Nuance Communications, Inc.
Form 10-Q
August 07, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

(Mark One)
ý QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended June 30, 2015
Or
¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Commission file number 001-36056

NUANCE COMMUNICATIONS, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or Other jurisdiction of incorporation or organization)	94-3156479 (I.R.S. 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

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ý No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	ý		Accelerated filer	¨
Non-accelerated filer	¨	(Do not check if a smaller reporting company)	Smaller reporting company	¨

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No ý

The number of shares of the Registrant's Common Stock, outstanding as of July 31, 2015 was 309,792,980.

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Part I. Financial Information

Item 1. Condensed Consolidated Financial Statements (unaudited)

NUANCE COMMUNICATIONS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2015	2014	2015	2014
	(Unaudited) (In thousands, except per share amounts)			
Revenues:				
Product and licensing	$162,806	$168,224	$506,945	$521,480
Professional services and hosting	234,253	231,698	684,927	677,359
Maintenance and support	80,880	75,582	235,145	222,298
Total revenues	477,939	475,504	1,427,017	1,421,137
Cost of revenues:				
Product and licensing	21,276	23,934	68,498	74,598
Professional services and hosting	153,924	163,587	462,188	475,604
Maintenance and support	13,715	13,566	41,151	38,533
Amortization of intangible assets	15,776	15,006	46,538	45,542
Total cost of revenues	204,691	216,093	618,375	634,277
Gross profit	273,248	259,411	808,642	786,860
Operating expenses:				
Research and development	79,050	87,137	236,393	252,188
Sales and marketing	99,285	99,783	303,789	316,969
General and administrative	40,977	43,732	137,278	131,890
Amortization of intangible assets	26,371	27,287	78,526	81,330
Acquisition-related costs, net	2,423	9,110	13,702	18,710
Restructuring and other charges, net	10,808	8,622	12,703	17,178
Total operating expenses	258,914	275,671	782,391	818,265
Income (loss) from operations	14,334	(16,260)	26,251	(31,405)
Other income (expense):				
Interest income	670	535	1,859	1,728
Interest expense	(29,486)	(31,926)	(89,417)	(99,872)
Other (expense) income, net	(18,375)	363	(19,270)	(3,007)
Loss before income taxes	(32,857)	(47,288)	(80,577)	(132,556)
Provision for income taxes	6,533	6,959	23,406	16,331
Net loss	$(39,390)	$(54,247)	$(103,983)	$(148,887)
Net loss per share:				
Basic	$(0.13)	$(0.17)	$(0.33)	$(0.47)
Diluted	$(0.13)	$(0.17)	$(0.33)	$(0.47)
Weighted average common shares outstanding:				
Basic	312,680	317,610	319,415	316,334
Diluted	312,680	317,610	319,415	316,334

See accompanying notes.

NUANCE COMMUNICATIONS, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2015	2014	2015	2014
	(Unaudited) (In thousands)			
Net loss	$(39,390)	$(54,247)	$(103,983)	$(148,887)
Other comprehensive income (loss):				
Foreign currency translation adjustment	17,007	9,693	(60,733)	15,170
Pension adjustments	245	520	(489)	520
Unrealized (loss) gain on marketable securities	(22)	—	7	—
Total other comprehensive income (loss), net	17,230	10,213	(61,215)	15,690
Comprehensive loss	$(22,160)	$(44,034)	$(165,198)	$(133,197)

See accompanying notes.

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NUANCE COMMUNICATIONS, INC.
CONSOLIDATED BALANCE SHEETS

	June 30, 2015	September 30, 2014
	(Unaudited)	
	(In thousands, except per share amounts)	
ASSETS		
Current assets:		
Cash and cash equivalents	$397,116	$547,230
Marketable securities	54,697	40,974
Accounts receivable, less allowances for doubtful accounts of $8,067 and $11,491	365,661	428,266
Prepaid expenses and other current assets	87,424	92,040
Deferred tax assets	61,323	55,990
Total current assets	966,221	1,164,500
Marketable securities	36,876	—
Land, building and equipment, net	191,814	191,411
Goodwill	3,392,844	3,410,893
Intangible assets, net	847,205	915,483
Other assets	154,061	137,997
Total assets	$5,589,021	$5,820,284
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term debt	$4,834	$4,834
Contingent and deferred acquisition payments	21,929	35,911
Accounts payable	42,771	61,760
Accrued expenses and other current liabilities	203,547	241,279
Deferred revenue	327,736	298,225
Total current liabilities	600,817	642,009
Long-term debt	2,113,741	2,127,392
Deferred revenue, net of current portion	319,895	249,879
Deferred tax liabilities	170,087	156,235
Other liabilities	57,221	62,777
Total liabilities	3,261,761	3,238,292
Commitments and contingencies (Note 15)		
Stockholders' equity:		
Common stock, $0.001 par value; 560,000 shares authorized; 314,691 and 324,621 shares issued and 310,940 and 320,870 shares outstanding, respectively	315	325
Additional paid-in capital	3,144,108	3,153,033
Treasury stock, at cost (3,751 shares)	(16,788)	(16,788)
Accumulated other comprehensive loss	(85,230)	(24,015)
Accumulated deficit	(715,145)	(530,563)
Total stockholders' equity	2,327,260	2,581,992
Total liabilities and stockholders' equity	$5,589,021	$5,820,284

See accompanying notes.

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NUANCE COMMUNICATIONS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Nine Months Ended June 30, 2015	2014
	(Unaudited) (In thousands)	
Cash flows from operating activities:		
Net loss	$(103,983)	$(148,887)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	171,892	165,280
Stock-based compensation	119,972	147,541
Non-cash interest expense	22,078	28,187
Loss on extinguishment of debt	17,714	—
Deferred tax provision	7,529	2,351
Other	5,641	(4,294)
Changes in operating assets and liabilities, net of effects from acquisitions:		
Accounts receivable	50,990	(4,706)
Prepaid expenses and other assets	(14,709)	(9,453)
Accounts payable	(14,647)	(25,003)
Accrued expenses and other liabilities	(43,167)	3,634
Deferred revenue	116,660	107,563
Net cash provided by operating activities	335,970	262,213
Cash flows from investing activities:		
Capital expenditures	(48,159)	(41,359)
Payments for business and technology acquisitions, net of cash acquired	(82,034)	(136,183)
Purchases of marketable securities and other investments	(114,765)	(19,613)
Proceeds from sales and maturities of marketable securities and other investments	49,481	32,851
Net cash used in investing activities	(195,477)	(164,304)
Cash flows from financing activities:		
Payments of debt	(259,843)	(3,855)
Proceeds from issuance of convertible debt, net of issuance costs	256,212	—
Payments for repurchase of common stock	(238,203)	(26,483)
Payments for settlement of share-based derivatives	(340)	(5,286)
Payments of other long-term liabilities	(2,383)	(2,216)
Proceeds from issuance of common stock from employee stock plans	12,335	13,525
Cash used to net share settle employee equity awards	(53,273)	(35,318)
Net cash used in financing activities	(285,495)	(59,633)
Effects of exchange rate changes on cash and cash equivalents	(5,112)	542
Net (decrease) increase in cash and cash equivalents	(150,114)	38,818
Cash and cash equivalents at beginning of period	547,230	808,118
Cash and cash equivalents at end of period	$397,116	$846,936

See accompanying notes.

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NUANCE COMMUNICATIONS, INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Organization and Presentation

The consolidated financial statements include the accounts of Nuance Communications, Inc. (“Nuance”, “we”, or “the Company”) and our wholly-owned subsidiaries. We prepared these unaudited interim consolidated financial statements in accordance with accounting principles generally accepted in the United States of America (the “U.S.” or the "United States") and pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”). The condensed consolidated financial statements reflect all adjustments that, in our opinion, are necessary to present fairly our financial position, results of operations and cash flows for the periods indicated. The preparation of financial statements in conformity with U.S. Generally Accepted Accounting Principles (“GAAP”) requires management to make estimates and assumptions that affect the reported amounts and classifications of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

Although we believe the disclosures in these financial statements are adequate to make the information presented not misleading, certain information in the footnote disclosures of the financial statements has been condensed or omitted where it substantially duplicates information provided in our latest audited consolidated financial statements, in accordance with the rules and regulations of the SEC. Accordingly, these financial statements should be read in conjunction with the audited financial statements and the notes thereto included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2014. The results of operations for the nine months ended June 30, 2015 and June 30, 2014, respectively, are not necessarily indicative of the results for the entire fiscal year or any future period.

We have evaluated subsequent events through the date of the issuance of these condensed consolidated financial statements.

2. Summary of Significant Accounting Policies

Effective October 1, 2014, we implemented Accounting Standards Update No. 2013-11, "Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists", which did not have a significant impact on our consolidated financial statements.

We have made no material changes to the significant accounting policies disclosed in our Annual Report on Form 10-K for the fiscal year ended September 30, 2014.

Recently Issued Accounting Standards

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board and are adopted by us as of the specified effective dates. Unless otherwise discussed, such pronouncements did not have or will not have a significant impact on our condensed consolidated financial position, results of operations and cash flows or do not apply to our operations.

In April 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2015-03, "Simplifying the Presentation of Debt Issuance Costs" ("ASU 2015-03"). The amendments in the ASU 2015-03 require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. ASU 2015-03 is effective for us in the first quarter of fiscal year 2017, with early adoption permitted. ASU 2015-03 should be applied on a retrospective basis to each individual period presented. Upon implementation, the change in reporting debt issuance costs will require us to reclassify our deferred financing costs from an asset to a reduction of the reported debt balance. ASU 2015-03 will reduce our assets and liabilities but will have no impact on our shareholders' equity, results of operations or cash flows.

In February 2015, the FASB issued Accounting Standards Update No. 2015-02, “Amendments to the Consolidation Analysis” ("ASU 2015-02"). The amendments in ASU 2015-02 provide guidance on evaluating whether a company should consolidate certain legal entities. In accordance with the guidance, all legal entities are subject to reevaluation under the revised consolidation model. ASU 2015-02 is effective for us in the first quarter of fiscal year 2017 with early adoption permitted. We do not believe that ASU 2015-02 will have a material impact on our consolidated financial statements.

In August 2014, the FASB issued Accounting Standards Update No. 2014-15, "Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern" ("ASU 2014-15"), to provide guidance on management's responsibility in evaluating whether there is substantial doubt about a company's ability to continue as a going concern and to provide related footnote disclosures. ASU 2014-15 is effective for us in the first quarter of fiscal year 2017, with early adoption permitted. We do not believe that ASU 2014-15 will have a material impact on our consolidated financial statements.

NUANCE COMMUNICATIONS, INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

In June 2014, the FASB issued Accounting Standards Update No. 2014-12, "Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period" ("ASU 2014-12"). ASU 2014-12 requires that a performance target that affects vesting and could be achieved after the requisite service period be treated as a performance condition. A reporting entity should apply existing guidance in ASC 718, "Compensation - Stock Compensation," as it relates to such awards. ASU 2014-12 is effective for us in our first quarter of fiscal year 2017 with early adoption permitted using either of two methods: (i) prospective to all awards granted or modified after the effective date; or (ii) retrospective to all awards with performance targets that are outstanding as of the beginning of the earliest annual period presented in the financial statements and to all new or modified awards thereafter, with the cumulative effect of applying ASU 2014-12 as an adjustment to the opening retained earnings balance as of the beginning of the earliest annual period presented in the financial statements. We are currently evaluating the impact of our pending adoption on ASU 2014-12 on our consolidated financial statements.

In May 2014, the FASB issued Accounting Standards Update No. 2014-09, "Revenue from Contracts with Customers: Topic 606" ("ASU 2014-09"), to supersede nearly all existing revenue recognition guidance under U.S. GAAP. The core principle of ASU 2014-09 is to recognize revenues when promised goods or services are transferred to customers in an amount that reflects the consideration that is expected to be received for those goods or services. ASU 2014-09 defines a five step process to achieve this core principle and, in doing so, it is possible more judgment and estimates may be required within the revenue recognition process than required under existing U.S. GAAP including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. ASU 2014-09 is effective for us in our first quarter of fiscal year 2018 using either of two methods: (i) retrospective to each prior reporting period presented with the option to elect certain practical expedients as defined within ASU 2014-09; or (ii) retrospective with the cumulative effect of initially applying ASU 2014-09 recognized at the date of initial application and providing certain additional disclosures as defined per ASU 2014-09. We are currently evaluating the impact of our pending adoption of ASU 2014-09 on our consolidated financial statements.

In April 2014, the FASB issued Accounting Standards Update No. 2014-08, "Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity" ("ASU 2014-08"), to change the criteria for determining which disposals can be presented as discontinued operations and enhanced the related disclosure requirements. ASU 2014-08 is effective for us on a prospective basis in our first quarter of fiscal year 2016 with early adoption permitted for disposals (or classifications as held for sale) that have not been reported in financial statements previously issued. We are currently evaluating the impact of our pending adoption of ASU 2014-08 on our consolidated financial statements.

3. Business Acquisitions

During fiscal year 2015, we acquired several immaterial businesses in our Mobile and Consumer and Healthcare segments for total initial cash consideration of $47.9 million together with future contingent payments. The future contingent payments may require us to make payments up to $19.9 million as additional consideration contingent upon the achievement of specified objectives, which at closing had an estimated fair value of $16.1 million. In allocating the total purchase consideration for these acquisitions based on preliminary estimated fair values, we recorded $22.6 million of goodwill and $35.8 million of identifiable intangibles assets. Intangible assets acquired included customer relationships and core and completed technology with weighted average useful lives of 6.6 years. The most significant of these acquisitions are treated as asset purchases, and the goodwill resulting from these acquisitions is expected to be deductible for tax purposes.

We have not furnished pro forma financial information related to our current year acquisitions because such information is not material, individually or in the aggregate, to our financial results.

During fiscal year 2014, we acquired several immaterial businesses in our Imaging, Healthcare and Enterprise segments for total initial cash consideration of $258.3 million together with future contingent payments. In allocating the total purchase consideration for these acquisitions based on preliminary estimated fair values, we recorded $139.4 million of goodwill and $134.5 million of identifiable intangibles assets. Intangible assets acquired included customer relationships and core and completed technology with weighted average useful lives of 10.2 years. The most significant of these acquisitions are treated as stock purchases, and the goodwill resulting from these acquisitions is not expected to be deductible for tax purposes.

The fair value estimates for the assets acquired and liabilities assumed for acquisitions completed during fiscal years 2015 and 2014 were based upon preliminary calculations and valuations, and our estimates and assumptions for each of these acquisitions are subject to change as we obtain additional information during the respective measurement periods (up to one year from the respective acquisition dates). The primary areas of preliminary estimates that were not yet finalized related to certain assets and liabilities acquired. There were no significant changes to the fair value estimates during the current year.

NUANCE COMMUNICATIONS, INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Acquisition-Related Costs, net

Acquisition-related costs include costs related to business and other acquisitions, including potential acquisitions. These costs consist of (i) transition and integration costs, including retention payments, transitional employee costs and earn-out payments treated as compensation expense, as well as the costs of integration-related activities including services provided by third-parties; (ii) professional service fees, including third party costs related to the acquisitions, and legal and other professional service fees associated with disputes and regulatory matters related to acquired entities; and (iii) adjustments to acquisition-related items that are required to be marked to fair value each reporting period, such as contingent consideration, and other items related to acquisitions for which the measurement period has ended.

The components of acquisition-related costs, net are as follows (dollars in thousands):

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2015	2014	2015	2014
Transition and integration costs	$2,923	$5,612	$9,160	$14,041
Professional service fees	1,431	3,363	7,117	9,101
Acquisition-related adjustments	(1,931)	135	(2,575)	(4,432)
Total	$2,423	$9,110	$13,702	$18,710

Included in acquisition-related adjustments for the nine months ended June 30, 2014, is income of $7.7 million related to the elimination of contingent liabilities established in the original allocation of purchase price for acquisitions closed in fiscal year 2008, following the expiration of the applicable statute of limitations.

4. Goodwill and Intangible Assets

The changes in the carrying amount of goodwill and intangible assets for the nine months ended June 30, 2015, are as follows (dollars in thousands):

	Goodwill	Intangible Assets
Balance at September 30, 2014	$3,410,893	$915,483
Acquisitions	22,552	65,622
Dispositions	—	(2,806)
Purchase accounting adjustments	(1,237)	(554)
Amortization	—	(125,064)
Effect of foreign currency translation	(39,364)	(5,476)
Balance at June 30, 2015	$3,392,844	$847,205

In October 2014, we realigned certain of our product offerings among reporting units. We have reallocated goodwill among the affected reporting units, based on their relative fair value. We reallocated $29.9 million of goodwill from our Dragon Consumer reporting unit into our Mobile reporting unit, and reallocated $10.5 million of goodwill from our Mobile reporting unit to our Enterprise reporting unit. As a result of this change, we determined that we had a triggering event requiring us to perform an impairment test on our Dragon Consumer ("DNS"), Mobile, and Enterprise reporting units. We completed our impairment test during the first quarter of fiscal year 2015, and the fair value of the reorganized reporting units substantially exceeded their carrying values.

NUANCE COMMUNICATIONS, INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

5. Financial Instruments and Hedging Activities

Derivatives Not Designated as Hedges

Forward Currency Contracts

We operate our business in countries throughout the world and transact business in various foreign currencies. Our foreign currency exposures typically arise from transactions denominated in currencies other than the functional currency of our operations. We have a program that primarily utilizes foreign currency forward contracts to offset the risks associated with the effect of certain foreign currency exposures. Our program is designed so that increases or decreases in our foreign currency exposures are offset by gains or losses on the foreign currency forward contracts in order to mitigate the risks and volatility associated with our foreign currency transactions. Generally, we enter into such contracts for less than 90 days and have no cash requirements until maturity. At June 30, 2015 and September 30, 2014, we had outstanding contracts with a total notional value of $161.9 million and $283.1 million, respectively. We have not designated these forward contracts as hedging instruments pursuant to the authoritative guidance for derivatives and hedging, and accordingly, we record the fair value of these contracts at the end of each reporting period in our consolidated balance sheet, with the unrealized gains and losses recognized immediately in earnings as other (expense) income, net in our consolidated statements of operations. The cash flows related to the settlement of these contracts are included in cash flows from investing activities within our condensed consolidated statement of cash flows.

