

Nuance Communications, Inc.

Form 8-K

December 05, 2008

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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):

**December 5, 2008**

**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 8.01. Other Events.

ITEM 9.01. Financial Statements and Exhibits.

SIGNATURE

EXHIBIT INDEX

EX-5.1 Opinion of Garrison R. Smith, Esq.

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**ITEM 8.01. Other Events.**

Nuance Communications, Inc. (the Company ) is filing this Current Report on Form 8-K to provide the legal opinion of Garrison R. Smith, Esq., the Company s Associate General Counsel, Corporate & Securities, relating to the Company s prospectus supplement dated December 5, 2008, filed with the Securities and Exchange Commission on December 5, 2008.

**ITEM 9.01. Financial Statements and Exhibits.**

(d) Exhibits

- 5.1 Opinion of Garrison R. Smith, Esq., Associate General Counsel, Corporate & Securities, of the Company.
  - 23.1 Consent of Garrison R. Smith, Esq., Associate General Counsel, Corporate & Securities, of the Company (included in Exhibit 5.1).
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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: December 5, 2008

By: /s/ Thomas Beaudoin  
Thomas Beaudoin  
Chief Financial Officer

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Garrison R. Smith, Esq., Associate General Counsel, Corporate & Securities, of the Company.
23.1	Consent of Garrison R. Smith, Esq., Associate General Counsel, Corporate & Securities, of the Company (included in Exhibit 5.1).