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Nuance Communications, Inc.
Form SC 13D/A
May 21, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D
(Amendment No. 5)

Under the Securities Exchange Act of 1934*

NUANCE COMMUNICATIONS, INC.

(Name of Issuer)

Common Stock, \$0.001 Par Value

(Title of Class of Securities)

80603P107

(CUSIP Number)

Scott A. Arenare, Esq.
Managing Director and General Counsel
Warburg Pincus LLC
466 Lexington Avenue
New York, New York 10017
(212) 878-0600

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

Copies to:

Steven J. Gartner, Esq.
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, NY 10019-6099
(212) 728-8000

May 20, 2008

(Date of Event which Requires
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: []

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D/A

CUSIP No. 80603P107

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION

Warburg Pincus Private Equity VIII, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

51,737,426 (see Items 4 and 5)

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

51,737,426 (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

51,737,426 (see Item 5)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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(See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
22.3% (see Item 5)

14 TYPE OF REPORTING PERSON (See Instructions)
PN

SCHEDULE 13D/A

CUSIP No. 80603P107

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION
Warburg Pincus & Co.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
New York

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
51,737,426 (see Items 4 and 5)

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

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BY EACH REPORTING PERSON WITH

9	SOLE DISPOSITIVE POWER
0	
10	SHARED DISPOSITIVE POWER
51,737,426	(see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
51,737,426 (see Item 5)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
22.3% (see Item 5)

14 TYPE OF REPORTING PERSON (See Instructions)
00

SCHEDULE 13D/A

CUSIP No. 80603P107

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION
Warburg Pincus Partners, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
New York

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	7	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		51,737,426 (see Items 4 and 5)
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		51,737,426 (see Item 5)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	51,737,426 (see Item 5)	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	22.3% (see Item 5)	
14	TYPE OF REPORTING PERSON (See Instructions)	
	OO	

SCHEDULE 13D/A

CUSIP No. 80603P107

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION
	Charles R. Kaye
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
	(a) [] (b) [X]
3	SEC USE ONLY
4	SOURCE OF FUNDS (See Instructions)
	N/A

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5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

	7	SOLE VOTING POWER
		0
	8	SHARED VOTING POWER
		51,737,426 (see Items 4 and 5)

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		51,737,426 (see Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

51,737,426 (see Item 5)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

22.3% (see Item 5)

14 TYPE OF REPORTING PERSON (See Instructions)

IN

SCHEDULE 13D/A

CUSIP No. 80603P107

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION

Joseph P. Landy

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) []
(b) [X]

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3	SEC USE ONLY
4	SOURCE OF FUNDS (See Instructions) N/A
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America
	7 SOLE VOTING POWER 0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8 SHARED VOTING POWER 51,737,426 (see Items 4 and 5)
	9 SOLE DISPOSITIVE POWER 0
	10 SHARED DISPOSITIVE POWER 51,737,426 (see Item 5)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 51,737,426 (see Item 5)
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 22.3% (see Item 5)
14	TYPE OF REPORTING PERSON (See Instructions) IN

This Amendment No. 5 to Schedule 13D ("Amendment No. 5") amends the Schedule 13D originally filed on April 19, 2004 ("Original 13D") as amended by Amendment No. 1 to Schedule 13D filed on May 10, 2005, as further amended by Amendment No. 2 to Schedule 13D filed on September 19, 2005, as further amended by Amendment No. 3 to Schedule 13D filed on August 29, 2006, and as further amended by Amendment No. 4 to Schedule 13D filed on April 8, 2008 (as so amended, the "Amended 13D"), each filed on behalf of Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership ("WP VIII"), Warburg Pincus &