Security Price Guarantees

From time to time we enter into agreements that allow us to issue shares of our common stock as part or all of the consideration related to business acquisitions, partnering and technology acquisition activities. Some of these shares are issued subject to security price guarantees, which are accounted for as derivatives. We have determined that these instruments would not be considered equity instruments if they were freestanding. Certain of the security price guarantees require payment from either us to a third party, or from a third party to us, based upon the difference between the price of our common stock on the issue date and an average price of our common stock approximately six months following the issue date. We have also issued minimum price guarantees that may require payments from us to a third party based on the average share price of our common stock approximately six months following the issue date if our stock price falls below the minimum price guarantee. Changes in the fair value of these security price guarantees are reported in other (expense) income, net in our consolidated statements of operations. We have no outstanding shares subject to security price guarantees at June 30, 2015.

The following table provides a quantitative summary of the fair value of our derivative instruments as of June 30, 2015 and September 30, 2014 (dollars in thousands):

Derivatives Not Designated as Hedges:	Balance Sheet Classification	Fair Value June 30, 2015	September 30, 2014
Foreign currency contracts	Accrued expenses and other current liabilities	$(550)	$(272)
Security Price Guarantees	Accrued expenses and other current liabilities	—	(135)
Net fair value of non-hedge derivative instruments		$(550)	$(407)

The following tables summarize the activity of derivative instruments for the three and nine months ended June 30, 2015 and 2014 (dollars in thousands):

		Three Months Ended June 30,		Nine Months Ended June 30,	
Derivatives Not Designated as Hedges	Location of Gain (Loss) Recognized in Income	2015	2014	2015	2014
Foreign currency contracts	Other income (expense), net	$3,078	$2,965	$(16,019)	$9,338
Security price guarantees	Other income (expense), net	$334	$650	$(204)	$(3,572)

Other Financial Instruments

Financial instruments including cash equivalents, accounts receivable and accounts payable are carried in the consolidated financial statements at amounts that approximate their fair value based on the short maturities of those instruments. Marketable securities and derivative instruments are carried at fair value.

The estimated fair value of our long-term debt approximated $2,243.4 million (face value $2,221.4 million) and $2,179.2 million (face value $2,217.4 million) at June 30, 2015 and September 30, 2014, respectively. These fair value amounts represent the value at which our lenders could trade our debt within the financial markets and do not represent the settlement value of these long-term debt liabilities to us at each reporting date. The fair value of the long-term debt issues will continue to vary each period based on fluctuations in market interest rates, as well as changes to our credit ratings. The Senior Notes, the term loan portion of our Credit Facility, and the Convertible Debentures are traded and the fair values of each borrowing was estimated using the averages of the bid and ask trading quotes at each respective reporting date. We had no outstanding balance on the revolving credit line portion of our Credit Facility at June 30, 2015 or September 30, 2014.

6.Fair Value Measures

Fair value is defined as the price that would be received for an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. Valuation techniques must maximize the use of observable inputs and minimize the use of unobservable inputs. When determining the fair value measurements for assets and liabilities required to be recorded at fair value, we consider the principal or most advantageous market in which we would transact and consider assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of nonperformance.

The following summarizes the three levels of inputs required to measure fair value, of which the first two are considered observable and the third is considered unobservable:

- Level 1. Quoted prices for identical assets or liabilities in active markets which we can access.
- Level 2. Observable inputs other than those described as Level 1.
- Level 3. Unobservable inputs based on the best information available, including management’s estimates and assumptions.

Assets and liabilities measured at fair value on a recurring basis at June 30, 2015 and September 30, 2014 consisted of (dollars in thousands):

	June 30, 2015			
	Level 1	Level 2	Level 3	Total
Assets:				
Money market funds[(a)]	$245,742	$—	$—	$245,742
US government agency securities[(a)]	1,000	—	—	1,000
Time deposits[(b)]	—	57,378	—	57,378
Commercial paper, $3,784 at cost[(b)]	—	3,788	—	3,788
Corporate notes and bonds, $46,139 at cost[(b)]	—	46,142	—	46,142
Total assets at fair value	$246,742	$107,308	$—	$354,050
Liabilities:				
Foreign currency exchange contracts[(b)]	$—	$(550)	$—	$(550)
Contingent acquisition payments[(d)]	—	—	(20,187)	(20,187)
Total liabilities at fair value	$—	$(550)	$(20,187)	$(20,737)

NUANCE COMMUNICATIONS, INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

	September 30, 2014			
	Level 1	Level 2	Level 3	Total
Assets:				
Money market funds[a]	$407,749	$—	$—	$407,749
US government agency securities[a]	1,000	—	—	1,000
Time deposits[b]	—	46,604	—	46,604
Total assets at fair value	$408,749	$46,604	$—	$455,353
Liabilities:				
Foreign currency exchange contracts[b]	$—	$(272)	$—	$(272)
Security price guarantees[c]	—	(135)	—	(135)
Contingent acquisition payments[d]	—	—	(6,864)	(6,864)
Total liabilities at fair value	$—	$(407)	$(6,864)	$(7,271)

(a) Money market funds and U.S. government agency securities, included in cash and cash equivalents in the accompanying balance sheets, are valued at quoted market prices in active markets.

(b) The fair values of our time deposits, commercial paper, corporate notes and bonds, and foreign currency exchange contracts are based on the most recent observable inputs for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active or are directly or indirectly observable.

(c) The fair values of the security price guarantees are determined using a modified Black-Scholes model, derived from observable inputs such as U.S. treasury interest rates, our common stock price, and the volatility of our common stock. The valuation model values both the put and call components of the guarantees simultaneously, with the net value of those components representing the fair value of each instrument.

(d) The fair value of our contingent consideration arrangements are determined based on our evaluation as to the probability and amount of any earn-out that will be achieved based on expected future performance by the acquired entity.

Time deposits are generally for terms of one year or less. The commercial paper and corporate notes and bonds mature within three years and have a weighted average maturity of 1.56 years.

The changes in the fair value of contingent acquisition payment liabilities are as follows (dollars in thousands):

	Three Months Ended June 30, 2015	Nine Months Ended June 30, 2015
Balance at beginning of period	$3,931	$6,864
Earn-out liabilities established at time of acquisition	15,997	16,082
Payments upon settlement	(174)	(3,112)
Adjustments to fair value included in acquisition-related costs, net	433	353
Balance at end of period	$20,187	$20,187

Our financial liabilities valued based upon Level 3 inputs are composed of contingent consideration arrangements relating to our acquisitions. We are contractually obligated to pay contingent consideration to the selling shareholders upon the achievement of specified objectives, including the achievement of future bookings and sales targets related to the products of the acquired entities and therefore are recorded as contingent consideration liabilities at the time of the acquisitions. We update our assumptions each reporting period based on new developments and record such amounts at fair value based on the revised assumptions until the consideration is paid upon the achievement of the specified objectives or eliminated upon failure to achieve the specified objectives.

Contingent acquisition payment liabilities are scheduled to be paid in periods through fiscal year 2016. As of June 30, 2015, we could be required to pay up to $36.0 million for contingent consideration arrangements if the specified objectives are achieved. We have determined the fair value of the liabilities for the contingent consideration based on a probability-weighted discounted cash flow analysis. This fair value measurement is based on significant inputs not observable in the market and thus represents a Level 3 measurement within the fair value hierarchy. The fair value of the contingent consideration liability associated with future payments was based on several factors, the most significant of which are the estimated cash flows projected from future product sales and the risk adjusted discount rate for the fair value measurement.

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7. Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consisted of the following (dollars in thousands):

	June 30, 2015	September 30, 2014
Compensation	$107,547	$146,730
Cost of revenue related liabilities	25,331	22,340
Accrued interest payable	23,435	15,092
Professional fees	9,307	10,852
Sales and marketing incentives	7,847	10,188
Sales and other taxes payable	6,024	9,367
Acquisition costs and liabilities	5,505	9,307
Facilities related liabilities	5,514	5,720
Liability for unsettled share repurchases	4,463	—
Other	8,574	11,683
Total	$203,547	$241,279

8. Deferred Revenue

Deferred maintenance revenue consists of prepaid fees received for post-contract customer support for our products, including telephone support and the right to receive unspecified upgrades/updates on a when-and-if-available basis. Unearned revenue includes upfront fees for setup and implementation activities related to hosted offerings; certain software arrangements for which we do not have fair value of post-contract customer support, resulting in ratable revenue recognition for the entire arrangement on a straight-line basis; and fees in excess of estimated earnings on percentage-of-completion service contracts.

Deferred revenue consisted of the following (dollars in thousands):

	June 30, 2015	September 30, 2014
Current liabilities:		
Deferred maintenance revenue	$153,941	$140,737
Unearned revenue	173,795	157,488
Total current deferred revenue	$327,736	$298,225
Long-term liabilities:		
Deferred maintenance revenue	$61,505	$60,398
Unearned revenue	258,390	189,481
Total long-term deferred revenue	$319,895	$249,879

9. Restructuring and Other Charges, net

Restructuring and other charges, net include restructuring expenses together with other charges that are unusual in nature and are the result of unplanned events, and arise outside of the ordinary course of continuing operations. Restructuring expenses consist of employee severance costs and may also include charges for excess facility space and other contract termination costs. Other charges may include gains or losses on non-controlling strategic equity interests, litigation contingency reserves and gains or losses on the sale or disposition of certain non-strategic assets or product lines.

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The following table sets forth accrual activity relating to restructuring reserve for the nine months ended June 30, 2015 (dollars in thousands):

	Personnel	Facilities	Total
Balance at September 30, 2014	$3,258	$1,468	$4,726
Restructuring charges, net	8,461	920	9,381
Cash payments	(9,339)	(1,622)	(10,961)
Balance at June 30, 2015	$2,380	$766	$3,146

Restructuring and other charges, net by segment are as follows (dollars in thousands):

	Three Months Ended June 30,									
	2015					2014				
	Personnel	Facilities	Total Restructuring	Other Charges	Total	Personnel	Facilities	Total Restructuring	Other Charges	Total
Healthcare	$659	$634	$ 1,293	$—	$1,293	$1,811	$11	$ 1,822	$78	$1,900
Mobile and Consumer	3,253	30	3,283	3,322	6,605	1,115	622	1,737	—	1,737
Enterprise	674	—	674	—	674	4,014	—	4,014	—	4,014
Imaging	568	—	568	—	568	309	107	416	—	416
Corporate	1,668	—	1,668	—	1,668	555	—	555	—	555
Total	$6,822	$664	$ 7,486	$3,322	$10,808	$7,804	$740	$ 8,544	$78	$8,622

	Nine Months Ended June 30,									
	2015					2014				
	Personnel	Facilities	Total Restructuring	Other Charges	Total	Personnel	Facilities	Total Restructuring	Other Charges	Total
Healthcare	$450	$634	$ 1,084	$—	$1,084	$2,211	$11	$ 2,222	$78	$2,300
Mobile and Consumer	3,140	(142)	2,998	3,322	6,320	1,305	622	1,927	—	1,927
Enterprise	963	95	1,058	—	1,058	5,759	—	5,759	—	5,759
Imaging	2,047	333	2,380	—	2,380	440	107	547	—	547
Corporate	1,861	—	1,861	—	1,861	1,182	2,463	3,645	3,000	6,645
Total	$8,461	$920	$ 9,381	$3,322	$12,703	$10,897	$3,203	$ 14,100	$3,078	$17,178

During May 2015, our management approved a restructuring plan, as part of our initiatives to reduce costs and optimize processes, under which we reduced headcount by approximately 200 employees and closed certain excess facility space resulting in a charge of $7.5 million for the three months ended June 30, 2015. We expect that the remaining severance payments of $2.4 million will be substantially paid by the end of fiscal year 2015.

In addition, during the three months ended June 30, 2015, we have recorded certain other charges that totaled $3.3 million for the impairment of certain long-lived assets as a result of our strategic realignment of our product portfolio.

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10. Debt and Credit Facilities

At June 30, 2015 and September 30, 2014, we had the following borrowing obligations (dollars in thousands):

	June 30, 2015	September 30, 2014
5.375% Senior Notes due 2020, net of unamortized premium of $4.0 million and $4.6 million, respectively. Effective interest rate 5.28%.	$1,054,014	$1,054,601
2.75% Convertible Debentures due 2031, net of unamortized discount of $43.4 million and $88.8 million, respectively. Effective interest rate 7.43%.	390,400	601,226
1.50% Convertible Debentures due 2035, net of unamortized discount of $62.7 million at June 30, 2015. Effective interest rate 5.50%.	201,237	—
Credit Facility, net of unamortized original issue discount of $0.8 million and $1.0 million respectively.	472,924	476,399
Total long-term debt	$2,118,575	$2,132,226
Less: current portion	4,834	4,834
Non-current portion of long-term debt	$2,113,741	$2,127,392

1.50% Convertible Debentures due in 2035

In June 2015, we issued $263.9 million in aggregate principal amount of 1.50% Senior Convertible Debentures due in 2035 (the “2035 Debentures”) in exchange for $256.2 million in aggregate principal amount of our 2.75% Senior Convertible Debentures due in 2031 (the “2031 Debentures”). Total proceeds, net of debt issuance costs, were $253.5 million. The 2035 Debentures were issued at 97.09% of the principal amount, which resulted in a discount of $7.7 million. The 2035 Debentures bear interest at 1.50% per year, payable in cash semi-annually in arrears, beginning on November 1, 2015. In addition to ordinary interest and default additional interest, beginning with the semi-annual interest period commencing on November 1, 2021, contingent interest will accrue during any regular semi-annual interest period where the average trading price of our 2035 Debentures for the ten trading day period immediately preceding the first day of such semi-annual period is greater than or equal to $1,200 per $1,000 principal amount of our 2035 Debentures, in which case, contingent interest will accrue at a rate of 0.50% per annum of such average trading price. The 2035 Debentures mature on November 1, 2035, subject to the right of the holders to require us to redeem the 2035 Debentures on November 1, 2021, 2026, or 2031. The 2035 Debentures are general senior unsecured obligations and rank equally in right of payment with all of our existing and future unsecured, unsubordinated indebtedness and senior in right of payment to any indebtedness that is contractually subordinated to the 2035 Debentures. The 2035 Debentures will be effectively subordinated to indebtedness and other liabilities of our subsidiaries.

We account separately for the liability and equity components of the 2035 Debentures in accordance with authoritative guidance for convertible debt instruments that may be settled in cash upon conversion. The guidance requires the carrying amount of the liability component to be estimated by measuring the fair value of a similar liability that does not have an associated conversion feature and record the remainder in stockholders’ equity. At issuance, we allocated $208.6 million to long-term debt, and $55.3 million has been recorded as additional paid-in capital. The aggregate debt discount of $63.0 million is being amortized to interest expense using the effective interest rate method through November 2021. As of June 30, 2015, the ending unamortized deferred debt issuance costs were $2.2 million.

If converted, the principal amount of the 2035 Debentures is payable in cash and any amounts payable in excess of the principal amount, will (based on an initial conversion rate, which represents an initial conversion price of approximately $23.26 per share, subject to adjustment) be paid in cash or shares of our common stock, at our election, only in the following circumstances and to the following extent: (i) prior to May 1, 2035, on any date during any fiscal quarter beginning after September 30, 2015 (and only during such fiscal quarter) if the closing sale price of our common stock was more than 130% of the then current conversion price for at least 20 trading days in the period of the 30 consecutive trading days ending on the last trading day of the previous fiscal quarter; (ii) during the five consecutive business-day period following any five consecutive trading-day period in which the trading price for $1,000 principal amount of the 2035 Debentures for each day during such five trading-day period was less than 98% of the closing sale price of our common stock multiplied by the then current conversion rate; (iii) upon the occurrence of specified corporate transactions, as described in the indenture for the 2035 Debentures; or (iv) at the option of the holder at any time on or after May 1, 2035. Additionally, we may redeem the 2035 Debentures, in whole or in part, on or after November 5, 2021 for cash at a price equal to 100% of the principal amount of the 2035 Debentures to be purchased plus any accrued and unpaid interest, including any additional interest to, but excluding, the repurchase date. Each holder shall have the right, at such holder’s option, to require us to repurchase all or any portion of the 2035 Debentures held by such holder on November 1, 2021, November 1, 2026, or November 1, 2031 at par plus accrued and unpaid interest. Upon repurchase, we will pay the principal amount in cash and any amounts payable in excess of the principal amount will be paid in cash or shares of our common stock, at our election,

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with the exception that we may not elect to pay cash in lieu of more than 80% of the number of our common shares we would be obligated to deliver. If we undergo a fundamental change (as described in the indenture for the 2035 Debentures) prior to maturity, holders will have the option to require us to repurchase all or any portion of their debentures for cash at a price equal to 100% of the principal amount of the 2035 Debentures to be purchased plus any accrued and unpaid interest, including any additional interest to, but excluding, the repurchase date. As of June 30, 2015, none of the conversion criteria were met for the 2035 Debentures. If the conversion criteria were met, we could be required to repay all or some of the aggregate principal amount in cash prior to the maturity date.

2.75% Convertible Debentures due in 2031

In June 2015, we entered into separate privately negotiated agreements with certain holders of our 2031 Debentures to exchange, in a private placement, $256.2 million in aggregate principal amount of our 2031 Debentures for approximately $263.9 million in aggregate principal amount of our new 2035 Debentures. In accordance with the authoritative guidance for convertible debt instruments, a loss on extinguishment is equal to the difference between the reacquisition price and the net carrying amount of the extinguished debt for our 2031 Debentures, including any unamortized debt discount or issuance costs, and $17.7 million was recorded in other (expense) income, net. Following the closings of the exchange, $433.8 million in aggregate principal amount of our 2031 Debentures remain outstanding. As of June 30, 2015 and September 30, 2014 the ending unamortized deferred debt issuance costs were $2.6 million and $5.5 million, respectively. As of June 30, 2015 and September 30, 2014, none of the conversion criteria were met for the 2031 Debentures. If the conversion criteria were met, we could be required to repay all or some of the aggregate principal amount in cash prior to the maturity date.

Credit Facility

The Credit Facility includes a term loan and a $75.0 million revolving credit line, including letters of credit. The term loans mature on August 7, 2019 and the revolving credit line matures on August 7, 2018. As of June 30, 2015, there were $5.7 million of letters of credit issued, and there were no other outstanding borrowings under the revolving credit line.

