

Nuance Communications, Inc.
 Form 424B7
 November 07, 2008

Filed Pursuant to Rule 424(b)(7)
Registration No. 333-147715

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be | Amount to be | Proposed Maximum Aggregate Offering Price Per Unit(1) | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee(2) |
|--|--------------------------------|--|---|-------------------------------------|
| Registered Common Stock, \$0.001 par value | Registered 65,376 shares | \$9.95 | \$650,491.20 | \$25.56 |

(1) Estimated solely for the purpose of determining the registration fee in accordance with Rule 457(c) under the Securities Act of 1933, as amended, based on the average of the high and low prices as reported on the Nasdaq Global Select Market on November 5, 2008.

(2) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended. This Calculation of Registration Fee table shall be deemed to update the Calculation of Registration Fee

table in the
registrant's
Registration
Statement on
Form S-3 (File
No. 333-147715)
in accordance
with Rules 456(b)
and 457(r) under
the Securities Act
of 1933, as
amended.

**Filed Pursuant to Rule 424(b)(7)
Registration No. 333-147715**

PROSPECTUS SUPPLEMENT No. 3
(To Prospectus dated November 29, 2007)

Dated November 6, 2008
10,630,648 Shares
Common Stock

This Prospectus Supplement No. 3 supplements the Prospectus dated November 29, 2007 (as previously supplemented by the Prospectus Supplement dated October 3, 2008 and the Prospectus Supplement dated October 20, 2008) (the Prospectus) relating to the resale from time to time by certain selling stockholders of up to 10,630,648 shares of common stock, \$0.001 par value per share (the Common Stock), of Nuance Communications, Inc. (Nuance or we), which Prospectus was filed as part of our Registration Statement on Form S-3 No. 333-147715. Nuance will not receive any proceeds from the sale or transfer of Common Stock by the selling stockholders.

This Prospectus Supplement should be read in conjunction with the Prospectus and may not be delivered or utilized without the Prospectus. This Prospectus Supplement is qualified by reference to the Prospectus except to the extent that the information in this Prospectus Supplement supersedes the information contained in the Prospectus.

Investing in our Common Stock involves risks. See Risk Factors beginning on page S-11 of our Prospectus.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS SUPPLEMENT OR THE ACCOMPANYING PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

PROSPECTUS SUPPLEMENT SUMMARY

This Prospectus Supplement amends the information contained under the heading "The Offering" on page S-10 of the Prospectus (as previously supplemented), by increasing the number of Common Stock being offered by the selling stockholders from 10,565,272 to 10,630,648.

SELLING STOCKHOLDERS

The table below supplements or amends the information appearing under the heading "Selling Stockholders" beginning on page S-21 of the Prospectus (as previously supplemented), including the information contained in the table on page S-21, by adding the information below with respect to selling stockholders not previously listed in the Prospectus or in any amendments or supplements thereto. Up to 10,630,648 shares of Common Stock are being offered by this Prospectus, all of which are being offered for resale for the account of the selling stockholders. The following table contains information as of October 31, 2008, with respect to the selling stockholders listed below and the principal amount of Common Stock beneficially owned by such selling stockholders that may be offered using this Prospectus. The information is based on information provided to us by or on behalf of the selling stockholders, and we have not independently verified this information. Information concerning the selling stockholders may change from time to time and, if necessary, we will amend or supplement the Prospectus accordingly.

Except as otherwise indicated, we believe that the selling stockholders have sole voting and investment power with respect to all shares of Common Stock shown as beneficially owned by them. In addition, all of the selling stockholders beneficially own less than 1% of our Common Stock outstanding.

| Name | Shares Beneficially | | Shares Beneficially Owned After This Offering |
|--------------------------------|----------------------------------|-----------------------------|---|
| | Owned Prior to This Offering (1) | Shares Being Offered (2)(3) | |
| Allison Armstrong | 3,197 | 3,197 | |
| Roberta Louise Atkinson | 2,557 | 2,557 | |
| Timothy Atkinson (4) | 2,961 | 2,599 | 362 |
| Aixsa Choy | 5,115 | 5,115 | |
| Jason Choy | 21,257 | 21,257 | |
| Comerica Ventures Incorporated | 9,108 | 9,108 | |
| Robert Koenig | 799 | 799 | |
| Masae Lamsdale | 974 | 974 | |
| Richard Lamsdale (5) | 2,321 | 2,060 | 261 |
| Kristian Law | 839 | 839 | |
| Melissa Margaret Law | 799 | 799 | |
| Craig Marshall (6) | 5,627 | 4,720 | 907 |

| Name | Shares Beneficially Owned Prior to This Offering (1) | Shares Being Offered (2)(3) | Shares Beneficially Owned After This Offering |
|---------------------|--|--------------------------------------|--|
| Richard Nicholls | 4,720 | 4,720 | |
| Peter Rosenberg (7) | 3,216 | 3,037 | 179 |
| Shaun Scaling (8) | 835 | 761 | 74 |
| Spencer Welch | 2,834 | 2,834 | |
| Total: | 67,159 | 65,376 | |

(1) The number of shares beneficially owned is determined in accordance with Rule 13d-3 of the Securities Exchange Act of 1934, and the information is not necessarily indicative of beneficial ownership for any other purpose. Includes each holder's respective interest in an aggregate of 1,106,657 shares of Common Stock held in escrow to satisfy certain indemnification obligations of the former stockholders of SNAPin Software, Inc.

(2) The table assumes that the

selling
stockholders
sell all of their
shares being
offered pursuant
to this
Prospectus. We
are unable to
determine the
exact number of
shares that will
actually be sold
pursuant to this
Prospectus.

- (3) Includes each holder's respective interest in an aggregate of 1,106,657 shares of Common Stock held in escrow to satisfy certain indemnification obligations of the former stockholders of SNAPin Software, Inc.
- (4) Includes options to acquire 362 shares of our Common Stock that are exercisable within 60 days of October 31, 2008.
- (5) Includes options to acquire 261 shares of our Common Stock that are exercisable within 60 days of October 31, 2008.

- (6) Includes options to acquire 907 shares of our Common Stock that are exercisable within 60 days of October 31, 2008.
- (7) Includes options to acquire 179 shares of our Common Stock that are exercisable within 60 days of October 31, 2008.
- (8) Includes options to acquire 74 shares of our Common Stock that are exercisable within 60 days of October 31, 2008.