Partners") directly beneficially owns 16,138,447 Shares, Icahn Partners Master Fund LP ("Icahn Master") directly beneficially owns 17,046,259 Shares, Icahn Partners Master Fund II LP ("Icahn Master II") directly beneficially owns 6,086,071 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 2,679,421 Shares.

(2) Barberrry Corp. ("Barberrry"), 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 L.P. ("Icahn Enterprises Holdings"). 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.

(3) Each of Barberrry 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 Hopper, Barberrry 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, Barberrry and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(4) 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.

(5) 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.

(6) High River directly beneficially owned 4,178,024 American-style call options (the "Call Options"), Icahn Partners directly beneficially owned 6,618,401 Call Options, Icahn Master directly beneficially owned 7,003,909 Call Options, Icahn Master II directly beneficially owned 2,145,218 Call Options, and Icahn Master III directly beneficially owned 944,567 Call Options. On August 29, 2013, each of High River, Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III exercised all of their respective Call Options in their entirety, and thereby acquired 4,178,024 Shares, 6,618,401 Shares, 7,003,909 Shares, 2,145,218 Shares, and 944,567 Shares, respectively.

(7) High River directly wrote 4,178,024 European-style put options (the "Put Options"), Icahn Partners directly wrote 6,618,401 Put Options, Icahn Master directly wrote 7,003,909 Put Options, Icahn Master II directly wrote 2,145,218 Put Options, and Icahn Master III directly wrote 944,567 Put Options. On August 29, 2013, upon exercise of the Call Options, all of the Put Options expired in accordance with their terms.

(8) The Call Options referenced an aggregate of 20,890,119 Shares, had an exercise price of \$12.30, had an expiration date of February 20, 2015, and provided for physical settlement. The Put Options referenced an aggregate of 20,890,119 Shares, had an exercise price of \$12.30, had an expiration date of February 20, 2015, and provided that they would settle in cash. The exercise price upon exercise of the Call Options was \$12.30 and the average premium paid for the Call Options was \$6.45.

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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