Under the terms of the amended and restated credit agreement, interest is payable monthly at a rate equal to the applicable margin plus, at our option, either (a) the base rate which is the corporate base rate of Morgan Stanley, the Administrative Agent, or (b) LIBOR (equal to (i) the British Bankers' Association Interest Settlement Rates for deposits in U.S. dollars divided by (ii) one minus the statutory reserves applicable to such borrowing). The applicable margin for the borrowings at June 30, 2015 is as follows:

Description	Base Rate Margin		LIBOR Margin	
Term loans maturing August 2019	1.75%		2.75%	
Revolving facility due August 2018	0.50% - 0.75%	(a)	1.50% - 1.75%	(a)

(a) The margin is determined based on our net leverage ratio at the date the interest rates are reset on the revolving credit line.

At June 30, 2015, the applicable margin for the term loans was 2.75%, with an effective rate of 2.94%, on the outstanding balance of $473.8 million maturing in August 2019. We are required to pay a commitment fee for unutilized commitments under the revolving credit facility at a rate ranging from 0.250% to 0.375% per annum, based upon our net leverage ratio. As of June 30, 2015, the commitment fee rate was 0.375%.

The Credit Facility contains covenants including, among other things, covenants that restrict our ability and those of our subsidiaries to incur certain additional indebtedness or issue guarantees, create or permit liens on assets, enter into sale-leaseback transactions, make loans or investments, sell assets, make certain acquisitions, pay dividends, repurchase stock, or merge or consolidate with any entity, and enter into certain transactions with affiliates. The agreement also contains events of default, including failure to make payments of principal or interest, failure to observe covenants, breaches of representations and warranties, defaults under certain other material indebtedness, failure to satisfy material judgments, a change of control and certain insolvency events. As of June 30, 2015, we were

in compliance with the covenants under the Credit Facility. The covenants on our other long-term debt are less restrictive, and as of June 30, 2015, we were in compliance with the requirements of our other long-term debt.
Our obligations under the Credit Facility are unconditionally guaranteed by, subject to certain exceptions, each of our existing and future direct and indirect wholly-owned domestic subsidiaries. The Credit Facility and the guarantees thereof are secured by first priority liens and security interests in the following: 100% of the capital stock of substantially all of our domestic subsidiaries and 65% of the outstanding voting equity interests and 100% of the non-voting equity interests of first-tier foreign subsidiaries, all our material tangible and intangible assets and those of the guarantors, and any present and future intercompany debt. The Credit Facility also contains provisions for mandatory prepayments of outstanding term loans upon receipt of the

following, and subject to certain exceptions: 100% of net cash proceeds from asset sales, 100% of net cash proceeds from issuance or incurrence of debt, and 100% of extraordinary receipts. We may voluntarily prepay borrowings under the Credit Facility without premium or penalty other than breakage costs, as defined with respect to LIBOR-based loans.

The Credit Facility includes a provision for an annual excess cash flow sweep, as defined in the agreement, payable in the first quarter of each fiscal year, based on the excess cash flow generated in the previous fiscal year. No excess cash flow sweep was required in the first quarter of fiscal year 2015 as no excess cash flow, as defined in the agreement, was generated in fiscal year 2014. At the current time, we are unable to predict the amount of the outstanding principal, if any, that we may be required to repay in future fiscal years pursuant to the excess cash flow sweep provisions.

11. Stockholders' Equity

Share Repurchases

On April 29, 2013, our Board of Directors approved a share repurchase program for up to $500.0 million of our outstanding shares of common stock. On April 29, 2015, our Board of Directors approved an additional $500.0 million under our share repurchase program. We repurchased 16.5 million shares for $242.7 million during the nine months ended June 30, 2015. Since the commencement of the program, we have repurchased 27.9 million shares for $453.5 million. Approximately $546.5 million remained available for share repurchases as of June 30, 2015 pursuant to our share repurchase program. Under the terms of the share repurchase program, we expect to continue to repurchase shares from time to time through a variety of methods, which may include open market purchases, privately negotiated transactions, block trades, accelerated stock repurchase transactions, or any combination of such methods. The timing and the amount of any purchases will be determined by management based on an evaluation of market conditions, capital allocation alternatives, and other factors. The share repurchase program does not require us to acquire any specific number of shares and may be modified, suspended, extended or terminated by us at any time without prior notice.

12. Net Loss Per Share

Common equivalent shares are excluded from the computation of diluted net loss per share if their effect is anti-dilutive. Potentially dilutive common equivalent shares aggregating to 10.0 million and 12.1 million shares for the three months ended June 30, 2015 and 2014, respectively, and 10.4 million and 12.1 million shares for the nine months ended June 30, 2015 and 2014, respectively, have been excluded from the computation of diluted net loss per share because their inclusion would be anti-dilutive.

13. Stock-Based Compensation

We recognize stock-based compensation expense over the requisite service period. Our share-based awards are accounted for as equity instruments. The amounts included in the consolidated statements of operations relating to stock-based compensation are as follows (dollars in thousands):

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2015	2014	2015	2014
Cost of product and licensing	$148	$238	$331	$1,200
Cost of professional services and hosting	7,833	10,528	20,185	24,346
Cost of maintenance and support	1,002	1,290	2,576	2,480
Research and development	9,210	12,960	26,387	33,703
Selling and marketing	11,760	13,656	32,176	39,110
General and administrative	11,748	16,710	38,317	46,702
Total	$41,701	$55,382	$119,972	$147,541

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Stock Options

The table below summarizes activity relating to stock options for the nine months ended June 30, 2015:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value[a]	
Outstanding at September 30, 2014	3,723,342	$13.46			
Exercised	(327,844)	$10.33			
Forfeited	(892)	$20.04			
Expired	(30,976)	$19.30			
Outstanding at June 30, 2015	3,363,630	$13.71	1.5 years	$12.9	million
Exercisable at June 30, 2015	3,362,385	$13.71	1.5 years	$12.9	million
Exercisable at June 30, 2014	3,749,438	$13.45	2.5 years	$20.0	million

(a) The aggregate intrinsic value in this table was calculated based on the positive difference, if any, between the closing market value of our common stock on June 30, 2015 ($17.51) and the exercise price of the underlying options.

The weighted-average intrinsic value of stock options exercised during the nine months ended June 30, 2015 and 2014 was $2.1 million and $3.1 million, respectively.

Restricted Units

Restricted units are not included in issued and outstanding common stock until the shares are vested and released. The purchase price for vested restricted units is $0.001 per share. The table below summarizes activity relating to restricted units for the nine months ended June 30, 2015:

	Number of Shares Underlying Restricted Units — Contingent Awards	Number of Shares Underlying Restricted Units — Time-Based Awards
Outstanding at September 30, 2014	5,726,385	8,349,107
Granted	1,771,610	7,375,369
Earned/released	(1,891,051)	(6,493,760)
Forfeited	(646,222)	(552,253)
Outstanding at June 30, 2015	4,960,722	8,678,463
Weighted average remaining recognition period of outstanding restricted units	1.4 years	1.7 years
Unearned stock-based compensation expense of outstanding restricted units	$65.2 million	$94.5 million
Aggregate intrinsic value of outstanding restricted units[a]	$86.9 million	$152.0 million

(a) The aggregate intrinsic value in this table was calculated based on the positive difference between the closing market value of our common stock on June 30, 2015 ($17.51) and the purchase price of the underlying Restricted Units.

A summary of weighted-average grant-date fair value for awards granted and intrinsic value of all restricted units vested during the periods noted is as follows:

	Nine Months Ended June 30,	
	2015	2014

Weighted-average grant-date fair value per share	$15.36	$15.39
Total intrinsic value of shares vested (in millions)	$125.1	$82.7

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Restricted Stock Awards

Restricted stock awards are included in the issued and outstanding common stock at the date of grant. The table below summarizes activity related to restricted stock awards for the nine months ended June 30, 2015:

	Number of Shares Underlying Restricted Stock	Weighted Average Grant Date Fair Value
Outstanding at September 30, 2014	750,000	$21.28
Vested	(250,000)	$25.80
Outstanding at June 30, 2015	500,000	$19.01
Weighted average remaining recognition period of outstanding restricted stock awards	0.3 years	
Unearned stock-based compensation expense of outstanding restricted stock awards	$2.2 million	
Aggregate intrinsic value of outstanding restricted stock awards	$8.8 million	

A summary of weighted-average grant-date fair value for awards granted and intrinsic value of all restricted stock awards vested during the periods noted is as follows:

	Nine Months Ended June 30,	
	2015	2014
Weighted-average grant-date fair value per share	$—	$15.71
Total intrinsic value of shares vested (in millions)	$3.9	$3.9

14. Income Taxes

The components of loss before income taxes are as follows (dollars in thousands):

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2015	2014	2015	2014
Domestic	$(65,222)	$(51,233)	$(166,157)	$(172,860)
Foreign	32,365	3,945	85,580	40,304
Loss before income taxes	$(32,857)	$(47,288)	$(80,577)	$(132,556)

The components of provision from income taxes are as follows (dollars in thousands):

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2015	2014	2015	2014
Domestic	$1,728	$4,710	$11,414	$8,505
Foreign	4,805	2,249	11,992	7,826
Provision for income taxes	$6,533	$6,959	$23,406	$16,331
Effective tax rate	(19.9)%	(14.7)%	(29.0)%	(12.3)%

The effective income tax rate was (19.9)% and (29.0)% for the three and nine months ended June 30, 2015, respectively. Our current effective tax rate differs from the U.S. federal statutory rate of 35% primarily due to current period losses in the U.S. that require an additional valuation allowance that provide no benefit to the provision and our earnings in foreign operations that are subject to a significantly lower tax rate than the U.S. statutory tax rate, driven primarily by our subsidiaries in Ireland. In addition, the three and nine months ended June 30, 2015 also include $3.5 million and $10.6 million, respectively, of deferred tax expense related to tax deductible goodwill in the U.S., offset by the release of $2.1 million in reserves for the settlement of a state tax audit during the three months ended June 30, 2015.

Our effective income tax rate is based upon the income for the year, the composition of income in different countries, changes relating to valuation allowances for certain countries if and as necessary, and adjustments, if any, for potential tax consequences resulting from audits or other tax contingencies. Our aggregate income tax rate in foreign jurisdictions is lower than our income tax rate in the United States. Our effective tax rate may be adversely affected by earnings being lower than anticipated in countries where we have lower statutory tax rates and higher than anticipated in countries where we have higher statutory tax rates.

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At June 30, 2015 and September 30, 2014, we had gross tax effected unrecognized tax benefits of $21.9 million and $21.2 million, respectively, and is included in other long term liabilities. If these benefits were recognized, they would favorably impact the effective tax rate. We do not expect a significant change in the amount of unrecognized tax benefits within the next 12 months.

15. Commitments and Contingencies

Litigation and Other Claims

Similar to many companies in the software industry, we are involved in a variety of claims, demands, suits, investigations and proceedings that arise from time to time relating to matters incidental to the ordinary course of our business, including actions with respect to contracts, intellectual property, employment, benefits and securities matters. We have estimated the amount of probable losses that may result from all currently pending matters, and such amounts are reflected in our consolidated financial statements. These recorded amounts are not material to our consolidated financial position or results of operations and no additional material losses related to these pending matters are reasonably possible. While it is not possible to predict the outcome of these matters with certainty, we do not expect the results of any of these actions to have a material adverse effect on our results of operations or financial position. However, each of these matters is subject to uncertainties, the actual losses may prove to be larger or smaller than the accruals reflected in our consolidated financial statements, and we could incur judgments or enter into settlements of claims that could adversely affect our financial position, results of operations or cash flows.

Guarantees and Other

We include indemnification provisions in the contracts we enter into with customers and business partners. Generally, these provisions require us to defend claims arising out of our products' infringement of third-party intellectual property rights, breach of contractual obligations and/or unlawful or otherwise culpable conduct. The indemnity obligations generally cover damages, costs and attorneys' fees arising out of such claims. In most, but not all cases, our total liability under such provisions is limited to either the value of the contract or a specified, agreed upon amount. In some cases our total liability under such provisions is unlimited. In many, but not all cases, the term of the indemnity provision is perpetual. While the maximum potential amount of future payments we could be required to make under all the indemnification provisions is unlimited, we believe the estimated fair value of these provisions is minimal due to the low frequency with which these provisions have been triggered.

We indemnify our directors and officers to the fullest extent permitted by Delaware law, which provides among other things, indemnification to directors and officers for expenses, judgments, fines, penalties and settlement amounts incurred by such persons in their capacity as a director or officer of the company, regardless of whether the individual is serving in any such capacity at the time the liability or expense is incurred. Additionally, in connection with certain acquisitions we have agreed to indemnify the former officers and members of the boards of directors of those companies, on similar terms as described above, for a period of six years from the acquisition date. In certain cases we purchase director and officer insurance policies related to these obligations, which fully cover the six year period. To the extent that we do not purchase a director and officer insurance policy for the full period of any contractual indemnification, and such directors and officers do not have coverage under separate insurance policies, we would be required to pay for costs incurred, if any, as described above.

16. Segment and Geographic Information

We operate in, and report financial information for, the following four reportable segments: Healthcare, Mobile and Consumer, Enterprise, and Imaging. Segment profit is an important measure used for evaluating performance and for decision-making purposes and reflects the direct controllable costs of each segment together with an allocation of sales and corporate marketing expenses, and certain research and development project costs that benefit multiple product offerings. Segment profit represents income from operations excluding stock-based compensation, amortization of intangible assets, acquisition-related costs, net, restructuring and other charges, net, costs associated with intellectual property collaboration agreements, other income (expense), net and certain unallocated corporate expenses.

In October 2014, we realigned certain of our product offerings which were previously reported in the Mobile and Consumer segment into the Enterprise segment. Accordingly, the segment results in prior periods have been reclassified to conform to the current period segment reporting presentation.

We do not track our assets by operating segment; consequently, it is not practical to show assets or depreciation by segment. The following table presents segment results along with a reconciliation of segment profit to loss before income taxes (dollars in thousands):

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2015	2014	2015	2014
Segment revenues[(a)]:				
Healthcare	$236,855	$240,099	$696,439	$704,382
Mobile and Consumer	108,577	106,978	332,614	326,690
Enterprise	86,966	87,286	260,911	269,020
Imaging	56,258	52,451	175,785	166,740
Total segment revenues	488,656	486,814	1,465,749	1,466,832
Acquisition-related revenues	(10,717)	(11,310)	(38,732)	(45,695)
Total consolidated revenues	477,939	475,504	1,427,017	1,421,137
Segment profit:				
Healthcare	81,846	84,916	239,966	254,853
Mobile and Consumer	26,959	19,677	72,468	48,507
Enterprise	24,895	18,346	68,909	59,019
Imaging	21,762	16,887	63,770	60,271
Total segment profit	155,462	139,826	445,113	422,650
Corporate expenses and other, net	(31,226)	(25,292)	(102,344)	(86,624)
Acquisition-related revenues and cost of revenues adjustment	(10,198)	(10,450)	(36,576)	(42,319)
Stock-based compensation	(41,701)	(55,382)	(119,972)	(147,541)
Amortization of intangible assets	(42,147)	(42,293)	(125,064)	(126,872)
Acquisition-related costs, net	(2,423)	(9,110)	(13,702)	(18,710)
Restructuring and other charges, net	(10,808)	(8,622)	(12,703)	(17,178)
Costs associated with IP collaboration agreements	(2,625)	(4,937)	(8,501)	(14,811)
Other expense, net	(47,191)	(31,028)	(106,828)	(101,151)
Loss before income taxes	$(32,857)	$(47,288)	$(80,577)	$(132,556)

(a) Segment revenues differ from reported revenues due to certain revenue adjustments related to acquisitions that will not be fully recognized in accordance with authoritative guidance for the purchase accounting of business combinations. Segment revenues also include revenue that the business would have otherwise recognized had we not acquired intellectual property and other assets from the same customer. These revenues are included to allow for more complete comparisons to the financial results of historical operations and in evaluating management performance.

There were no countries outside of the United States that provided greater than 10% of our total revenues. Revenues, classified by the major geographic areas in which our customers are located, were as follows (dollars in thousands):

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2015	2014	2015	2014
United States	$352,033	$350,363	$1,052,155	$1,040,135
International	125,906	125,141	374,862	381,002
Total revenues	$477,939	$475,504	$1,427,017	$1,421,137

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following Management's Discussion and Analysis is intended to help the reader understand the results of operations and financial condition of our business. Management's Discussion and Analysis is provided as a supplement to, and should be read in conjunction with, our consolidated financial statements and the accompanying notes to the condensed consolidated financial statements.

CAUTIONARY NOTE CONCERNING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q including the sections entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Quantitative and Qualitative Disclosure About Market Risk" under Items 2 and 3, respectively, of Part I of this report, and the sections entitled "Legal Proceedings" and "Risk Factors," under Items 1 and 1A, respectively, of Part II of this report, contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks, uncertainties and assumptions that, if they never materialize or if they prove incorrect, could cause our consolidated results to differ materially from those expressed or implied by such forward-looking statements. These forward-looking statements include predictions regarding:

- our future bookings, revenues, cost of revenues, research and development expenses, selling, general and administrative expenses, amortization of intangible assets and gross margin;
- our strategy relating to our segments;
- our transformation program to reduce costs and optimize processes;
- market trends;
- technological advancements;
- the potential of future product releases;
- our product development plans and the timing, amount and impact of investments in research and development;
- future acquisitions, and anticipated benefits from acquisitions;
- international operations and localized versions of our products; and
- the conduct, timing and outcome of legal proceedings and litigation matters.

You can identify these and other forward-looking statements by the use of words such as "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "intends," "potential," "continue" or the negative of such terms, or o comparable terminology. Forward-looking statements also include the assumptions underlying or relating to any of the foregoing statements. Our actual results could differ materially from those anticipated in these forward-looking statements for many reasons, including the risks described in Item 1A — "Risk Factors" and elsewhere in this Quarterly Report on Form 10-Q.

You should not place undue reliance on these forward-looking statements, which speak only as of the date of this Quarterly Report on Form 10-Q. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. We undertake no obligation to publicly release any revisions to the forward-looking statements or reflect events or circumstances after the date of this document.

