

Monserrat Alvaro
Form 4
February 04, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Monserrat Alvaro

2. Issuer Name **and** Ticker or Trading
Symbol
Nuance Communications, Inc.
[NUAN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE WAYSIDE ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2019

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive Vice President & Gen

BURLINGTON, MA 01803

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/31/2019		F	(A) or (D) Amount 8,754 (1) Price \$ 15.87	188,989	D	
Common Stock	01/31/2019		F	(A) or (D) Amount 7,265 (1) Price \$ 15.87	181,724	D	
Common Stock	01/31/2019		A	(A) or (D) Amount 33,500 (2) Price \$ 0.001	215,224	D	
Common Stock	01/31/2019		F	(A) or (D) Amount 7,193 (1) Price \$ 15.87	208,031	D	
Common Stock	01/31/2019		F	(A) or (D) Amount 8,133 (1) Price \$ 15.87	199,898	D	

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Common Stock	02/01/2019	A	69,502 (3)	A	\$ 0.001	269,400	D
Common Stock	02/01/2019	F	27,347 (1)	D	\$ 16.06	242,053	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Monserrat Alvaro ONE WAYSIDE ROAD BURLINGTON, MA 01803	Executive Vice President & Gen

Signatures

By: /s/ Donna Belanger For: Alvaro Jorge
Monserrat 02/04/2019

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These shares were withheld by the Company to cover the tax liability due upon the vesting of the restricted stock award.

(2)

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These shares are pursuant to a performance-based restricted stock unit agreement with the company whereby targets defined by the Compensation Committee were deemed to be achieved for fiscal year 2019.

- (3) These shares are pursuant to a performance-based restricted stock unit agreement with the company whereby the target defined by the Compensation Committee was deemed to be achieved.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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