Nuance Communications, Inc.
Form 3
May 02, 2013

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Â ICAHN CARL C

(Last) (First) (Middle)

C/O ICAHN ASSOCIATES HOLDING LLC,Â 767 FIFTH AVE., SUITE 4700

(Street)

NEW YORK,Â NYÂ 10153

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
04/30/2013

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value $0.001 ("Shares")	31,547,631	I	please see all footnotes (1) (2) (3) (4) (5) (6) (7) (8)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Call Option ("right to purchase")	02/20/2013	02/20/2015	Shares	2,351,643	$ 12.3	I	please seee all footnotes (1) (2) (3) (4) (5) (6) (7) (8)
Put Option ("obligation to purchase")	02/20/2013	02/20/2015	please see footnote (8)	2,351,643	$ 12.3	I	please see all footnotes (1) (2) (3) (4) (5) (6) (7) (8)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ICAHN CARL C C/O ICAHN ASSOCIATES HOLDING LLC 767 FIFTH AVE., SUITE 4700 NEW YORK,Â NYÂ 10153	Â	Â X	Â	Â

Signatures

CARL C. ICAHN	05/02/2013
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) High River Limited Partnership ("High River") directly beneficially owns 6,309,528 Shares, Icahn Partners LP ("Icahn Partners") directly beneficially owns 9,520,046 Shares, Icahn Partners Master Fund LP ("Icahn Master") directly beneficially owns 10,042,350 Shares, Icahn Partners Master Fund II LP ("Icahn Master II") directly beneficially owns 3,940,853 Shares, and Icahn Partners Master Fund III LP ("Icahn Master III") directly beneficially owns 1,734,854 Shares.

(2) Barberry Corp. ("Barberry"), is the sole member of Hopper Investments LLC ("Hopper"), which is the general partner of High River. Beckton Corp. ("Beckton") is the sole stockholder of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"). Icahn Enterprises Holdings is the sole member of IPH GP LLC ("IPH"), which is the general partner of Icahn Capital LP ("Icahn Capital"). Icahn Capital is the general partner of each of Icahn Onshore LP ("Icahn Onshore") and Icahn Offshore LP ("Icahn Offshore"). Icahn Onshore is the general partner of Icahn Partners. Icahn Offshore is the general partner of each of Icahn Master, Icahn Master II and Icahn Master III.

(3) Each of Barberry and Beckton is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of High River, Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III. Each of Hopper, Barberry and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(4) Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(5) Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which each of Icahn Master, Icahn Master II and Icahn Master III owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein.

(6) High River directly beneficially owns 470,329 call options (the "Call Options"), Icahn Partners directly beneficially owns 709,650 Call Options, Icahn Master directly beneficially owns 748,582 Call Options, Icahn Master II directly beneficially owns 293,762 Call Options, and Icahn Master III directly beneficially owns 129,320 Call Options.

(7) High River directly wrote 470,329 European-style put options (the "Put Options"), Icahn Partners directly wrote 709,650 Put Options, Icahn Master directly wrote 748,582 Put Options, Icahn Master II directly wrote 293,762 Put Options, and Icahn Master III directly wrote 129,320 Put Options.

(8) The Call Options reference an aggregate of 2,351,643 Shares, have an exercise price of $12.30, expire on February 20, 2015, and provide for physical settlement. The Put Options reference an aggregate of 2,351,643 Shares, have an exercise price of $12.30, expire on February 20, 2015, and provide that they settle in cash.

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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