OVERVIEW

Business Overview

We are a leading provider of voice and language solutions for businesses and consumers around the world. Our solutions are used in the healthcare, mobile, consumer, enterprise customer service, and imaging markets. We are seeing several trends in our markets, including (i) the growing adoption of cloud-based, connected services and highly interactive mobile applications, (ii) deeper integration of virtual assistant capabilities and services, and (iii) the continued expansion of our core technology portfolio from speech recognition to natural language understanding, semantic processing, domain-specific reasoning and dialog management capabilities.

- Healthcare. Trends in our healthcare business include continuing customer preference for hosted solutions and other time-based licenses and increasing interest in the use of mobile devices to access healthcare systems and records. We continue to see strong demand for transactions which involve the sale and delivery of both software and non-software related services or products, as well as transactions which involve the sale of multiple solutions, such as both hosted transcription services and Dragon Medical licenses. Although the volume processed in our hosted transcription services has steadily increased due to the expanding customer base, we have experienced some erosion in lines processed when customers adopt electronic medical record ("EMR") systems and when in some cases customers use our licensed Dragon Medical product to support input into the EMR. We believe an important trend in the healthcare market is the desire to improve efficiency in the coding and revenue cycle management process. Our solutions reduce costs by increasing

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automation of this important workflow, and also enable hospitals to improve documentation used to support billings. In addition to improved efficiency, there is an impending change in the industry coding standard from ICD-9 to ICD-10, which will significantly increase the number of possible codes, and therefore, increase the complexity of this process, which in turn reinforces our customers' desire for improved efficiency. We are investing to expand our product set to address the various healthcare opportunities, including deeper integration with our clinical documentation solutions, as well as expand our international capabilities, and reduce our time from contract signing to initiation of billable services.

- Mobile and Consumer. Trends in our mobile and consumer segment include device manufacturers requiring custom applications to deliver unique and differentiated products such as virtual assistants, broadening keyboard technologies to take advantage of touch screens, increasing hands-free capabilities on cell phones and in automobiles, the adoption of our technology for use on and with a broadening scope of devices, such as televisions, set-top boxes, e-book readers, tablet and laptop computers, cameras and third-party applications. The more powerful capabilities of mobile devices require us to supply a broader set of technologies to support the increasing scope and complexity of the solutions. These technologies include cloud-based speech recognition, natural language understanding, dialog management, text-to-speech and enhanced text input. Within given levels of our technology set, we have seen pricing pressures from our OEM partners in our mobile handset business. We continue to see an increasing proportion of revenue from on-demand and transactional arrangements as opposed to traditional upfront licensing of our mobile products and solutions. Although this has a negative impact on near-term revenue, we believe this model will build stronger and more predictable revenues over time. We are investing to increase our capabilities and capacity to help device manufacturers build custom applications, to increase the capacity of our data centers, to increase the number, kinds and capacity of network services, to enable developers to access our technology, and to expand both awareness and channels for our direct-to-consumer products.
- Enterprise. Trends in our enterprise business include increasing interest in the use of mobile applications and web sites to access customer care systems and records, voice-based authentication of users, increasing interest in coordinating actions and data across customer care channels, and the ability of a broader set of hardware providers and systems integrators to serve the market. In fiscal year 2014, revenues and bookings from on-demand solutions increased significantly, as a growing proportion of customers chose our cloud-based solutions for call center, Web and mobile customer care solutions. We expect these trends to continue in fiscal year 2015. We are investing to expand our product set to address these opportunities, to increase efficiency of our hosted applications, expand our capabilities and capacity to help customers build custom applications, and broaden our relationships with new hardware providers and systems integrator partners serving the market.
- Imaging. The imaging market is evolving to include more networked solutions, mobile access to networked solutions, multi-function devices, and away from packaged software. We expect to expand our traditional packaged software sales with subscription versions. We are investing to improve mobile access to our networked products, expand our distribution channels and embedding relationships, and expand our language coverage.

Confronted by dramatic increases in electronic information, consumers, business personnel and healthcare professionals must use a variety of resources to retrieve information, transcribe patient records, conduct transactions and perform other job-related functions. We believe that the power of our solutions can transform the way people use the Internet, telecommunications systems, EMRs, wireless and mobile networks and related corporate infrastructure to conduct business.

The areas in which we are focusing investments include connected services in automobiles and consumer electronics, Healthcare clinical documentation and clinical information management, automated multi-channel customer care, and MFP Print and Scan management. We continue to expect some volume erosion in our healthcare on-demand base, as users migrate toward use of electronic medical records, often in combination with our Dragon Medical solution. Our growth opportunity in mobile handsets is limited by the consolidation of this market to a limited number of customers. In addition, our Dragon NaturallySpeaking business has been challenged by market conditions, and our Enterprise on-premise business has been challenged by customers’ growing preference for on-demand implementations. Although on-demand revenue has trended upward over the last several quarters, on-demand revenue has been negatively affected by the volume erosion in our Healthcare transcription on-demand base and some migration of our

Healthcare transcription on-demand and mobile operator services businesses from semi-automated services to lower-priced, fully automated solutions. In contrast, on-demand revenue from Mobile connected services and Enterprise customer care solutions has grown. These trends are also reflected in the recent declines in our Estimated 3-Year Value of Total On-Demand contracts, with reduced Healthcare on-demand and mobile operator services expectations offsetting strong net new bookings in Mobile connected services and Enterprise on-demand contracts.

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Strategy

During fiscal year 2015, we continue to focus on growth by providing market-leading, value-added solutions for our customers and partners through a broad set of technologies, service offerings and channel capabilities. We have increased our focus on operating efficiencies, expense and hiring discipline and acquisition synergies to improve gross margins and operating margins. As part of this effort, during the third quarter of fiscal year 2015, we began a transformation program. In addition, we have started to reallocate investments to our highest growth opportunities from more mature businesses. We intend to continue to pursue growth through the following key elements of our strategy:

- Extend Technology Leadership. Our solutions are recognized as among the best in their respective categories. We intend to leverage our global research and development organization and our broad portfolio of technologies, applications and intellectual property to foster technological innovation and to maintain customer preference for our solutions. We also intend to continue to invest in our engineering resources and to seek new technological advancements that further expand the addressable markets for our solutions.
- Broaden Expertise in Vertical Markets. Businesses are increasingly turning to us for comprehensive solutions rather than for a single technology product. We intend to broaden our expertise and capabilities to continue to deliver targeted solutions for a range of industries including mobile device manufacturers, healthcare, telecommunications, financial services and government administration. We also intend to expand professional services capabilities to help our customers and partners design, integrate and deploy innovative solutions.
- Increase Subscription and Transaction Based Recurring Revenue. We intend to increase our subscription and transaction based offerings in all of our segments. This will enable us to deliver applications that our customers use, and pay for, on a repeat basis, providing us with the opportunity to enjoy the benefits of recurring revenue streams.
- Expand Global Presence. We intend to further expand our international resources to better serve our global customers and partners and to leverage opportunities in established markets such as Europe, and also emerging markets within Asia and Latin America. We continue to add regional sales employees across geographic regions to better address demand for voice and language based solutions and services.
- Pursue Strategic Acquisitions and Partnerships. We have selectively pursued strategic acquisitions to expand our technology, solutions and resources and to complement our organic growth. We use these acquisitions to deliver enhanced value to our customers, partners, employees and shareholders. We intend to continue to pursue acquisitions that enhance our solutions, serve specific vertical markets and strengthen our technology portfolio. We have, however, recently slowed the pace and reduced the size of acquisitions to focus our resources more on driving organic growth. We also have formed key partnerships with other important companies in our markets of interest and intend to continue to do so in the future where it will enhance the value of our business.

Key Metrics

In evaluating the financial condition and operating performance of our business, management focuses on revenues, net income, gross margins, operating margins and cash flow from operations. A summary of these key financial metrics is as follows:

For the nine months ended June 30, 2015, as compared to the nine months ended June 30, 2014:

- Total revenues increased by $5.9 million to $1,427.0 million;
- Net loss decreased by $44.9 million to a loss of $104.0 million;
- Gross margins increased by 1.3 percentage points to 56.7%;
- Operating margins increased by 4.0 percentage points to 1.8%; and
- Cash provided by operating activities increased $73.8 million to $336.0 million.

As of June 30, 2015, as compared to June 30, 2014:

- Total deferred revenue increased 23.7% from $523.4 million to $647.6 million driven by Mobile connected services, maintenance and support contracts and Enterprise on-demand services.

In addition to the above key financial metrics, we also focus on certain operating metrics. A summary of these key operating metrics for the period ended June 30, 2015, as compared to the period ended June 30, 2014, is as follows:

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- Annualized line run-rate in our on-demand healthcare solutions decreased 1% from one year ago to approximately 5.5 billion lines per year. The annualized line run-rate is determined using billed equivalent line counts in a given quarter, multiplied by four;
- Net new bookings increased 46.6% from one year ago to $484.4 million. Our net new bookings depend on the timing of large multi-year contracts, resulting in quarter-to-quarter variability. Net new bookings performance was impacted by a large booking in our connected car business last year. In addition, current year net new bookings was impacted by fluctuation in currency exchange rates.

Bookings represent the estimated gross revenue value of transactions at the time of contract execution, except for maintenance and support offerings. For fixed price contracts, the bookings value represents the gross total contract value. For contracts where revenue is based on transaction volume, the bookings value represents the contract price multiplied by the estimated future transaction volume during the contract term, whether or not such transaction volumes are guaranteed under a minimum commitment clause. Actual results could be different than our initial estimate. The maintenance and support bookings value represents the amounts billed in the period the customer is invoiced. Because of the inherent estimates required to determine bookings and the fact that the actual resultant revenue may differ from our initial bookings estimates, we consider bookings one indicator of potential future revenue and not as an arithmetic measure of backlog.

Net new bookings represents the estimated revenue value at the time of contract execution from new contractual arrangements or the estimated revenue value incremental to the portion of value that will be renewed under pre-existing arrangements;

- Estimated three-year value of on-demand contracts increased 2.4% from one year ago to approximately $2.3 billion. We determine this value as of the end of the period reported, by using our best estimate of three years of anticipated future revenue streams under signed on-demand contracts then in place, whether or not they are guaranteed through a minimum commitment clause. Our best estimate is based on estimates used in evaluating the contracts and determining sales compensation, adjusted for changes in estimated launch dates, actual volumes achieved and other factors deemed relevant. For contracts with an expiration date beyond three years, we include only the value expected within three years. For other contracts, we assume renewal consistent with historic renewal rates unless there is a known cancellation. Contracts are generally priced by volume of usage and typically have no or low minimum commitments. Actual revenue could vary from our estimates due to factors such as cancellations, non-renewals or volume fluctuations; and
- Total recurring revenue represented 65.9% and 64.3% of total revenue for nine months ended June 30, 2015 and June 30, 2014, respectively. Total recurring revenue represents the sum of recurring product and licensing, on-demand, and maintenance and support revenues as well as the portion of professional services revenue that is delivered under ongoing subscription contracts.

RESULTS OF OPERATIONS

Total Revenues

The following tables show total revenues by product type and by geographic location, based on the location of our customers, in dollars and percentage change (dollars in millions):

	Three Months Ended June 30, 2015	Three Months Ended June 30, 2014	Dollar Change	Percent Change	Nine Months Ended June 30, 2015	Nine Months Ended June 30, 2014	Dollar Change	Percent Change
Product and licensing	$162.8	$168.2	$(5.4)	(3.2)%	$506.9	$521.5	$(14.6)	(2.8)%
Professional services and hosting	234.3	231.7	2.6	1.1%	684.9	677.3	7.6	1.1%
Maintenance and support	80.9	75.6	5.3	7.0%	235.1	222.3	12.8	5.8%
Total Revenues	$477.9	$475.5	$2.4	0.5%	$1,427.0	$1,421.1	$5.9	0.4%
United States	$352.0	$350.4	$1.6	0.5%	$1,052.2	$1,040.1	$12.1	1.2%
International	125.9	125.1	0.8	0.6%	374.9	381.0	(6.1)	(1.6)%
Total Revenues	$477.9	$475.5	$2.4	0.5%	$1,427.0	$1,421.1	$5.9	0.4%

The geographic split for the three months ended June 30, 2015 and 2014 was 74% of total revenues in the United States and 26% internationally. International revenue was negatively impacted by weakening foreign currencies offset by an increase in revenue driven by a recent acquisition.

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The geographic split for the nine months ended June 30, 2015 was 74% of total revenues in the United States and 26% internationally, compared to 73% of total revenues in the United States and 27% internationally for the same period last year. International revenue was negatively impacted by weakening foreign currencies.

Product and Licensing Revenue

Product and licensing revenue primarily consists of sales and licenses of our technology. The following table shows product and licensing revenue, in dollars and as a percentage of total revenues (dollars in millions):

	Three Months Ended June 30, 2015	Three Months Ended June 30, 2014	Dollar Change	Percent Change	Nine Months Ended June 30, 2015	Nine Months Ended June 30, 2014	Dollar Change	Percent Change
Product and licensing revenue	$162.8	$168.2	$(5.4)	(3.2)%	$506.9	$521.5	$(14.6)	(2.8)%
As a percentage of total revenue	34.1%	35.4%			35.5%	36.7%		

Product and licensing revenue for the three months ended June 30, 2015, as compared to the three months ended June 30, 2014, was primarily driven by a $5.4 million decrease in the Mobile and Consumer segment and a $3.5 million decrease in the Healthcare segment. This was offset by a $3.8 million increase in the Enterprise segment. The decrease in Mobile and Consumer revenue was driven primarily by lower embedded license sales. The decrease in Healthcare revenue was driven primarily by lower license sales of our clinical documentation solutions as we continue to see a migration to hosted solutions. The increase in Enterprise revenue was driven primarily by strong on-premise sales.

The decrease in product and licensing revenue for the nine months ended June 30, 2015, as compared to the nine months ended June 30, 2014, was primarily driven by a $14.6 million decrease in the Healthcare segment and a $2.2 million decrease in Mobile and Consumer segment. This decrease was offset by a $3.2 million increase in Enterprise segment. Within our Healthcare segment, license sales of our clinical documentation solutions decreased $16.8 million, offset by a $2.2 million increase in our Clintegrity sales. Within our Mobile and Consumer segment, automotive license sales increased $21.7 million, partially offset by an $11.3 million decrease in mobile handset license sales as the handset market continues to consolidate, as well as a $9.9 million decrease in Dragon desktop consumer products sales. The increase in Enterprise revenue was driven primarily by strong on-premise license sales during the three months ended June 30, 2015.

Professional Services and Hosting Revenue

Professional services revenue primarily consists of consulting, implementation and training services for customers. Hosting revenue primarily relates to delivering on-demand hosted services, such as medical transcription, automated customer care applications, voice message transcription, and mobile infotainment, search and transcription, over a specified term. The following table shows professional services and hosting revenue, in dollars and as a percentage of total revenues (dollars in millions):

	Three Months Ended June 30, 2015	Three Months Ended June 30, 2014	Dollar Change	Percent Change	Nine Months Ended June 30, 2015	Nine Months Ended June 30, 2014	Dollar Change	Percent Change
Professional services and hosting revenue	$234.3	$231.7	$2.6	1.1%	$684.9	$677.3	$7.6	1.1%
As a percentage of total revenue	49.0%	48.7%			48.0%	47.7%		

The increase in professional services and hosting revenue for the three months ended June 30, 2015, as compared to the three months ended June 30, 2014, was primarily driven by a $7.7 million increase in hosting revenue, partially offset by a $5.1 million decrease in professional services revenue. In our hosting business, on-demand revenue in our Mobile and Consumer segment increased by $9.9 million primarily driven by a recent acquisition and growth in our Mobile connected services business. This increase in on-demand revenue was partially offset by a $2.6 million decrease in the Healthcare hosting revenue as we continue to experience some volume erosion in our transcription services. In our professional services business, the decrease in revenue was driven by lower professional services from our Enterprise on-premise offerings.

The increase in professional services and hosting revenue for the nine months ended June 30, 2015, as compared to the nine months ended June 30, 2014, was primarily driven by a $12.8 million increase in hosting revenue, partially offset by a $5.3 million decrease in professional services revenue. In our hosting business, on-demand revenue in our Mobile and Consumer segment increased by $11.6 million primarily driven by a growth in our Mobile connected services business. On-demand revenue in our Enterprise segment also increased $6.4 million driven by growth in our automated multi-channel customer care services. These increases were partially offset by a $5.1 million decrease in the Healthcare hosting revenue as we continue to experience some volume erosion in our transcription services.

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Maintenance and Support Revenue

Maintenance and support revenue primarily consists of technical support and maintenance services. The following table shows maintenance and support revenue, in dollars and as a percentage of total revenues (dollars in millions):

	Three Months Ended June 30, 2015	Three Months Ended June 30, 2014	Dollar Change	Percent Change	Nine Months Ended June 30, 2015	Nine Months Ended June 30, 2014	Dollar Change	Percent Change
Maintenance and support revenue	$80.9	$75.6	$5.3	7.0 %	$235.1	$222.3	$12.8	5.8 %
As a percentage of total revenue	16.9 %	15.9 %			16.5 %	15.6 %		

The increase in maintenance and support revenue for the three months ended June 30, 2015, as compared to the three months ended June 30, 2014, included a $3.6 million increase in the Healthcare segment and a $1.9 million increase in the Imaging segment.

The increase in maintenance and support revenue for the nine months ended June 30, 2015, as compared to the nine months ended June 30, 2014, included an $8.5 million increase in the Healthcare segment, primarily driven by sales of clinical documentation solutions, as well as an increase of $4.6 million in the Imaging segment.

Costs and Expenses

Cost of Product and Licensing Revenue

Cost of product and licensing revenue primarily consists of material and fulfillment costs, manufacturing and operations costs and third-party royalty expenses. The following table shows the cost of product and licensing revenue, in dollars and as a percentage of product and licensing revenue (dollars in millions):

	Three Months Ended June 30, 2015	Three Months Ended June 30, 2014	Dollar Change	Percent Change	Nine Months Ended June 30, 2015	Nine Months Ended June 30, 2014	Dollar Change	Percent Change
Cost of product and licensing revenue	$21.3	$23.9	$(2.6)	(10.9)%	$68.5	$74.6	$(6.1)	(8.2)%
As a percentage of product and licensing revenue	13.1 %	14.2 %			13.5 %	14.3 %		

The decrease in cost of product and licensing revenue for the three months ended June 30, 2015, as compared to the three months ended June 30, 2014, primarily consisted of a $1.7 million decrease in the Imaging segment and a $1.2 million decrease in the Mobile and Consumer segment.

