

Benjamin Mark D
 Form 4
 April 15, 2019

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 *
 Benjamin Mark D

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)
 ONE WAYSIDE ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/11/2019

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

BURLINGTON, MA 01803

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

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 04/11/2019 | | J | (A) or (D) D | Amount (1) 116,071 Price \$ 0.001 | D | |
| Common Stock | 04/11/2019 | | A | (A) or (D) A | Amount (2) 116,071 Price \$ 0.001 | D | |

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

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 (9-02)

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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) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Benjamin Mark D ONE WAYSIDE ROAD BURLINGTON, MA 01803 | X | | Chief Executive Officer | |

Signatures

By: /s/ Donna Belanger For: Mark Benjamin
Date: 04/15/2019

**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) On May 7, 2018, Mr. Benjamin was granted 328,256 restricted stock units (RSUs) pursuant to the Nuance Communications, Inc. Amended and Restated 2000 Stock plan (the Plan). On April 11, 2019, the award agreement governing such grant was amended to rescind 116,071 RSUs. The RSUs were rescinded because the Plan provides that no recipient shall be granted, in any fiscal year, RSUs covering more than 1,000,000 shares, and the equity awards made to Mr. Benjamin in the fiscal year ended September 30, 2018 covered 1,116,071 shares, assuming maximum performance of his performance share units. For the amended award of 212,185 RSUs, 70,729 will vest on 04/23/2019, 70,728 will vest on 04/23/2020 and 70,728 will vest on 04/23/2021.
- (2) On April 11, 2019, Mr. Benjamin was granted 116,071 RSUs pursuant to the Plan. 38,691 RSUs will vest on 04/23/2019, 38,690 will vest on 04/23/2020 and 38,690 will vest on 04/23/2021.

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.