

ZI CORP  
Form SC TO-C  
August 14, 2008

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**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):

**August 14, 2008**

**NUANCE COMMUNICATIONS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation)

**000-27038**

(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))
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**Item 8.01. Other Events.**

On August 14, 2008, Nuance Communications, Inc. ( Nuance ) issued a press release announcing its proposal to acquire Zi Corporation. The proposal was communicated on August 14, 2008, in a letter from Paul Ricci, Chairman and Chief Executive Officer of Nuance to George Tai, Chairman of Zi Corporation.

A copy of the press release issued by Nuance with respect to the foregoing, including a full text of the proposal letter delivered to George Tai, Chairman of Zi Corporation, is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

Exhibit 99.1 Nuance press release, dated August 14, 2008.

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**SIGNATURES**

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.

**Nuance Communications, Inc.**

By: /s/ Jo-Anne Sinclair  
Jo-Anne Sinclair  
Vice President and General Counsel

Date: August 14, 2008

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<b>Exhibit No.</b>	<b>Description</b>
99.1	Nuance press release, dated August 14, 2008