The decrease in cost of product and licensing revenue for the nine months ended June 30, 2015, as compared to the nine months ended June 30, 2014, consisted of a $3.1 million decrease in both the Mobile and Consumer segment and the Imaging segment.

Cost of Professional Services and Hosting Revenue

Cost of professional services and hosting revenue primarily consists of compensation for services personnel, outside consultants and overhead, as well as the hardware, infrastructure and communications fees that support our hosting solutions. The following table shows the cost of professional services and hosting revenue, in dollars and as a percentage of professional services and hosting revenue (dollars in millions):

	Three Months Ended June 30, 2015	Three Months Ended June 30, 2014	Dollar Change	Percent Change	Nine Months Ended June 30, 2015	Nine Months Ended June 30, 2014	Dollar Change	Percent Change
Cost of professional services and hosting revenue	$153.9	$163.6	$(9.7)	(5.9)%	$462.2	$475.6	$(13.4)	(2.8)%
As a percentage of professional services and hosting revenue	65.7 %	70.6 %			67.5 %	70.2 %		

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The decrease in the cost of professional services and hosting revenue for the three months ended June 30, 2015, as compared to the three months ended June 30, 2014, included a decrease of $5.4 million in the Healthcare segment, a decrease of $3.9 million in the Enterprise segment, and a decrease of $2.7 million related to stock-based compensation driven by lower bonus related costs. Gross margins increased 4.9 percentage points primarily driven by improved gross margin in our Healthcare transcription services.

The decrease in the cost of professional services and hosting revenue for the nine months ended June 30, 2015, as compared to the nine months ended June 30, 2014, included a decrease of $8.8 million in the Enterprise segment, a decrease of $4.8 million in the Healthcare segment, and a decrease of $4.2 million related to stock-based compensation driven by lower bonus related costs. Gross margins increased 2.7 percentage points primarily driven by lower stock-based compensation expense and improved margin within our Mobile & Consumer segment.

Cost of Maintenance and Support Revenue

Cost of maintenance and support revenue primarily consists of compensation for product support personnel and overhead. The following table shows the cost of maintenance and support revenue, in dollars and as a percentage of maintenance and support revenue (dollars in millions):

	Three Months Ended June 30,		Dollar Change	Percent Change	Nine Months Ended June 30,		Dollar Change	Percent Change
	2015	2014			2015	2014		
Cost of maintenance and support revenue	$13.7	$13.6	$0.1	0.7 %	$41.2	$38.5	$2.7	7.0 %
As a percentage of maintenance and support revenue	16.9 %	18.0 %			17.5 %	17.3 %		

Cost of maintenance and support revenue for the three months ended June 30, 2015, as compared to the three months ended June 30, 2014, was flat.

The increase in the cost of maintenance and support revenue for the nine months ended June 30, 2015, as compared to the nine months ended June 30, 2014, included a $2.6 million increase in costs related to an acquisition in our Imaging segment that was completed during the fourth quarter of fiscal year 2014.

Research and Development Expense

Research and development expense primarily consists of salaries, benefits, and overhead relating to engineering staff as well as third party engineering costs. The following table shows research and development expense, in dollars and as a percentage of total revenues (dollars in millions):

	Three Months Ended June 30,		Dollar Change	Percent Change	Nine Months Ended June 30,		Dollar Change	Percent Change
	2015	2014			2015	2014		
Research and development expense	$79.1	$87.1	$(8.0)	(9.2)%	$236.4	$252.2	$(15.8)	(6.3)%
As a percentage of total revenue	16.6 %	18.3 %			16.6 %	17.7 %		

The decrease in research and development expense for the three months ended June 30, 2015, as compared to the three months ended June 30, 2014, was primarily attributable to a reduction of $4.3 million in costs associated with the expiration of collaboration agreements and a $3.2 million decrease in compensation costs driven by lower stock-based compensation.

The decrease in research and development expense for the nine months ended June 30, 2015, as compared to the nine months ended June 30, 2014, was primarily attributable to a reduction of $12.3 million in costs associated with the expiration of collaboration agreements and a $7.3 million decrease in stock-based compensation driven by lower bonus related costs.

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Sales and Marketing Expense

Sales and marketing expense includes salaries and benefits, commissions, advertising, direct mail, public relations, tradeshow costs and other costs of marketing programs, travel expenses associated with our sales organization and overhead. The following table shows sales and marketing expense, in dollars and as a percentage of total revenues (dollars in millions):

	Three Months Ended June 30,		Dollar Change	Percent Change	Nine Months Ended June 30,		Dollar Change	Percent Change
	2015	2014			2015	2014		
Sales and marketing expense	$99.3	$99.8	$(0.5)	(0.5)%	$303.8	$317.0	$(13.2)	(4.2)%
As a percentage of total revenue	20.8%	21.0%			21.3%	22.3%		

Sales and marketing expense for the three months ended June 30, 2015, as compared to the three months ended June 30, 2014, was flat. For the three months ended June 30, 2015, as compared to the three months ended June 30, 2014, marketing and channel program spending decreased $2.1 million and stock-based compensation decreased $1.9 million driven by lower bonus related costs. These decreases were offset by an increase of $2.0 million in expense for exclusive commercialization rights under a collaboration agreement and an increase of $1.3 million in consulting and professional services fees.

The decrease in sales and marketing expense for the nine months ended June 30, 2015, as compared to the nine months ended June 30, 2014, was primarily attributable to a $15.8 million decrease in marketing and channel program spending and a $6.9 million decrease in stock-based compensation expense driven by lower bonus related costs. These decreases were partially offset by an increase of $6.0 million in expense for exclusive commercialization rights under a collaboration agreement.

General and Administrative Expense

General and administrative expense primarily consists of personnel costs for administration, finance, human resources, general management, fees for external professional advisers including accountants and attorneys, and provisions for doubtful accounts. The following table shows general and administrative expense, in dollars and as a percentage of total revenues (dollars in millions):

	Three Months Ended June 30,		Dollar Change	Percent Change	Nine Months Ended June 30,		Dollar Change	Percent Change
	2015	2014			2015	2014		
General and administrative expense	$41.0	$43.7	$(2.7)	(6.2)%	$137.3	$131.9	$5.4	4.1%
As a percentage of total revenue	8.6%	9.2%			9.6%	9.3%		

The decrease in general and administrative expense for the three months ended June 30, 2015, as compared to the three months ended June 30, 2014, was primarily attributable to a $5.0 million decrease in stock-based compensation expense driven by lower bonus related costs, partially offset by a $2.2 million increase in consulting and professional services fees.

The increase in general and administrative expense for the nine months ended June 30, 2015, as compared to the nine months ended June 30, 2014, was primarily attributable to a $11.0 million increase in consulting and professional services fees, partially offset by an $8.4 million decrease in stock-based compensation expense driven by lower bonus related costs.

Amortization of Intangible Assets

Amortization of acquired patents and core and completed technology are included in cost of revenue and the amortization of acquired customer and contractual relationships, non-compete agreements, acquired trade names and trademarks, and other intangibles are included in operating expenses. Customer relationships are amortized on an accelerated basis based upon the pattern in which the economic benefits of the customer relationships are being realized. Other identifiable intangible assets are amortized on a straight-line basis over their estimated useful lives. Amortization expense was recorded as follows (dollars in millions):

	Three Months Ended June 30, 2015	2014	Dollar Change	Percent Change	Nine Months Ended June 30, 2015	2014	Dollar Change	Percent Change
Cost of revenue	$15.8	$15.0	$0.8	5.3 %	$46.5	$45.5	$1.0	2.2 %
Operating expenses	26.4	27.3	(0.9)	(3.3)%	78.5	81.3	(2.8)	(3.4)%
Total amortization expense	$42.2	$42.3	$(0.1)	(0.2)%	$125.1	$126.8	$(1.7)	(1.3)%
As a percentage of total revenue	8.8 %	8.9 %			8.8 %	8.9 %		

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The decrease in total amortization of intangible assets for the three and nine months ended June 30, 2015, as compared to the same periods in 2014, was primarily attributable to certain intangible assets becoming fully amortized in the period.

Acquisition-Related Costs, Net

Acquisition-related costs include costs related to business and other acquisitions, including potential acquisitions. These costs consist of (i) transition and integration costs, including retention payments, transitional employee costs and earn-out payments treated as compensation expense, as well as the costs of integration-related services provided by third-parties; (ii) professional service fees, including third-party costs related to the acquisition, and legal and other professional service fees associated with disputes and regulatory matters related to acquired entities; and (iii) adjustments to acquisition-related items that are required to be marked to fair value each reporting period, such as contingent consideration, and other items related to acquisitions for which the measurement period has ended.

Acquisition-related costs were recorded as follows (dollars in millions):

	Three Months Ended June 30,		Dollar Change	Percent Change	Nine Months Ended June 30,		Dollar Change	Percent Change
	2015	2014			2015	2014		
Transition and integration costs	$2.9	$5.6	$(2.7)	(48.2)%	$9.2	$14.0	$(4.8)	(34.3)%
Professional service fees	1.4	3.4	(2.0)	(58.8)%	7.1	9.1	(2.0)	(22.0)%
Acquisition-related adjustments	(1.9)	0.1	(2.0)	(2,000.0)%	(2.6)	(4.4)	1.8	(40.9)%
Total acquisition-related costs, net	$2.4	$9.1	$(6.7)	(73.6)%	$13.7	$18.7	$(5.0)	(26.7)%
As a percentage of total revenue	0.5%	1.9%			1.0%	1.3%		

Included in acquisition-related adjustments for the nine months ended June 30, 2014, is income of $7.7 million related to the elimination of contingent liabilities established in the original allocation of purchase price for acquisitions closed in fiscal year 2008, following the expiration of the applicable statute of limitations.

Restructuring and Other Charges, Net

Restructuring and other charges, net include restructuring expenses together with other charges that are unusual in nature and are the result of unplanned events, and arise outside of the ordinary course of continuing operations. Restructuring expenses consist of employee severance costs and may also include charges for excess facility space and other contract termination costs. Other charges may include gains or losses on non-controlling strategic equity interests, litigation contingency reserves and gains or losses on the sale or disposition of certain non-strategic assets or product lines.

The following table sets forth the accrual activity relating to our restructuring reserve for the nine months ended June 30, 2015 (dollars in millions):

	Personnel	Facilities	Total
Balance at September 30, 2014	$3.3	$1.5	$4.7
Restructuring charges	8.5	0.9	9.4
Cash payments	(9.3)	(1.6)	(11.0)
Balance at June 30, 2015	$2.4	$0.8	$3.1

During May 2015, our management approved a restructuring plan, as part of our initiatives to reduce costs and optimize processes, under which we reduced headcount by approximately 200 employees and closed certain excess facility space resulting in a charge of $7.5 million for the three months ended June 30, 2015. We expect that the remaining severance payments of $2.4 million will be substantially paid by the end of fiscal year 2015. The annualized cash savings related to the reduced headcount is expected to be approximately $25.0 million.

In addition, during the three months ended June 30, 2015, we have recorded certain other charges that totaled $3.3 million for the impairment of certain long-lived assets as a result of our strategic realignment of our product portfolio.

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Other Expense, Net

Other expense, net consists of interest income, interest expense, gain (loss) from security price guarantee derivatives, gain (loss) from foreign exchange, and gain (loss) from other non-operating activities. The following table shows other expense, net, in dollars and as a percentage of total revenues (dollars in millions):

	Three Months Ended June 30,		Dollar Change	Percent Change	Nine Months Ended June 30,		Dollar Change	Percent Change
	2015	2014			2015	2014		
Interest income	$0.7	$0.5	$0.2	40.0 %	$1.9	$1.7	$0.2	11.8 %
Interest expense	(29.5)	(31.9)	2.4	(7.5)%	(89.4)	(99.9)	10.5	(10.5)%
Other (expense) income, net	(18.4)	0.4	(18.8)	(4,700.0)%	(19.3)	(3.0)	(16.3)	543.3 %
Total other expense, net	$(47.2)	$(31.0)	$(16.2)	52.3 %	$(106.8)	$(101.2)	$(5.6)	5.5 %
As a percentage of total revenue	9.9 %	6.5 %			7.5 %	7.1 %		

Interest expense decreased $2.4 million and $10.5 million for the three and nine months ended June 30, 2015, as compared to the three and nine months ended June 30, 2014, primarily driven by the reduction in interest expense resulting from the redemption of the $250.0 million 2.75% convertible senior debentures in the fourth quarter of fiscal year 2014. Other (expense) income, net decreased by $18.8 million and $16.3 million for the three and nine months ended June 30, 2015, as compared to the three and nine months ended June 30, 2014, primarily due to a $17.7 million loss on extinguishment of debt resulting from the partial exchange of our 2031 Debentures during the three months ended June 30, 2015.

Provision for Income Taxes

The following table shows the provision for income taxes and the effective income tax rate (dollars in millions):

	Three Months Ended June 30,		Dollar Change	Percent Change	Nine Months Ended June 30,		Dollar Change	Percent Change
	2015	2014			2015	2014		
Provision for income taxes	$6.5	$7.0	$(0.5)	(7.1)%	$23.4	$16.3	$7.1	43.6 %
Effective income tax rate	(19.9)%	(14.7)%			(29.0)%	(12.3)%		

The effective income tax rate was (19.9)% and (29.0)% for the three and nine months ended June 30, 2015, respectively. Our current effective tax rate differs from the U.S. federal statutory rate of 35% primarily due to current period losses in the U.S. that require an additional valuation allowance that provide no benefit to the provision and our earnings in foreign operations that are subject to a significantly lower tax rate than the U.S. statutory tax rate, driven primarily by our subsidiaries in Ireland. In addition, the three and nine months ended June 30, 2015 also include $3.5 million and $10.6 million, respectively, of deferred tax expense related to tax deductible goodwill in the U.S., offset by the release of $2.1 million in reserves for the settlement of a state tax audit.

Our effective income tax rate is based upon the income for the year, the composition of income in different countries, changes relating to valuation allowances for certain countries if and as necessary, and adjustments, if any, for potential tax consequences resulting from audits or other tax contingencies. Our aggregate income tax rate in foreign jurisdictions is lower than our income tax rate in the United States. Our effective tax rate may be adversely affected by earnings being lower than anticipated in countries where we have lower statutory tax rates and higher than anticipated in countries where we have higher statutory tax rates.

SEGMENT ANALYSIS

We operate in, and report financial information for, the following four reportable segments: Healthcare, Mobile and Consumer, Enterprise, and Imaging. Segment profit is an important measure used for evaluating performance and for decision-making purposes and reflects the direct controllable costs of each segment together with an allocation of sales and corporate marketing expenses, and certain research and development project costs that benefit multiple product offerings. Segment profit represents income from operations excluding stock-based compensation, amortization of intangible assets, acquisition-related costs, net, restructuring and other charges, net, costs associated with intellectual property collaboration agreements, other income (expense), net and certain unallocated corporate expenses.

In October 2014, we realigned certain of our product offerings which were previously reported in the Mobile and Consumer segment into the Enterprise segment. Accordingly, the segment results in prior periods have been reclassified to conform to the current period segment reporting presentation.

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Segment revenues differ from reported revenues due to certain revenue adjustments related to acquisitions that will not be fully recognized in accordance with authoritative guidance for the purchase accounting of business combinations. Segment revenues also include revenue that the business would have otherwise recognized had we not acquired intellectual property and other assets from the same customer. These revenues are included to allow for more complete comparisons to the financial results of historical operations, forward-looking guidance, the financial results of peer companies, and in evaluating management performance.

The following table presents segment results (dollars in millions):

	Three Months Ended June 30, 2015	2014	Change	Percent Change	Nine Months Ended June 30, 2015	2014	Change	Percent Change
Segment Revenues								
Healthcare	$236.8	$240.1	$(3.3)	(1.4)%	$696.4	$704.4	$(8.0)	(1.1)%
Mobile and Consumer	108.5	107.0	1.5	1.4%	332.6	326.7	5.9	1.8%
Enterprise	87.0	87.3	(0.3)	(0.3)%	260.9	269.0	(8.1)	(3.0)%
Imaging	56.3	52.4	3.9	7.4%	175.8	166.7	9.1	5.5%
Total segment revenues	$488.7	$486.8	$1.8	0.4%	$1,465.7	$1,466.8	$(1.1)	(0.1)%
Acquisition-related revenues adjustments	(10.8)	(11.3)	0.5	(4.4)%	(38.7)	(45.7)	7.0	(15.3)%
Total revenues	$477.9	$475.5	$2.4	0.5%	$1,427.0	$1,421.1	$5.9	0.4%
Segment Profit								
Healthcare	$81.8	$84.9	$(3.1)	(3.7)%	$240.0	$254.9	$(14.9)	(5.8)%
Mobile and Consumer	27.0	19.7	7.3	37.1%	72.5	48.5	24.0	49.5%
Enterprise	24.9	18.3	6.6	36.1%	68.9	59.0	9.9	16.8%
Imaging	21.8	16.9	4.9	29.0%	63.8	60.3	3.5	5.8%
Total segment profit	$155.5	$139.8	$15.7	11.2%	$445.2	$422.7	$22.5	5.3%
Segment Profit Margin								
Healthcare	34.5%	35.4%	(0.9)		34.5%	36.2%	(1.7)	
Mobile and Consumer	24.9%	18.4%	6.5		21.8%	14.8%	7.0	
Enterprise	28.6%	21.0%	7.6		26.4%	21.9%	4.5	
Imaging	38.7%	32.3%	6.4		36.3%	36.2%	0.1	
Total segment profit margin	31.8%	28.7%	3.1		30.4%	28.8%	1.6	

Segment Revenue

Three months ended June 30, 2015

- Healthcare segment revenues decreased $3.3 million for the three months ended June 30, 2015, as compared to the three months ended June 30, 2014. Product and licensing revenues decreased $4.6 million driven by lower revenues from our clinical documentation solutions. Professional services and hosting revenues decreased by $2.2 million as we continue to experience some erosion of volumes in our transcription services. Maintenance and support revenues increased $3.5 million driven by strong renewals in clinical documentation.
- Mobile and Consumer segment revenues increased $1.5 million for the three months ended June 30, 2015, as compared to the three months ended June 30, 2014. Hosting revenues increased by $10.3 million driven primarily by our recent acquisition and growth in our Mobile connected services business. This increase was partially offset by a $5.4 million decrease in product and licensing revenues and a $2.5 million decrease in professional services revenue. The decrease was primarily driven by lower license sales and professional services in our automotive business as we continue to see shift to our connected services.
- Enterprise segment revenues decreased $0.3 million for the three months ended June 30, 2015, as compared to the three months ended June 30, 2014. Professional services revenues decreased $4.1 million driven by lower sales in customer care on-premise implementation which has been challenged by customers' growing preference for on-demand implementation. Product and licensing revenues increased $3.8 million driven by strong license sales in customer care solutions and our voice-based authentication solutions.