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Co., a New York general partnership ("WP"), Warburg Pincus LLC, a New York limited liability company ("WP LLC"), Warburg Pincus Partners, LLC, a New York limited liability company ("WPP LLC"), and Messrs. Charles R. Kaye and Joseph P. Landy, each a Managing General Partner of WP and Co-President and Managing Member of WP LLC (WP VIII, WP, WP LLC, WPP LLC and Messrs. Charles R. Kaye and Joseph P. Landy are collectively referred to as the "Warburg Pincus Reporting Persons"). This Amendment No. 5 relates to the common stock, par value \$0.001 per share, of Nuance Communications, Inc., a Delaware corporation formerly known as ScanSoft, Inc. (the "Company"). The holdings of the Warburg Pincus Reporting Persons reported in this Amendment No. 5 include the holdings of Warburg Pincus Netherlands Private Equity VIII, C.V. I ("WPNPE I") and WP-WPVIII Investors, L.P. ("WP-WPVIII" and together with WP VIII and WPNPE I, the "Investors"), which shares the Warburg Pincus Reporting Persons may be deemed to beneficially own.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Amended 13D is hereby amended and restated in its entirety as follows:

The total amount of funds used by each Investor to purchase the securities of the Company as described herein was furnished from the working capital of such Investor. The total amount of funds paid by the Investors to purchase the securities of the Company as described herein is \$270,524,907.54.

Capitalized terms used herein which are not defined herein have the meanings given to them in the Original 13D and any amendments thereto.

Item 4. Purpose of Transaction.

Item 4 of the Amended 13D is hereby amended by adding the following to the end thereof:

On May 20, 2008, the Investors closed the transactions contemplated by the 2008 Purchase Agreement (as previously reported in Amendment No. 4 to Schedule 13D) and acquired from the Company (a) an aggregate of 5,760,369 shares of Common Stock at a price per share equal to \$17.36, and for an aggregate purchase price of \$100,000,005.84; and (b) warrants to purchase an aggregate of 3,700,000 shares of Common Stock with a per share exercise price of \$20.00, and for an aggregate purchase price of \$462,500.00. The 2008 Warrants entered into between the Company and each of the Investors are attached hereto as Exhibits 99.1, 99.2 and 99.3.

In connection with the closing of the transactions contemplated by the 2008 Purchase Agreement, the Company and each of the Investors amended and restated that certain Amended and Restated Stockholders Agreement, dated as of May 5, 2005, by entering into that certain Second Amended and Restated Stockholders Agreement, dated as of May 20, 2008, a copy of which is attached hereto as Exhibit 99.4.

Item 5. Interest in Securities of the Issuer

Items 5(a), (b) and (c) of the Amended 13D are hereby amended and restated in their entirety as follows: (a) Due to their respective relationships with the Investors and each other, as of May 20, 2008, each of the Warburg Pincus Reporting Persons may be deemed to beneficially own, in the aggregate, 37,408,650 shares of Common Stock by virtue of the Investors' beneficial

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ownership of such shares as of such date. As of May 20, 2008, the Warburg Pincus Reporting Persons may also be deemed to beneficially own additional shares of Common Stock by virtue of the Investors' beneficial ownership of the Series B Preferred Stock, the Adjustable Warrant, the March 15 Warrants, the Securities Purchase Warrants, the Stock Purchase Warrants and the 2008 Warrants (collectively, the "Convertible Securities"). Assuming the full exercise and conversion of the Convertible Securities, the Warburg Pincus Reporting Persons are deemed to beneficially own 51,737,426 shares of Common Stock, representing approximately 22.3% of the outstanding class of Common Stock, based on a total of 231,592,377 shares of Common Stock outstanding, which is comprised of: (i) 211,503,232 shares of Common Stock outstanding as of April 30, 2008, as represented in the Company's Form 10-Q for the quarter ended March 31, 2008 (the "Form 10-Q"), (ii) the 3,562,238 shares of Common Stock issuable upon the conversion of the 3,562,238 shares of Series B Preferred Stock acquired by the Investors, (iii) the 525,732 shares of Common Stock presently issuable upon the exercise of the Adjustable Warrant, as represented by the Company in the Form 10-Q, (iv) the 2,500,000 shares of Common Stock issuable upon the exercise of the March 15 Warrants, (v) the 863,236 shares of Common Stock presently issuable upon the exercise of the Securities Purchase Warrants, (vi) the 3,177,570 shares of Common Stock

presently issuable upon the exercise of the Stock Purchase Warrants, (vii) the 3,700,000 shares of Common Stock acquirable upon the exercise of the 2008 Warrants and (viii) the 5,760,369 shares of Common Stock issued to the Investors pursuant to the 2008 Purchase Agreement.

