

Edgar Filing: NUANCE COMMUNICATIONS - Form SC 13G/A

NUANCE COMMUNICATIONS
Form SC 13G/A
February 14, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2(b)
(Amendment No. 1) (1)

Nuance Communications, Inc.
(Name of Issuer)

Common Stock, \$0.01 par value
(Title of Class of Securities)

66996710
(CUSIP Number)

December 31, 2001
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule
is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

(1) The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which would
alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 ("Act") or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the
Notes).

13G

CUSIP NO. 66996710

Page 2 of 16 pages.

-
1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

MAYFIELD VII, A CALIFORNIA LIMITED PARTNERSHIP

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
CALIFORNIA

5. SOLE VOTING POWER
NUMBER OF SHARES -0-

6. SHARED VOTING POWER
BENEFICIALLY OWNED BY -0-

7. SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8. SHARED DISPOSITIVE POWER
WITH -0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-0-

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0%

12. TYPE OF REPORTING PERSON
PN

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1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
MAYFIELD VII MANAGEMENT PARTNERS, A CALIFORNIA LIMITED PARTNERSHIP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

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CALIFORNIA

5. SOLE VOTING POWER

NUMBER OF SHARES -0-

6. SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH -0-

7. SOLE DISPOSITIVE POWER

REPORTING PERSON -0-

8. SHARED DISPOSITIVE POWER

WITH -0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12. TYPE OF REPORTING PERSON

PN

CUSIP NO. 66996710

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1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

MAYFIELD ASSOCIATES FUND II, A CALIFORNIA LIMITED PARTNERSHIP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

5. SOLE VOTING POWER

NUMBER OF SHARES -0-

6. SHARED VOTING POWER

BENEFICIALLY OWNED BY -0-

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EACH 7. SOLE DISPOSITIVE POWER
REPORTING PERSON -0-

8. SHARED DISPOSITIVE POWER
WITH -0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-0-

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12. TYPE OF REPORTING PERSON

PN

CUSIP NO. 66996710 13G Page 5 of 16 pages.

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

YOGEN K. DALAL

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER
NUMBER OF SHARES 64,109 (INCLUDES OPTIONS TO PURCHASE 15,000 SHARES)

6. SHARED VOTING POWER
BENEFICIALLY OWNED BY -0-

7. SOLE DISPOSITIVE POWER
EACH 64,109 (INCLUDES OPTIONS TO PURCHASE 15,000 SHARES)
REPORTING PERSON

8. SHARED DISPOSITIVE POWER
WITH -0-

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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

64,109 (INCLUDES OPTIONS TO PURCHASE 15,000 SHARES)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.2%

12. TYPE OF REPORTING PERSON

IN

13G

CUSIP NO. 66996710

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1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

F. GIBSON MYERS, JR.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

NUMBER OF
SHARES 38,753

6. SHARED VOTING POWER

BENEFICIALLY
OWNED BY -0-

7. SOLE DISPOSITIVE POWER

REPORTING
PERSON 38,753

8. SHARED DISPOSITIVE POWER

WITH
-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

38,753

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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0.1%

12. TYPE OF REPORTING PERSON

IN

13G

CUSIP NO. 66996710

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1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

KEVIN A. FONG

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

NUMBER OF
SHARES

14,763

6. SHARED VOTING POWER

BENEFICIALLY
OWNED BY

-0-

EACH

7. SOLE DISPOSITIVE POWER

REPORTING
PERSON

14,763

WITH

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,763

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12. TYPE OF REPORTING PERSON

IN

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CUSIP NO. 66996710

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1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

WILLIAM D. UNGER

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

NUMBER OF
SHARES -0-

6. SHARED VOTING POWER

BENEFICIALLY
OWNED BY -0-

7. SOLE DISPOSITIVE POWER

EACH
REPORTING
PERSON -0-

8. SHARED DISPOSITIVE POWER

WITH
-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12. TYPE OF REPORTING PERSON

IN

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CUSIP NO. 66996710

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1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

WENDELL G. VAN AUKEN, III

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

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(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