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- Imaging segment revenues increased $3.9 million for the three months ended June 30, 2015, as compared to the three months ended June 30, 2014, primarily driven by revenue from a recent acquisition, partially offset by continued declines in our desktop product sales.

Nine months ended June 30, 2015

- Healthcare segment revenues decreased $8.0 million for the nine months ended June 30, 2015, as compared to the nine months ended June 30, 2014. Product and licensing revenues decreased $18.2 million driven by lower revenues from our clinical documentation solutions. Professional services and hosting revenues increased $1.7 million primarily driven by an increase of $5.6 million in professional services from our Clintegrity solutions, offset by a $3.8 million decrease in hosting revenues as we continue to experience some erosion of volumes in our transcription services. Maintenance and support revenues increased $8.5 million driven by strong renewals in clinical documentation.

- Mobile and Consumer segment revenues increased $5.9 million for the nine months ended June 30, 2015, as compared to the nine months ended June 30, 2014. Hosting revenues increased by $11.8 million driven primarily by growth in our on-demand connected services. Product and licensing revenues decreased $2.2 million and maintenance and support revenue decreased $2.1 million primarily driven by a decrease in mobile handset license sales as the handset market continues to consolidate.

- Enterprise segment revenues decreased $8.1 million for the nine months ended June 30, 2015, as compared to the nine months ended June 30, 2014. Professional services and hosting revenues decreased $13.2 million driven by lower sales in customer care on-premise implementations which has been challenged by customers' growing preference for on-demand implementation. Product and licensing revenues and maintenance and support revenues increased $3.2 million and $1.8 million, respectively, driven by our voice-based authentication solutions.

- Imaging segment revenues increased $9.1 million for the nine months ended June 30, 2015, as compared to the nine months ended June 30, 2014, primarily driven by revenues from a recent acquisition, partially offset by continued declines in our desktop product sales.

Segment Profit

Three months ended June 30, 2015

- Healthcare segment profit for the three months ended June 30, 2015 decreased 3.7% from the same period last year, primarily driven by increased research and development spending. Segment profit margin decreased 0.9 percentage points, from 35.4% for the same period last year to 34.5% during the current period. The decrease in segment profit margin was primarily driven by a decrease of 1.6 percentage points in margin due to increased research and development spending driven by incremental costs associated with a collaboration agreement, partial offset by an increase of 1.3 percentage points in margin due to improved segment gross margin related to our transcription services.
- Mobile and Consumer segment profit for the three months ended June 30, 2015 increased 37.1% from the same period last year, primarily driven by increased revenues together with reductions in expenses. Segment profit margin increased 6.5 percentage points, from 18.4% for the same period last year to 24.9% during the current period. The increase in segment profit margin was primarily driven by our cost savings and process optimization initiatives with improvements of 3.9 percentage points related to decreased research and development spending, 2.1 percentage points related to lower sales and marketing expenses and 0.4 percentage point in gross margin.
- Enterprise segment profit for the three months ended June 30, 2015 increased 36.1% from the same period last year, driven by lower cost of revenues and lower sales and marketing expenses. Segment profit margin increased 7.6 percentage points, from 21.0% for the same period last year to 28.6% in the current period. The increase in segment profit margin was primarily driven by our cost savings and process optimization initiatives with improvements of 5.2 percentage points due to higher segment gross margins, 1.7 percentage points due to lower sales and marketing expenses and 0.7 percentage point due to decreased research and development spending.
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Imaging segment profit for the three months ended June 30, 2015 increased 29.0% from the same period last year driven by increased revenues and lower sales and marketing expenses. Segment profit margin increased 6.4 percentage points, from 32.3% for the same period last year to 38.7% in the current period. The increase in segment profit margin was driven by 3.5 percentage points improvement in gross margin due to increased revenues, 2.2 percentage points in sales and marketing and 0.7 percentage point in research and development.

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Nine months ended June 30, 2015

- Healthcare segment profit for the nine months ended June 30, 2015 decreased 5.8% from the same period last year, primarily driven by lower revenue and increased research and development spending. Segment profit margin decreased 1.7 percentage points, from 36.2% for the same period last year to 34.5% during the current period. The decrease in segment profit margin was primarily driven by a decrease of 1.2 percentage points in margin due to increased research and development spending driven by incremental costs associated with a collaboration agreement and continued investments to support innovation and new product launches, and a 0.3 percentage point decrease in margin due to higher sales and marketing expenses.
- Mobile and Consumer segment profit for the nine months ended June 30, 2015 increased 49.5% from the same period last year, primarily driven by lower sales and marketing expenses together with increased revenues for the period. Segment profit margin increased 7.0 percentage points, from 14.8% for the same period last year to 21.8% during the current period. The increase in segment profit margin was primarily driven by our cost savings and process optimization initiatives with improvements of 4.9 percentage points related to lower sales and marketing expenses, 1.1 percentage points related to decreased research and development spending and 0.9 percentage point in gross margin improvement.
- Enterprise segment profit for the nine months ended June 30, 2015 increased 16.8% from the same period last year, driven by lower cost of revenues and lower operating expenses. Segment profit margin increased 4.5 percentage points, from 21.9% for the same period last year to 26.4% in the current period. The increase in segment profit margin was primarily driven by our cost savings and process optimization initiatives with improvements of 2.7 percentage points due to higher segment gross margins, 1.2 percentage points due to lower sales and marketing expenses and 0.5 percentage point due to decreased research and development spending.
- Imaging segment profit for the nine months ended June 30, 2015 increased 5.8% from the same period last year, driven by increased revenues for the period partially offset by higher sales and marketing expenses. Segment profit margin increased 0.1 percentage points, from 36.2% for the same period last year to 36.3% during the current period.

LIQUIDITY AND CAPITAL RESOURCES

Cash and cash equivalents and marketable securities totaled $488.7 million as of June 30, 2015, a decrease of $99.5 million as compared to $588.2 million as of September 30, 2014. Our working capital was $365.4 million as of June 30, 2015, as compared to $522.5 million as of September 30, 2014. Cash and cash equivalents and marketable securities held by our international operations totaled $68.0 million and $71.5 million at June 30, 2015 and September 30, 2014, respectively. We expect the cash held overseas will continue to be used for our international operations and therefore do not anticipate repatriating these funds. If we were to repatriate these funds, we do not believe that the resulting taxes payable would have a material impact on our liquidity. As of June 30, 2015, our total accumulated deficit was $715.1 million. We do not expect our accumulated deficit to impact our future ability to operate the business given our strong cash and operating cash flow positions and we believe our current cash and cash equivalents and marketable securities on-hand are sufficient to meet our operating needs for at least the next twelve months.

Cash Provided by Operating Activities

Cash provided by operating activities for the nine months ended June 30, 2015 was $336.0 million, an increase of $73.8 million, as compared to cash provided by operating activities of $262.2 million for the nine months ended June 30, 2014. The net increase was primarily driven by the following factors:

- An increase in cash flows of $50.6 million resulting from lower net loss, exclusive of non-cash adjustment items;
- An increase in cash flows of $14.0 million generated by changes in working capital excluding deferred revenue; and
- An increase in cash flows of $9.1 million from an overall increase in deferred revenue. The increase in deferred revenue was primarily attributable to continued growth in new mobile on-demand service offerings where a portion of the fees are collected upfront, and recognized as revenue over the life of the contract.

Cash Used in Investing Activities

Cash used in investing activities for the nine months ended June 30, 2015 was $195.5 million, a decrease of $31.2 million, as compared to cash used in investing activities of $164.3 million for the nine months ended June 30, 2014.

The net decrease was primarily driven by the following factors:

- A decrease in cash outflows of $54.1 million for business and technology acquisitions resulting from our strategy to slow the pace and reduce the size of acquisitions; and

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- Offset by an increase in cash outflows of $95.2 million from purchases of marketable securities.

Cash Used in Financing Activities

Cash used in financing activities for the nine months ended June 30, 2015 was $285.5 million, an increase of $225.9 million, as compared to cash used in financing activities of $59.6 million for the nine months ended June 30, 2014. The net increase was primarily driven by the following factors:

- An increase in cash outflows of $211.7 million related to our share repurchase program announced in April 2013. During the nine months ended June 30, 2015, we repurchased 16.5 million shares of our common stock for total cash outflows of $238.2 million; and

- An increase in cash outflows of $18.0 million as a result of higher cash payments required to net share settle employee equity awards, due to an increase in vesting activities during the nine months ended June 30, 2015 as compared to the same period in the prior year, including the impact of the lower bonus and performance-based award vesting in fiscal year 2014 as a result of weaker than planned operating results in fiscal year 2013.

Credit Facilities and Debt

1.50% Convertible Debentures due in 2035

In June 2015, we issued $263.9 million in aggregate principal amount of 1.50% Senior Convertible Debentures due in 2035 (the "2035 Debentures") in exchange for $256.2 million in aggregate principal amount of our 2.75% Senior Convertible Debentures due in 2031 (the "2031 Debentures"). Total proceeds, net of debt issuance costs, were $253.5 million. The 2035 Debentures were issued at 97.09% of the principal amount, which resulted in a discount of $7.7 million. The 2035 Debentures bear interest at 1.50% per year, payable in cash semi-annually in arrears, beginning on November 1, 2015. In addition to ordinary interest and default additional interest, beginning with the semi-annual interest period commencing on November 1, 2021, contingent interest will accrue during any regular semi-annual interest period where the average trading price of our 2035 Debentures for the ten trading day period immediately preceding the first day of such semi-annual period is greater than or equal to $1,200 per $1,000 principal amount of our 2035 Debentures, in which case, contingent interest will accrue at a rate of 0.50% per annum of such average trading price. The 2035 Debentures mature on November 1, 2035, subject to the right of the holders to require us to redeem the 2035 Debentures on November 1, 2021, 2026, or 2031. The 2035 Debentures are general senior unsecured obligations and rank equally in right of payment with all of our existing and future unsecured, unsubordinated indebtedness and senior in right of payment to any indebtedness that is contractually subordinated to the 2035 Debentures. The 2035 Debentures will be effectively subordinated to indebtedness and other liabilities of our subsidiaries.

We account separately for the liability and equity components of the 2035 Debentures in accordance with authoritative guidance for convertible debt instruments that may be settled in cash upon conversion. The guidance requires the carrying amount of the liability component to be estimated by measuring the fair value of a similar liability that does not have an associated conversion feature and record the remainder in stockholders' equity. At issuance, we allocated $208.6 million to long-term debt, and $55.3 million has been recorded as additional paid-in capital. The aggregate debt discount of $63.0 million is being amortized to interest expense using the effective interest rate method through November 2021. As of June 30, 2015, the ending unamortized discount was $62.7 million and the ending unamortized deferred debt issuance costs were $2.2 million.

If converted, the principal amount of the 2035 Debentures is payable in cash and any amounts payable in excess of the principal amount, will (based on an initial conversion rate, which represents an initial conversion price of approximately $23.26 per share, subject to adjustment) be paid in cash or shares of our common stock, at our election, only in the following circumstances and to the following extent: (i) prior to May 1, 2035, on any date during any fiscal quarter beginning after September 30, 2015 (and only during such fiscal quarter) if the closing sale price of our common stock was more than 130% of the then current conversion price for at least 20 trading days in the period of the 30 consecutive trading days ending on the last trading day of the previous fiscal quarter; (ii) during the five consecutive business-day period following any five consecutive trading-day period in which the trading price for $1,000 principal amount of the 2035 Debentures for each day during such five trading-day period was less than 98% of the closing sale price of our common stock multiplied by the then current conversion rate; (iii) upon the occurrence of specified corporate transactions, as described in the indenture for the 2035 Debentures; or (iv) at the option of the holder at any time on or after May 1, 2035. Additionally, we may redeem the 2035 Debentures, in whole or in part, on or after November 5, 2021 for cash at a price equal to 100% of the principal amount of the 2035 Debentures to be purchased plus any accrued and unpaid interest, including any additional interest to, but excluding, the repurchase date. Each holder shall have the right, at such holder’s option, to require us to repurchase all or any portion of the 2035 Debentures held by such holder on November 1, 2021, November 1, 2026, or November 1, 2031 at par plus accrued and unpaid interest. Upon repurchase, we will pay the principal amount in cash and any amounts payable in excess of the million principal amount will be paid in cash or shares of our common stock, at our election, with the exception that we may not elect to pay cash in lieu of more than 80% of the number of our common shares we would be obligated to deliver. If we undergo a fundamental change (as described in the indenture for the 2035 Debentures) prior to maturity, holders will have the option to require us to repurchase all or any portion of their debentures for cash at a price equal to 100% of the principal amount of the 2035 Debentures to be purchased plus any accrued and unpaid interest, including any additional interest to, but excluding, the repurchase date. As of June 30, 2015, none of the conversion criteria were met for the 2035 Debentures. If the conversion criteria were met, we could be required to repay all or some of the aggregate principal amount in cash prior to the maturity date.

2.75% Convertible Debentures due in 2031

In June 2015, we entered into separate privately negotiated agreements with certain holders of our 2031 Debentures to exchange, in a private placement, $256.2 million in aggregate principal amount of our 2031 Debentures for approximately $263.9 million in aggregate principal amount of our new 2035 Debentures. In accordance with the authoritative guidance for convertible debt instruments, a loss on extinguishment is equal to the difference between the reacquisition price and the net carrying amount of the extinguished debt for our 2031 Debentures, including any unamortized debt discount or issuance costs, and $17.7 million was recorded in other (expense) income, net.

Following the closings of the exchange, $433.8 million in aggregate principal amount of our 2031 Debentures remain outstanding. As of June 30, 2015 and September 30, 2014 the ending unamortized discount was $43.4 million and $88.8 million, respectively, and the ending unamortized deferred debt issuance costs were $2.6 million and $5.5 million, respectively. The 2031 Debentures bear interest at 2.75% per year, payable in cash semiannually in arrears, beginning on May 1, 2012. The 2031 Debentures mature on November 1, 2031, subject to the right of the holders to require us to redeem the 2031 Debentures on November 1, 2017, 2021, and 2026.

If converted, the principal amount of the 2031 Debentures is payable in cash and any amounts payable in excess of the $256.2 million principal amount, will (based on an initial conversion rate, which represents an initial conversion price of approximately $32.30 per share, subject to adjustment) be paid in cash or shares of our common stock, at our election, only in the following circumstances and to the following extent: (i) on any date during any fiscal quarter (and only during such fiscal quarter) if the closing sale price of our common stock was more than 130% of the then current conversion price for at least 20 trading days in the period of the 30 consecutive trading days ending on the last trading day of the previous fiscal quarter; (ii) during the five consecutive business-day period following any five consecutive trading-day period in which the trading price for $1,000 principal amount of the Debentures for each day during such five trading-day period was less than 98% of the closing sale price of our common stock multiplied by the then current conversion rate; (iii) upon the occurrence of specified corporate transactions, as described in the indenture for the 2031 Debentures; or (iv) at the option of the holder at any time on or after May 1, 2031. Additionally, we may redeem the 2031 Debentures, in whole or in part, on or after November 6, 2017 for cash at a price equal to 100% of the principal amount of the 2031 Debentures to be purchased plus any accrued and unpaid interest, including any additional interest to, but excluding, the repurchase date. Each holder shall have the right, at such holder's option, to require us to repurchase all or any portion of the 2031 Debentures held by such holder on November 1, 2017, November 1, 2021, and November 1, 2026 at par plus accrued and unpaid interest. If we undergo a fundamental change (as described in the indenture for the 2031 Debentures) prior to maturity, holders will have the option to require us to repurchase all or any portion of their debentures for cash at a price equal to 100% of the principal amount of the debentures to be purchased plus any accrued and unpaid interest, including any additional interest to, but excluding, the repurchase date. As of June 30, 2015 and September 30, 2014, none of the conversion criteria were met for the 2031 Debentures. If the conversion criteria were met, we could be required to repay all or some of the aggregate principal amount in cash prior to the maturity date.

Credit Facility

The Credit Facility includes a term loan and a $75 million revolving credit line, including letters of credit. The term loans mature on August 7, 2019 and the revolving credit line matures on August 7, 2018. As of June 30, 2015, there were $5.7 million of letters of credit issued, and there were no other outstanding borrowings under the revolving credit line.

Under the terms of the amended and restated credit agreement, interest is payable monthly at a rate equal to the applicable margin plus, at our option, either (a) the base rate which is the corporate base rate of Morgan Stanley, the Administrative Agent, or (b) LIBOR (equal to (i) the British Bankers' Association Interest Settlement Rates for deposits in U.S. dollars divided by (ii) one minus the statutory reserves applicable to such borrowing). The applicable margin for the borrowings at June 30, 2015 is as follows:

Description	Base Rate Margin	LIBOR Margin
Term loans maturing August 2019	1.75%	2.75%
Revolving facility due August 2018	0.50% - 0.75%	1.50% - 1.75%

(a) The margin is determined based on our net leverage ratio at the date the interest rates are reset on the revolving credit line.

At June 30, 2015, the applicable margin for the term loans was 2.75%, with an effective rate of 2.94%, on the outstanding balance of $473.8 million maturing in August 2019. We are required to pay a commitment fee for unutilized commitments under the revolving credit facility at a rate ranging from 0.250% to 0.375% per annum, based upon our net leverage ratio. As of June 30, 2015, the commitment fee rate was 0.375%.

