

Nuance Communications, Inc.

Form 8-K

February 05, 2009

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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):**

**January 30, 2009**

**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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 30, 2009, Nuance Communications, Inc. (the Company ) held its annual meeting of stockholders. At the meeting, the Company s stockholders approved, among other things the amendment and restatement of the Company s 2000 Stock Plan (the Stock Plan ). The amended and restated Stock Plan includes, among other things, the following amendments: (1) an increase in the number of shares authorized for issuance under the Stock Plan by 6,000,000 shares and (2) a new ten year term for the plan, expiring on August 15, 2018. A copy of the amended and restated Stock Plan is attached hereto as Exhibit 99.1. A more extensive discussion of the terms of the amended and restated Stock Plan is set forth in the Company s definitive proxy statement filed with the Securities and Exchange Commission on January 2, 2009.

**ITEM 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 Amended and Restated 2000 Stock Plan

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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/ Thomas Beaudoin  
Thomas Beaudoin  
Chief Financial Officer

Date: February 5, 2009