

SCANSOFT INC
 Form 3
 September 19, 2005

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)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â HARRIS JEFFREY		(Month/Day/Year)	SCANSOFT INC [SSFT]	
(Last)	(First)	(Middle)	09/15/2005	
C/O WARBURG PINCUS LLC, Â 466 LEXINGTON AVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK, Â NY Â 10017			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

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, par value \$0.001 per share	29,942,281	I	See footnote <u>(1)</u>

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Expiration Date	Title			

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	Date Exercisable		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series B Preferred Stock, \$.001 par value	Â (2)	Â (3)	Common Stock, par value \$0.001 per share 3,562,238	\$ 0 (4)	I	See footnote (1)
Common Stock Purchase Warrant	Â (2)	03/02/2009	Common Stock, par value \$0.001 per share 1,736,630 (5)	\$ 0.61	I	See footnote (1)
Common Stock Purchase Warrants	04/08/2004	04/08/2010(6)	Common Stock, par value \$0.001 per share 2,500,000	\$ 4.94	I	See footnote (1)
Common Stock Purchase Warrants	05/05/2005	05/05/2009	Common Stock, par value \$0.001 per share 863,236	\$ 5	I	See footnote (1)
Common Stock Purchase Warrants	09/15/2005	09/15/2009	Common Stock, par value \$0.001 per share 3,177,570	\$ 5	I	See footnote (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARRIS JEFFREY C/O WARBURG PINCUS LLC 466 LEXINGTON AVE NEW YORK, NY 10017	Â	Â X	Â	Â

Signatures

/s/ Jeffrey A. Harris
09/19/2005

**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.

(2) See Exhibit 99.1.

(3) See Exhibit 99.1.

(4) See Exhibit 99.1.

(5) See Exhibit 99.1.

(6) See Exhibit 99.1.

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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