NUMBER OF SHARES 30,358

6. SHARED VOTING POWER

BENEFICIALLY OWNED BY -0-

7. SOLE DISPOSITIVE POWER

REPORTING PERSON 30,358

8. SHARED DISPOSITIVE POWER

WITH -0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

30,358

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12. TYPE OF REPORTING PERSON

IN

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CUSIP NO. 66996710

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1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

MICHAEL J. LEVINTHAL

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

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5. SOLE VOTING POWER

NUMBER OF SHARES 40,359

6. SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH 40,359

7. SOLE DISPOSITIVE POWER

REPORTING PERSON 40,359

8. SHARED DISPOSITIVE POWER

WITH 40,359

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

40,359

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12. TYPE OF REPORTING PERSON

IN

CUSIP NO. 66996710 13G Page 11 of 16 pages.

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

A. GRANT HEIDRICH, III

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

5. SOLE VOTING POWER

NUMBER OF SHARES 102

6. SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH 102

7. SOLE DISPOSITIVE POWER

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REPORTING PERSON 102

8. SHARED DISPOSITIVE POWER
WITH

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
102

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0%

12. TYPE OF REPORTING PERSON
IN

Item 1.

(a) Name of Issuer:

Nuance Communications, Inc.

(b) Address of Issuer's Principal Executive Offices:

1005 Hamilton Ct.
Menlo Park, CA 94025

Item 2.

(a) Name of Persons Filing:

Mayfield VII, a California Limited Partnership
Mayfield VII Management Partners, a California Limited Partnership
Mayfield Associates Fund II, a California Limited Partnership
Yogen K. Dalal
F. Gibson Myers, Jr.
Kevin A. Fong
William D. Unger
Wendell G. Van Auken, III
Michael J. Levinthal
A. Grant Heidrich, III

(b) Address of Principal Business Office:

c/o Mayfield Fund
2800 Sand Hill Road
Menlo Park, CA 94025

(c) Citizenship:

The entities listed in Item 2(a) are California Limited Partnerships.
The individuals listed in Item 2(a) are U.S. citizens.

(d) Title of Class of Securities:

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Common Stock, \$0.01 par value

(e) CUSIP Number:

66996710

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Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable

Item 4. Ownership

The information regarding ownership as set forth in Items 5-9 of Pages 2-11 hereto, is hereby incorporated by reference. Shares beneficially owned by each individual reporting person are held as trustee of a trust for the benefit of such reporting person and members of his family (except for 8,750 shares that are beneficially owned by Mr. Dalal directly, 15,000 shares that are subject to options held by Mr. Dalal, 9,207 shares that are held directly by Mr. Fong and 8,777 shares that are beneficially owned by Mr. Van Auken through a family partnership).

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

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SIGNATURES

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2002

MAYFIELD VII
A California Limited Partnership

By: Mayfield VII Management Partners,
a California Limited Partnership,
Its General Partner

By: /s/ James T. Beck

James T. Beck, Authorized Signatory

MAYFIELD VII MANAGEMENT PARTNERS
A California Limited Partnership

By: /s/ James T. Beck

James T. Beck, Authorized Signatory

MAYFIELD ASSOCIATES FUND II
A California Limited Partnership

By: /s/ James T. Beck

James T. Beck, Authorized Signatory

YOGEN K. DALAL

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

F. GIBSON MYERS, JR.

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

KEVIN A. FONG

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

WILLIAM D. UNGER

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

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WENDELL G. VAN AUKEN, III

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By: /s/ James T. Beck

James T. Beck, Attorney In Fact

MICHAEL J. LEVINHAL

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

A. GRANT HEIDRICH, III

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

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EXHIBIT INDEX

Exhibit 1 - "JOINT FILING AGREEMENT" is hereby incorporated by reference to Exhibit 1 to the Statement on Schedule 13G dated February 13, 2001.

Exhibit 2 - "POWERS OF ATTORNEY" is hereby incorporated by reference to Exhibit 2 to the Statement on Schedule 13G dated February 13, 2001.

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