The Credit Facility contains covenants including, among other things, covenants that restrict our ability and those of our subsidiaries to incur certain additional indebtedness or issue guarantees, create or permit liens on assets, enter into sale-leaseback transactions, make loans or investments, sell assets, make certain acquisitions, pay dividends, repurchase stock, or merge or consolidate with any entity, and enter into certain transactions with affiliates. The agreement also contains events of default, including failure to make payments of principal or interest, failure to observe covenants, breaches of representations and warranties, defaults under certain other material indebtedness, failure to satisfy material judgments, a change of control and certain insolvency events. As of June 30, 2015, we were in compliance with the covenants under the Credit Facility. The covenants on our other long-term debt are less restrictive, and as of June 30, 2015, we were in compliance with the requirements of our other long-term debt.

Our obligations under the Credit Facility are unconditionally guaranteed by, subject to certain exceptions, each of our existing and future direct and indirect wholly-owned domestic subsidiaries. The Credit Facility and the guarantees thereof are secured by first priority liens and security interests in the following: 100% of the capital stock of substantially all of our domestic subsidiaries and 65% of the outstanding voting equity interests and 100% of the non-voting equity interests of first-tier foreign subsidiaries, all our material tangible and intangible assets and those of the guarantors, and any present and future intercompany debt. The Credit Facility also contains provisions for mandatory prepayments of outstanding term loans upon receipt of the following, and subject to certain exceptions: 100% of net cash proceeds from asset sales, 100% of net cash proceeds from issuance or incurrence of debt, and 100% of extraordinary receipts. We may voluntarily prepay borrowings under the Credit Facility without premium or penalty other than breakage costs, as defined with respect to LIBOR-based loans.

The Credit Facility includes a provision for an annual excess cash flow sweep, as defined in the agreement, payable in the first quarter of each fiscal year, based on the excess cash flow generated in the previous fiscal year. No excess cash flow sweep was required in the first quarter of fiscal year 2015 as no excess cash flow, as defined in the agreement, was generated in fiscal year 2014. At the current time, we are unable to predict the amount of the outstanding principal, if any, that we may be required to repay in future fiscal years pursuant to the excess cash flow sweep provisions.

Share Repurchase Program

On April 29, 2013, our Board of Directors approved a share repurchase program for up to $500.0 million of our outstanding shares of common stock. On April 29, 2015, our Board of Directors approved an additional $500.0 million under our share repurchase program. We repurchased 16.5 million shares for $242.7 million during the nine months ended June 30, 2015. Since the commencement of the program, we have repurchased 27.9 million shares for $453.5 million. Approximately $546.5 million remained available for share repurchases as of June 30, 2015 pursuant to our repurchase program. Under the terms of the repurchase program, we expect to continue to repurchase shares from time to time through a variety of methods, which may include open market purchases, privately negotiated transactions, block trades, accelerated stock repurchase transactions, or any combination of such methods. The timing and the amount of any purchases will be determined by management based on an evaluation of market conditions, capital allocation alternatives, and other factors. The share repurchase program does not require us to acquire any specific number of shares and may be modified, suspended, extended or terminated by us at any time without prior notice.

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Off-Balance Sheet Arrangements, Contractual Obligations

Contractual Obligations

The following table outlines our contractual payment obligations (dollars in millions):

	Payments Due by Fiscal Year Ended September 30,				
Contractual Obligations	Total	2015	2016 and 2017	2018 and 2019	Thereafter
Credit Facility[1]	$473.8	$1.2	$9.6	$463.0	$—
Convertible Debentures[2]	697.7	—	—	433.8	263.9
Senior Notes	1,050.0	—	—	—	1,050.0
Interest payable on long-term debt[3]	424.5	31.9	173.2	153.1	66.3
Letter of Credit[4]	5.7	5.7	—	—	—
Lease obligations and other liabilities:					
Operating leases	234.9	10.2	72.2	43.1	109.4
Operating leases under restructuring[5]	47.9	1.2	9.3	8.8	28.6
Purchase Commitments for inventory, property and equipment[6]	9.5	8.4	1.1	—	—
Total contractual cash obligations	2,944.0	58.6	265.4	1,101.8	1,518.2

(1) Principal is paid on a quarterly basis under the Credit Facility.

(2) Holders of the 2035 Debentures have the right to require us to redeem the Debentures on November 1, 2021, 2026, and 2031.

(3) Interest on the Credit Facility is due and payable monthly and is estimated using the effective interest rate as of June 30, 2015. Interest is due and payable semi-annually under 2031 Debentures at a rate of 2.75%, and under 2035 Debentures at a rate of 1.50%. Interest is due and payable semi-annually on the Senior Notes at a rate of 5.375%.

(4) Letters of Credit are in place primarily to secure future operating lease payments.

(5) Obligations include contractual lease commitments related to facilities that were part of restructuring plans. As of June 30, 2015, we have subleased certain of the facilities with total sublease income of $54.0 million through fiscal year 2025.

(6) These amounts include non-cancelable purchase commitments for property and equipment as well as inventory in the normal course of business to fulfill customers' orders currently scheduled in our backlog.

The gross liability for unrecognized tax benefits as of June 30, 2015 was $21.9 million. We do not expect a significant change in the amount of unrecognized tax benefits within the next 12 months. We estimate that none of this amount will be paid within the next year and we are currently unable to reasonably estimate the timing of payments for the remainder of the liability.

Contingent Liabilities and Commitments

In connection with certain acquisitions, we may be required to make up to $36.0 million of additional payments to the selling shareholders contingent upon the achievement of specified objectives, including the achievement of future bookings and sales targets related to the products of the acquired entities. In addition, there are deferred payment obligations to certain former shareholders, contingent upon their continued employment. These deferred payment obligations, totaling $7.2 million, are recorded as compensation expense over the applicable employment period.

Off-Balance Sheet Arrangements

Through June 30, 2015, we have not entered into any off-balance sheet arrangements or material transactions with unconsolidated entities or other persons.

CRITICAL ACCOUNTING POLICIES, JUDGMENTS AND ESTIMATES

Generally accepted accounting principles in the United States ("GAAP") require us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. On an ongoing basis, we evaluate our estimates, assumptions and judgments, including those related to: revenue recognition; allowance for doubtful accounts and sales returns; accounting for deferred costs; accounting for internal-use software; the valuation of goodwill and intangible assets;

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accounting for business combinations; accounting for stock-based compensation; accounting for derivative instruments; accounting for income taxes and related valuation allowances; and loss contingencies. Our management bases its estimates on historical experience, market participant fair value considerations, projected future cash flows and various other factors that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

Information about those accounting policies we deem to be critical to our financial reporting may be found in our Annual Report on Form 10-K for the fiscal year ended September 30, 2014. Based on events occurring subsequent to September 30, 2014, we are updating certain of the Critical Accounting Policies, Judgments and Estimates.
Goodwill, Intangible and Other Long-Lived Assets and Impairment Assessments. We have significant long-lived tangible and intangible assets, including goodwill with indefinite lives, which are susceptible to valuation adjustments as a result of changes in various factors or conditions. The most significant finite-lived tangible and intangible assets are customer relationships, licensed technology, patents and core technology, completed technology, fixed assets and trade names. All finite-lived intangible assets are amortized over the estimated economic lives of the assets, generally using the straight-line method except where the pattern of the expected economic benefit is readily identifiable, primarily customer relationship intangibles, whereby amortization follows that pattern. The values of intangible assets determined in connection with a business combination, with the exception of goodwill, were initially determined by a risk-adjusted, discounted cash flow approach. We assess the potential impairment of intangible and fixed assets whenever events or changes in circumstances indicate that the carrying values may not be recoverable. Goodwill and indefinite-lived intangible assets are assessed for potential impairment at least annually, but also whenever events or changes in circumstances indicate the carrying values may not be recoverable. Factors we consider important, which could trigger an impairment of such assets, include the following:

- significant underperformance relative to historical or projected future operating results;
- significant changes in the manner of or use of the acquired assets or the strategy for our overall business;
- significant negative industry or economic trends;
- significant decline in our stock price for a sustained period; and
- a decline in our market capitalization below net book value.

Future adverse changes in these or other unforeseeable factors could result in an impairment charge that would materially impact future results of operations and financial position in the reporting period identified.

We test goodwill for impairment annually in the fourth quarter, and between annual tests if indicators of potential impairment exist. The impairment test for goodwill compares the fair value of identified reporting unit(s) to its (their) carrying amount to assess whether such assets are impaired. We have six reporting units based on the level of information provided to, and review thereof, by our segment management.

We determine fair values for each of the reporting units using an income approach. When available and appropriate, we also use a comparative market approach to derive the fair values. For purposes of the income approach, fair value is determined based on the present value of estimated future cash flows, discounted at an appropriate risk adjusted rate. We use our internal forecasts to estimate future cash flows and include an estimate of long-term future growth rates based on our most recent views of the long--term outlook for each business. Actual results may differ from those assumed in our forecasts. We derive our discount rates using a capital asset pricing model and analyzing published rates for industries relevant to our reporting units to estimate the cost of equity financing. We use discount rates that are commensurate with the risks and uncertainty inherent in the respective businesses and in our internally developed forecasts. Discount rates used in our reporting unit valuations ranged from 10.1% to 17.5%. For purposes of the market approach, we use a valuation technique in which values are derived based on market prices of comparable publicly traded companies. We also use a market based valuation technique in which values are determined based on relevant observable information generated by market transactions involving comparable businesses. Compared to the market approach, the income approach more closely aligns each reporting unit valuation to our business profile, including geographic markets served and product offerings. Required rates of return, along with uncertainty inherent in the forecasts of future cash flows, are reflected in the selection of the discount rate. Equally important, under this approach, reasonably likely scenarios and associated sensitivities can be developed for alternative future states that may not be reflected in an observable market price. A market approach allows for comparison to actual market transactions and multiples. It can be somewhat more limited in its application because the population of potential comparable entities is often limited to publicly-traded companies where the characteristics of the comparative business and ours can be significantly different, market data is usually not available for divisions within larger conglomerates or non-public subsidiaries that could otherwise qualify as comparable, and the specific circumstances surrounding a market transaction (e.g., synergies between the parties, terms and conditions of the transaction, etc.) may be different or irrelevant with respect to our business. It can also be difficult, under certain market conditions, to identify orderly transactions between market participants in similar businesses. We assess each valuation methodology based upon the relevance and availability of the data at the time we perform the valuation and weight the methodologies appropriately.

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The carrying values of the reporting units were determined based on an allocation of our assets and liabilities through specific allocation of certain assets and liabilities, to the reporting units and an apportionment method based on relative size of the reporting units' revenues and operating expenses compared to the Company as a whole. Goodwill was initially allocated to our reporting units based on the relative fair value of the units at the date we implemented the current reporting unit structure. Goodwill subsequently acquired through acquisitions is allocated to the applicable reporting unit based upon the relative fair value of the acquired business. Certain corporate assets that are not instrumental to the reporting units' operations and would not be transferred to hypothetical purchasers of the reporting units were excluded from the reporting units' carrying values.

Based on our assessments, we have not had any impairment charges during our history as a result of our impairment evaluation of goodwill. Significant adverse changes in our future revenues and/or cash flow results, or significant degradation in the enterprise values of comparable companies within our segments, could result in the determination that all or a portion of our goodwill is impaired. As of our fiscal year 2014 annual impairment assessment date, our estimated fair values of our reporting units substantially exceeded their carrying values. In October 2014, we realigned certain of our product offerings between reporting units. As required by Accounting Standards Codification 350-20, "Intangibles - Goodwill and Other", we have reallocated goodwill among the affected reporting units, based on their relative fair value. We reallocated $29.9 million of goodwill from our Dragon Consumer reporting unit into our Mobile reporting unit, and reallocated $10.5 million of goodwill from our Mobile reporting unit to our Enterprise reporting unit.

As a result of this change, we determined that we had a triggering event requiring us to perform an impairment test on our DNS, Mobile, and Enterprise reporting units. We completed our impairment test during the first quarter of fiscal year 2015, and the fair value of the reorganized reporting units substantially exceeded their carrying values.

We periodically review long-lived assets other than goodwill for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable or that the useful lives of those assets are no longer appropriate. Each impairment test is based on a comparison of the undiscounted cash flows to the recorded carrying value for the asset or asset group. Asset groups utilized in this analysis are identified as the lowest level grouping of assets for which largely independent cash flows can be identified. If impairment is indicated, the asset or asset group is written down to its estimated fair value.

Determining the fair value of a reporting unit or asset group involves the use of significant estimates and assumptions. These estimates and assumptions include revenue growth rates and operating margins used to calculate projected future cash flows, risk-adjusted discount rates, future economic and market conditions and determination of appropriate market comparables. Significant judgments and estimates are involved in determining the useful lives of our long-lived assets, determining the reporting units, determining the asset groups and assessing when events or circumstances would require an interim impairment analysis of goodwill or other long-lived assets to be performed. Changes in our organization or management reporting structure, as well as other events and circumstances, including but not limited to technological advances, increased competition and changing economic or market conditions, could result in (a) shorter estimated useful lives, (b) changes to reporting units or asset groups, which may require alternative methods of estimating fair values or greater disaggregation or aggregation in our analysis by reporting unit, and/or (c) other changes in previous assumptions or estimates. In turn, this could have a significant impact on our consolidated financial statements through accelerated amortization and/or impairment charges.

RECENTLY ISSUED ACCOUNTING STANDARDS

Refer to Note 2 to the unaudited consolidated financial statements included in Item 1 of Part I of this Quarterly Report on Form 10-Q.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We are exposed to market risk from changes in foreign currency exchange rates, interest rates and equity prices which could affect operating results, financial position and cash flows. We manage our exposure to these market risks through our regular operating and financing activities and, when appropriate, through the use of derivative financial instruments.

Exchange Rate Sensitivity

We are exposed to changes in foreign currency exchange rates. Any foreign currency transaction, defined as a transaction denominated in a currency other than the local functional currency, will be reported in the functional currency at the applicable exchange rate in effect at the time of the transaction. A change in the value of the functional currency compared to the foreign currency of the transaction will have either a positive or negative impact on our financial position and results of operations.

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Assets and liabilities of our foreign entities are translated into U.S. dollars at exchange rates in effect at the balance sheet date and income and expense items are translated at average rates for the applicable period. Therefore, the change in the value of the U.S. dollar compared to foreign currencies will have either a positive or negative effect on our financial position and results of operations. Historically, our primary exposure has related to transactions denominated in the euro, British pound, Canadian dollar, Japanese yen, Indian rupee and Hungarian forint.

A hypothetical change of 10% in appreciation or depreciation in foreign currency exchange rates from the quoted foreign currency exchange rates at June 30, 2015 would not have a material impact on our revenue, operating results or cash flows in the coming year.

Periodically, we enter into forward exchange contracts to hedge against foreign currency fluctuations. These contracts may or may not be designated as cash flow hedges for accounting purposes. We have in place a program which primarily uses forward contracts to offset the risks associated with foreign currency exposures that arise from transactions denominated in currencies other than the functional currencies of our worldwide operations. The program is designed so that increases or decreases in our foreign currency exposures are offset by gains or losses on the foreign currency forward contracts. The outstanding contracts are not designated as accounting hedges and generally are for periods less than 90 days. The notional contract amount of outstanding foreign currency exchange contracts not designated as cash flow hedges was $161.9 million at June 30, 2015. Based on the nature of the transactions for which the contracts were purchased, a hypothetical change of 10% in exchange rates would not have a material impact on our financial results.

Interest Rate Sensitivity

We are exposed to interest rate risk as a result of our significant cash and cash equivalents, marketable securities and the outstanding debt under the Credit Facility.

At June 30, 2015, we held approximately $488.7 million of cash and cash equivalents and marketable securities primarily consisting of cash and money-market funds. Due to the low current market yields and the short-term nature of our investments, a hypothetical change in market rates of one percentage point would not have a material effect on the fair value of our portfolio. Assuming a one percentage point increase in interest rates, our interest income on our investments classified as cash and cash equivalents and marketable securities would increase by approximately $3.5 million per annum, based on the June 30, 2015 reported balances of our investment accounts.

At June 30, 2015, our total outstanding debt balance exposed to variable interest rates was $473.8 million. A hypothetical change in market rates would have an impact on interest expense and amounts payable. Assuming a one percentage point increase in interest rates, our interest expense relative to our outstanding variable rate debt would increase $4.7 million per annum.

Equity Price Risk

We are exposed to equity price risk as a result of security price guarantees that we enter into from time to time. Generally, these price guarantees are for a period of six months or less, and require payment from either us to a third party, or from the third party to us, based upon changes in our stock price during the contract term. As of June 30, 2015, we have no security price guarantees outstanding.

2031 Debentures and 2035 Debentures

The fair values of our 2031 Debentures and 2035 Debentures are dependent on the price and volatility of our common stock as well as movements in interest rates. The fair market values of these debentures will generally increase or decrease as the market price of our common stock changes. The fair market values of these debentures will generally increase as interest rates fall and decrease as interest rates rise. The market value and interest rate changes affect the fair market values of these debentures, but do not impact our financial position, results of operations or cash flows due to the fixed nature of the debt obligations. However, increases in the value of our common stock above the stated trigger price for each issuance for a specified period of time may provide the holders of these debentures the right to convert each bond using a conversion ratio and payment method as defined in the debenture agreement.

Our debentures trade in the financial markets, and the fair value at June 30, 2015 was $439.9 million for the 2031 Debentures, based on an average of the bid and ask prices for the issuances on that day. This compares to conversion values on June 30, 2015 of approximately $235.2 million. A 10% increase in the stock price over the June 30, 2015 closing price of $17.51 would have an estimated $4.9 million increase to the fair value and a $23.5 million increase to the conversion value of the debentures. The fair value at June 30, 2015 was $272.7 million for the 2035 Debentures, based on an average of the bid and ask prices for the issuances on that day. This compares to conversion values on June 30, 2015 of approximately $198.7 million. A 10% increase in the stock

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price over the June 30, 2015 closing price of $17.51 would have an estimated $13.8 million increase to the fair value and a 19.9 million increase to the conversion value of the debentures.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management is responsible for establishing and maintaining a system of disclosure controls and procedures (as defined in Rule 13a-15 under the Securities Exchange Act of 1934 (the “Exchange Act”)) designed to ensure that information we are required to disclose in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer’s management, including its principal executive officer or officers and principal financial officer or officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

We have evaluated the effectiveness of the design and operation of our disclosure controls and procedures under the supervision of, and with the participation of, management, including our Chief Executive Officer and Chief Financial Officer, as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective to meet the requirements of Rule 13a-15 under the Exchange Act.