(b) Each of the Investors share the power to vote or to direct the vote and to dispose or to direct the disposition of the 51,737,426 shares of Common Stock it may be deemed to beneficially own as of May 20, 2008. Each of WP, WP LLC and WPP LLC shares with the Investors the power to vote or to direct the vote and to dispose or to direct the disposition of the 51,737,426 shares of Common Stock it may be deemed to beneficially own as of May 20, 2008. Charles R. Kaye and Joseph P. Landy are Managing General Partners of WP and Managing Members and Co-Presidents of WP LLC and may be deemed to control the other Warburg Pincus Reporting Persons. Messrs. Kaye and Landy disclaim beneficial ownership of all shares held by the Investors.

(c) Except as described in this Amendment No. 5 and as previously reported on Amendment No. 4 to Schedule 13D, during the last sixty days there were no transactions in the Common Stock effected by the Warburg Pincus Reporting Persons, nor, to the best of their knowledge, any of their directors, executive officers, general partners or members.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to the Securities of the Issuer.

Item 6 of the Amended 13D is hereby amended by adding the following at the end of the discussion:

As described in Item 4 hereto, on May 20, 2008 the Investors and the Company entered into the Second Amended and Restated Stockholders Agreement and the Company issued the 2008 Warrants to the Investors in connection with the closing of the transactions contemplated by the 2008 Purchase Agreement. The information set forth in Item 4 with respect to the Second Amended and Restated Stockholders Agreement and the 2008 Warrants is incorporated into this Item 6 by reference.

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Item 7. Material to Be Filed as Exhibits

- Exhibit 99.1. Warrant, dated May 20, 2008, between the Company and WP VIII
- Exhibit 99.2. Warrant, dated May 20, 2008, between the Company and WPNPE I
- Exhibit 99.3. Warrant, dated May 20, 2008, between the Company and WP-WPVIII
- Exhibit 99.4. Second Amended and Restated Stockholders Agreement, dated as of May 20, 2008, by and among the Company and the Investors

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: May 20, 2008

WARBURG PINCUS PRIVATE EQUITY VIII, L.P.

By: Warburg Pincus Partners, LLC, its
General Partner

By: Warburg Pincus & Co.,
its Managing Member

By: /s/ Scott A. Arenare

Name: Scott A. Arenare
Title: Partner

Dated: May 20, 2008

WARBURG PINCUS & CO.

By: /s/ Scott A. Arenare

Name: Scott A. Arenare
Title: Partner

Dated: May 20, 2008

WARBURG PINCUS LLC

By: /s/ Scott A. Arenare

Name: Scott A. Arenare
Title: Member

Dated: May 20, 2008

WARBURG PINCUS PARTNERS, LLC

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By: Warburg Pincus & Co.,
its Managing Member

By: /s/ Scott A. Arenare

Name: Scott A. Arenare
Title: Partner

Dated: May 20, 2008

By: /s/ Scott A. Arenare

Name: Charles R. Kaye
By: Scott A. Arenare
Attorney-in-Fact*

Dated: May 20, 2008

By: /s/ Scott A. Arenare

Name: Joseph P. Landy
By: Scott A. Arenare
Attorney-in-Fact*

* Power of Attorney given by Mr. Kaye was previously filed with the SEC on March 2, 2006 as an exhibit to a Schedule 13D filed by Building Products, LLC with respect to Builders FirstSource, Inc.

** Power of Attorney given by Mr. Landy was previously filed with the SEC on March 2, 2006 as an exhibit to a Schedule 13D filed by Building Products, LLC with respect to Builders FirstSource, Inc.