

Nuance Communications, Inc.

Form 8-K

March 01, 2006

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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):

March 1, 2006

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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EX-99.1 Press Release, dated March 1, 2006

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ITEM 8.01 Other Events

On March 1, 2006, Nuance Communications, Inc. and Dictaphone Corporation issued a joint press release announcing that the United States Department of Justice had granted termination of the waiting period under the Hart-Scott-Rodino Act for the proposed merger of Dictaphone with Nuance. The release also announces that the merger is presently scheduled to close by March 31, 2006, subject to satisfaction of customary closing conditions. A copy of the release is attached as Exhibit 99.1.

ITEM 9.01 Financial Statements and Exhibits

(c) Exhibits

- 99.1 Press release announcing termination of Hart-Scott-Rodino waiting period for merger of Dictaphone with Nuance.
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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: March 1, 2006

By: /s/ James R. Arnold, Jr.

James R. Arnold, Jr.
Chief Financial Officer

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EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release announcing termination of Hart-Scott-Rodino waiting period for merger of Dictaphone with Nuance.