

Nuance Communications, Inc.

Form 8-K

January 04, 2006

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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 4, 2006**

**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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EX-99.1 - Unaudited Pro Forma Combined Condensed Financial Statements

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**ITEM 8.01 Other Events**

On September 16, 2005, Nuance Communications, Inc. (f/k/a ScanSoft, Inc.) (the Company ) filed a Current Report on Form 8-K (the Original Form 8-K ) to report, among other items, the completion of the acquisition of the former Nuance Communications, Inc. ( Former Nuance ). The Original Form 8-K included the unaudited pro forma combined financial statements of the Company for the nine months ended September 30, 2004, and as of and for the nine months ended June 30, 2005, giving effect to the acquisition of Former Nuance as a purchase by the Company. This Current Report on Form 8-K is being filed to include updated unaudited pro forma combined condensed financial statements of the Company for the year ended September 30, 2005, giving effect to the acquisition of Former Nuance as a purchase by the Company.

**ITEM 9.01 Financial Statements and Exhibits**

- (a) Financial Statements of Business Acquired
  
  - (b) Pro Forma Financial Information
    - (1) The unaudited pro forma combined financial statements of the Company for the twelve months ended September 30, 2005, giving effect to the acquisition of Former Nuance as a purchase of Former Nuance by the Company, are being filed as Exhibit 99.1 to this Form 8-K and are included herein).
  
  - (c) Exhibits
    - 99.1 Unaudited Pro Forma Combined Condensed Financial Statements.
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SIGNATURE

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 hereunto duly authorized.

NUANCE COMMUNICATIONS, INC.

Date: January 4, 2006

By: /s/ James R. Arnold, Jr.  
James R. Arnold, Jr.  
Chief Financial Officer

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**EXHIBIT INDEX**

Exhibit No.	Description
99.1	Unaudited Pro Forma Combined Condensed Financial Statements.