

NUANCE COMMUNICATIONS
Form S-8
August 18, 2005

As filed with the Securities and Exchange Commission on August 17, 2005

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

Under

The Securities Act of 1933

NUANCE COMMUNICATIONS, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State of incorporation)

94-3208477
(I.R.S. Employer

Identification Number)

1380 Willow Road

Menlo Park, California 94025

(Address of principal executive offices)

2000 Employee Stock Purchase Plan

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(Full title of the plan)

Karen Blasing

Vice President and Chief Financial Officer

Nuance Communications, Inc.

1380 Willow Road

Menlo Park, California 94025

(Name and address of agent for service)

(650) 847-0000

(Telephone number, including area code, of agent for service)

Copy to:

Douglas Clark Neilsson, Esq.

Nuance Communications, Inc.

1380 Willow Road

Menlo Park, California 94025

(650) 847-7083

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Maximum Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.001 per share Reserved under the 2000 Employee Stock Purchase Plan	1,421,457 shares	\$ 4.47(1)	\$ 6,353,913	\$ 748

- (1) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of \$4.47 per share (85% of the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq National Market on August 10, 2005). Pursuant to the 2000 Employee Stock Purchase Plan, shares are sold at 85% of the lesser of the fair market value of such shares on the first day of each offering period or the last day of each offering period.
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NUANCE COMMUNICATIONS, INC.

REGISTRATION STATEMENT ON FORM S-8

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

We incorporate by reference into this Registration Statement the following documents and information filed by Nuance Communications, Inc. with the Securities and Exchange Commission (the "Commission"):

- (a) Our Annual Report on Form 10-K, for the year ended December 31, 2004, filed with the Commission on March 15, 2005.
- (b) Our Quarterly Report on Form 10-Q for the quarter ended June 30, 2005, filed with the Commission on August 9, 2005, and our Current Report on Form 8-K, filed with the Commission on August 9, 2005.
- (c) The description of the common shares contained in our Registration Statement on Form 8-A, filed with the Commission on April 3, 2000, including any reports filed under the Securities Exchange Act of 1934, as amended (the "Exchange Act") for the purpose of updating such description.

All documents subsequently filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement that includes that all securities offered pursuant to this Registration Statement have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part of this Registration Statement from the date of such documents are filed. Any statement contained in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Exhibit Number	Description
3.1*	Restated Certificate of Incorporation of Registrant.
3.2**	Bylaws of Registrant.
5.1	Opinion of Counsel as to legality of securities being registered.
10.2***	2000 Employee Stock Purchase Plan, as amended, and related subscription agreement.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Counsel (contained in Exhibit 5.1).
24.1	Power of Attorney (see page II-3 of the Registration Statement).

(*) Incorporated by reference to Registrant's Registration Statement on Form S-1 (File No. 333-96217), as declared effective by the Commission on April 12, 2000.

(**) Incorporated by reference to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2002, filed with the Commission on March 31, 2003.

(***) Incorporated by reference to Registrant's Registration Statement on Form S-8 (File No. 333-38532), filed with the Commission on June 2, 2000.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Menlo Park, State of California, on this 17th day of August, 2005.

NUANCE COMMUNICATIONS, INC.

By: /s/ KAREN BLASING

Karen Blasing
Vice President and Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Charles Berger and Karen Blasing, and each of them, as his attorney-in-fact, with full power of substitution in each, for him in any and all capacities to sign any amendments to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Commission, hereby ratifying and confirming all that said attorney-in-fact, or his substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/S/ CHARLES BERGER _____ Charles Berger	President, Chief Executive Officer and Director	August 17, 2005
/S/ KAREN BLASING _____ Karen Blasing	Vice President and Chief Financial Officer (Principal Financial Officer and Accounting Officer)	August 17, 2005
/s/ RONALD CROEN _____ Ronald Croen	Chairman of the Board of Directors	August 17, 2005
/S/ SANDRA BERGERON _____ Sandra Bergeron	Director	August 17, 2005
/S/ CURTIS CARLSON _____ Dr. Curtis Carlson	Director	August 17, 2005

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/S/ IRWIN FEGERMAN _____ Irwin Federman	Director	August 17, 2005
/S/ ALAN HERZIG _____ Alan Herzig	Director	August 17, 2005
_____ Gary Morgenthaler	Director	August 17, 2005
/S/ DAVID NAGEL _____ David Nagel	Director	August 17, 2005
/S/ PHILIP QUILEY _____ Philip Quigley	Director	August 17, 2005

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