Changes in Internal Control Over Financial Reporting

There were no changes to our internal controls over financial reporting identified in connection with the evaluation required by paragraph (d) of Exchange Act Rules 13a-15 or 15d-15 that occurred during the fiscal quarter covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II. Other Information

Item 1.Legal Proceedings

This information is included in Note 15, Commitments and Contingencies, in the accompanying notes to unaudited consolidated financial statements and is incorporated herein by reference from Item 1 of Part I.

Item 1A. Risk Factors

You should carefully consider the risks described below when evaluating our company and when deciding whether to invest in our company. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not presently known to us or that we do not currently believe are important to an investor may also harm our business operations. If any of the events, contingencies, circumstances or conditions described in the following risks actually occurs, our business, financial condition or our results of operations could be seriously harmed. If that happens, the trading price of our common stock could decline and you may lose part or all of the value of any of our shares held by you.

Risks Related to Our Business

The markets in which we operate are highly competitive and rapidly changing and we may be unable to compete successfully.

There are a number of companies that develop or may develop products that compete in our targeted markets. The markets for our products and services are characterized by intense competition, evolving industry standards, emerging business and distribution models, disruptive software and hardware technology developments, short product and service life cycles, price sensitivity on the part of customers, and frequent new product introductions, including alternatives with limited functionality available at lower costs or free of charge. Within voice and language, we compete with AT&T, Baidu, Google, Microsoft and other smaller providers. Within healthcare, we compete with 3M, M*Modal, Optum and other smaller providers. Within imaging, we compete with ABBYY, Adobe, I.R.I.S. and NewSoft. In our enterprise business, some of our partners such as Avaya, Cisco, Intervoice and Genesys develop and market products that can be considered substitutes for our solutions. In addition, a number of smaller companies in voice, language and imaging produce technologies or products that are in some markets competitive with our solutions. Current and potential competitors have established, or may establish, cooperative relationships among themselves or with third parties to increase the ability of their technologies to address the needs of our prospective customers. Furthermore,

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there has been a trend toward industry consolidation in our markets for several years, we expect this trend to continue as companies attempt to strengthen or hold their market positions in an evolving industry and as companies are acquired or are unable to continue operations.

The competition in these markets could adversely affect our operating results by reducing the volume of the products we license or the prices we can charge. Some of our current or potential competitors, such as 3M, Adobe, Baidu, Google and Microsoft, have significantly greater financial, technical and marketing resources than we do. These competitors may be able to respond more rapidly than we can to new or emerging technologies or changes in customer requirements. They may also devote greater resources to the development, promotion and sale of their products than we do.

Some of our customers, such as Google and Microsoft, have developed or acquired products or technologies that compete with our products and technologies. These customers may give higher priority to the sale of their competitive products or technologies. To the extent they do so, market acceptance and penetration of our products, and therefore our revenue and bookings, may be adversely affected. Our success will depend substantially upon our ability to enhance our products and technologies and to develop and introduce, on a timely and cost-effective basis, new products and features that meet changing customer requirements and incorporate technological enhancements. If we are unable to develop new products and enhance functionalities or technologies to adapt to these changes, or if we are unable to realize synergies among our acquired products and technologies, our business will suffer.

Our operating results may fluctuate significantly from period to period, and this may cause our stock price to decline.

Our revenue, bookings and operating results have fluctuated in the past and are expected to continue to fluctuate in the future. Given this fluctuation, we believe that quarter to quarter comparisons of revenue, bookings and operating results are not necessarily meaningful or an accurate indicator of our future performance. As a result, our results of operations may not meet the expectations of securities analysts or investors in the future. If this occurs, the price of our stock would likely decline. Factors that contribute to fluctuations in operating results include the following:

- the pace of the transition to an on-demand and transactional revenue model;
- slowing sales by our distribution and fulfillment partners to their customers, which may place pressure on these partners to reduce purchases of our products;
- volume, timing and fulfillment of customer orders and receipt of royalty reports;
- customers delaying their purchasing decisions in anticipation of new versions of our products;
- contractual counterparties are unable to, or do not, meet their contractual commitments to us;
- introduction of new products by us or our competitors;
- seasonality in purchasing patterns of our customers;
- reduction in the prices of our products in response to competition, market conditions or contractual obligations;
- returns and allowance charges in excess of accrued amounts;
- timing of significant marketing and sales promotions;
- impairment charges against goodwill and intangible assets;
- delayed realization of synergies resulting from our acquisitions;
- write-offs of excess or obsolete inventory and accounts receivable that are not collectible;
- increased expenditures incurred pursuing new product or market opportunities;
- general economic trends as they affect retail and corporate sales; and
- higher than anticipated costs related to fixed-price contracts with our customers.

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Due to the foregoing factors, among others, our revenue, bookings and operating results are difficult to forecast. Our expense levels are based in significant part on our expectations of future revenue and we may not be able to reduce our expenses quickly to respond to a shortfall in projected revenue. Therefore, our failure to meet revenue expectations would seriously harm our operating results, financial condition and cash flows.

Voice and language technologies may not continue to garner widespread acceptance, which could limit our ability to grow our voice and language business.

We have invested and expect to continue to invest heavily in the acquisition, development and marketing of voice and language technologies. The market for voice and language technologies is relatively new and rapidly evolving. Our ability to increase revenue and bookings in the future depends in large measure on the continuing acceptance of these technologies in general and our products in particular. The continued development of the market for our current and future voice and language solutions in general, and our solutions in particular, will also depend on:

- consumer and business demand for speech-enabled applications;
- development by third-party vendors of applications using voice and language technologies; and
- continuous improvement in voice and language technology.

Sales of our voice and language solutions would be harmed if the market for these technologies does not continue to increase or increases slower than we expect, or if we fail to develop new technologies faster than our competitors, and consequently, our business could be harmed and we may not achieve a level of profitability necessary to successfully operate our business.

If our efforts to design and execute cost savings and process optimization are not successful, our business could be harmed.

We have been designing and executing on initiatives under the transformation program in order to improve revenue growth with an increasing emphasis on improving operational efficiencies and cost controls. The design of this program requires numerous assumptions and estimates. There can be no assurance that we will be successful in designing and executing this transformation program or able to realize any of the anticipated benefits of this program, within the expected timeframes, or at all. As a result, our financial results may not meet our or the expectations of securities analysts or investors in the future and our business could be harmed.

If we are unable to attract and retain key personnel, our business could be harmed.

If any of our key employees were to leave, we could face substantial difficulty in hiring qualified successors and could experience a loss in productivity while any successor obtains the necessary training and experience. Our employment relationships are generally at-will and we have had key employees leave in the past. We cannot assure you that one or more key employees will not leave in the future. We intend to continue to hire additional highly qualified personnel, including software engineers and operational personnel, but may not be able to attract, assimilate or retain qualified personnel in the future. Any failure to attract, integrate, motivate and retain these employees could harm our business.

Security and privacy breaches may damage client relations and inhibit our growth.

The uninterrupted operation of our hosted solutions and the confidentiality and security of third-party information is critical to our business. Any failures in our security and privacy measures or policies could have a material adverse effect on our financial position and results of operations. If we are unable to protect, or our clients perceive that we are unable to protect, the security and privacy of our confidential information, our growth could be materially adversely affected. A security or privacy breach may:

- cause our clients to lose confidence in our solutions;
- harm our reputation;
- expose us to liability; and
- increase our expenses from potential remediation costs.

While we believe we use proven applications designed for data security and integrity to process electronic transactions, there can be no assurance that our use of these applications will be sufficient to address changing market conditions or the security and privacy concerns of existing and potential clients.

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A significant portion of our revenue and bookings are derived, and a significant portion of our research and development activities are based, outside the United States. Our results could be harmed by economic, political, regulatory and other risks associated with these international regions.
Because we operate worldwide, our business is subject to risks associated with doing business internationally. We anticipate that revenue and bookings from international operations could increase in the future. Most of our international revenue and bookings are generated by sales in Europe and Asia. In addition, some of our products are developed and manufactured outside the United States and we have a large number of employees in India that provide transcription services. We also have a large number of employees in Canada, Germany and United Kingdom that provide professional services. A significant portion of the development of our voice and language solutions is conducted in Canada and Germany, and a significant portion of our imaging research and development is conducted in Hungary. We also have significant research and development resources in Austria, Belgium, Italy, and United Kingdom. Accordingly, our future results could be harmed by a variety of factors associated with international sales and operations, including:

- changes in a specific country's or region's economic conditions;
- compliance with laws and regulations in many countries and any subsequent changes in such laws and regulations;
- geopolitical turmoil, including terrorism and war;
- trade protection measures and import or export licensing requirements imposed by the United States or by other countries;
- negative consequences from changes in applicable tax laws;
- difficulties in staffing and managing operations in multiple locations in many countries;
- difficulties in collecting trade accounts receivable in other countries; and
- less effective protection of intellectual property than in the United States.

We have a history of operating losses, and may incur losses in the future, which may require us to raise additional capital on unfavorable terms.
We reported net losses of $150.3 million and $115.2 million in fiscal years 2014 and 2013, respectively, and net income of $207.1 million for the fiscal year 2012, and have a total accumulated deficit of $715.1 million as of June 30, 2015. If we are unable to return to profitability, the market price for our stock may decline, perhaps substantially. We cannot assure you that our revenue or bookings will grow or that we will return to profitability in the future. If we do not achieve profitability, we may be required to raise additional capital to maintain or grow our operations. Additional capital, if available at all, may be highly dilutive to existing investors or contain other unfavorable terms, such as a high interest rate and restrictive covenants.
Interruptions or delays in service from data center hosting facilities could impair the delivery of our service and harm our business.
We currently serve our customers from data center hosting facilities. Any damage to, or failure of, our systems generally could result in interruptions in our service. Interruptions in our service may reduce our revenue, cause us to issue credits or pay penalties, cause customers to terminate their on-demand services and adversely affect our renewal rates and our ability to attract new customers.
Our business is subject to a variety of U.S. and international laws, rules, policies and other obligations regarding data protection.
We are subject to federal, state and international laws relating to the collection, use, retention, disclosure, security and transfer of personally identifiable information. In many cases, these laws apply not only to third-party transactions, but also to transfers of information between the Company and its subsidiaries, and among the Company, its subsidiaries and other parties with which we have relations. Several jurisdictions have passed laws in this area, and other jurisdictions are considering imposing additional restrictions. These laws continue to evolve and may be inconsistent from jurisdiction to jurisdiction. Complying with emerging and changing requirements may cause us to incur substantial costs or require us to change our business practices. Noncompliance could result in penalties or significant legal liability.
Any failure by us, our suppliers or other parties with whom we do business to comply with our privacy policy or with other federal, state or international privacy-related or data protection laws and regulations could result in proceedings

against us by governmental entities or others.

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Our ability to realize the anticipated benefits of our acquisitions will depend on successfully integrating the acquired businesses.

Our prior acquisitions required, and our recently completed acquisitions continue to require, substantial integration and management efforts and we expect future acquisitions to require similar efforts. Acquisitions of this nature involve a number of risks, including:

- difficulty in transitioning and integrating the operations and personnel of the acquired businesses;
- potential disruption of our ongoing business and distraction of management;
- potential difficulty in successfully implementing, upgrading and deploying in a timely and effective manner new operational information systems and upgrades of our finance, accounting and product distribution systems;
- difficulty in incorporating acquired technology and rights into our products and technology;
- potential difficulties in completing projects associated with in-process research and development;
- unanticipated expenses and delays in completing acquired development projects and technology integration and upgrades;
- management of geographically remote business units both in the United States and internationally;
- impairment of relationships with partners and customers;
- assumption of unknown material liabilities of acquired companies;
- accurate projection of revenue and bookings plans of the acquired entity in the due diligence process;
- customers delaying purchases of our products pending resolution of product integration between our existing and our newly acquired products;
- entering markets or types of businesses in which we have limited experience; and
- potential loss of key employees of the acquired business.

As a result of these and other risks, if we are unable to successfully integrate acquired businesses, we may not realize the anticipated benefits from our acquisitions. Any failure to achieve these benefits or failure to successfully integrate acquired businesses and technologies could seriously harm our business.

We are exposed to fluctuations in foreign currency exchange rates.

Because we have international subsidiaries and distributors that operate and sell our products outside the United States, we are exposed to the risk of changes in foreign currency exchange rates. In certain circumstances, we have entered into forward exchange contracts to hedge against foreign currency fluctuations. We use these contracts to reduce our risk associated with exchange rate movements, as the gains or losses on these contracts are intended to offset any exchange rate losses or gains on the hedged transaction. We do not engage in foreign currency speculation. With our increased international presence in a number of geographic locations and with international revenue and costs projected to increase, we are exposed to changes in foreign currencies including the euro, British pound, Canadian dollar, Japanese yen, Indian rupee and Hungarian forint. Changes in the value of foreign currencies relative to the value of the U.S. dollar could adversely affect future revenue and operating results.

Our debt agreements contain covenant restrictions that may limit our ability to operate our business.

The agreement governing our senior credit facility contains, and any of our other future debt agreements may contain, covenant restrictions that limit our ability to operate our business, including restrictions on our ability to:

- incur additional debt or issue guarantees;
- create liens;
- make certain investments;
- enter into transactions with our affiliates;
- sell certain assets;
- repurchase capital stock or make other restricted payments;
- declare or pay dividends or make other distributions to stockholders; and
- merge or consolidate with any entity.

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Our ability to comply with these limitations is dependent on our future performance, which will be subject to many factors, some of which are beyond our control, including prevailing economic conditions. As a result of these limitations, our ability to respond to changes in business and economic conditions and to obtain additional financing, if needed, may be significantly restricted, and we may be prevented from engaging in transactions that might otherwise be beneficial to us. In addition, our failure to comply with our debt covenants could result in a default under our debt agreements, which could permit the holders to accelerate our obligation to repay the debt. If any of our debt is accelerated, we may not have sufficient funds available to repay the accelerated debt.

Our significant debt could adversely affect our financial health and prevent us from fulfilling our obligations under our credit facility and our convertible debentures.

We have a significant amount of debt. As of June 30, 2015, we had a total of $2,221.4 million face value of debt outstanding, $473.8 million in term loans due in August 2019, $1,050.0 million of senior notes due in 2020 and $697.7 million in convertible debentures. Investors may require us to redeem the 2031 Debentures or 2035 Debentures, totaling $433.8 million and $263.9 million, respectively, in aggregate principal amount in November 2017 or November 2021, respectively, or sooner if the closing sale price of our common stock is more than 130% of the then current conversion price for certain specified periods. If a holder elects to convert, we will be required to pay the principal amount in cash and any amounts payable in excess of the principal amount will be paid in cash or shares of our common stock, at our election. We also have a $75.0 million revolving credit line available to us through August 2018. As of June 30, 2015, there were $5.7 million of letters of credit issued, but there were no other outstanding borrowings under the revolving credit line. Our debt level could have important consequences, for example it could:

- require us to use a large portion of our cash flow to pay principal and interest on debt, including the convertible debentures and the credit facility, which will reduce the availability of our cash flow to fund working capital, capital expenditures, acquisitions, research and development expenditures and other business activities;
- restrict us from making strategic acquisitions or exploiting business opportunities;
- place us at a competitive disadvantage compared to our competitors that have less debt; and
- limit, along with the financial and other restrictive covenants related to our debt, our ability to borrow additional funds, dispose of assets or pay cash dividends.

Our ability to meet our payment and other obligations under our debt instruments depends on our ability to generate significant cash flow in the future. This, to some extent, is subject to general economic, financial, competitive, legislative and regulatory factors as well as other factors that are beyond our control. We cannot assure you that our business will generate cash flow from operations, or that additional capital will be available to us, in an amount sufficient to enable us to meet our payment obligations under the convertible debentures and our other debt and to fund other liquidity needs. If we are not able to generate sufficient cash flow to service our debt obligations, we may need to refinance or restructure our debt, including the convertible debentures, sell assets, reduce or delay capital investments, or seek to raise additional capital. If we are unable to implement one or more of these alternatives, we may not be able to meet our payment obligations under the convertible debentures and our other debt.

In addition, approximately $473.8 million of our debt outstanding as of June 30, 2015 bears interest at variable rates. If market interest rates increase, our debt service requirements will increase, which would adversely affect our results of operations and cash flows.

We have grown, and may continue to grow, through acquisitions, which could dilute our existing stockholders.

As part of our business strategy, we have in the past acquired, and expect to continue to acquire, other businesses and technologies. In connection with past acquisitions, we issued a substantial number of shares of our common stock as transaction consideration and also incurred significant debt to finance the cash consideration used for our acquisitions. We may continue to issue equity securities for future acquisitions, which would dilute existing stockholders, perhaps significantly depending on the terms of such acquisitions. We may also incur additional debt in connection with future acquisitions, which, if available at all, may place additional restrictions on our ability to operate our business.

Charges to earnings as a result of our acquisitions may adversely affect our operating results in the foreseeable future, which could have a material and adverse effect on the market value of our common stock.

Under accounting principles generally accepted in the United States of America, we record the market value of our common stock or other form of consideration issued in connection with an acquisition as the cost of acquiring the company or business. We have allocated that cost to the individual assets acquired and liabilities assumed, including various identifiable intangible assets such as acquired technology, acquired trade names and acquired customer relationships based on their respective fair values. Our estimates of fair value are based upon assumptions believed to be reasonable, but which are inherently uncertain. After we complete an acquisition, the following factors could result in material charges and may adversely affect our operating results and cash flows:

- costs incurred to combine the operations of businesses we acquire, such as transitional employee expenses and employee retention, redeployment or relocation expenses;
- impairment of goodwill or intangible assets;
- amortization of intangible assets acquired;
- a reduction in the useful lives of intangible asset acquired;
- identification of or changes to assumed contingent liabilities, both income tax and non-income tax related after our final determination of the amounts for these contingencies or the conclusion of the measurement period (generally up to one year from the acquisition date), whichever comes first;
- charges to our operating results to eliminate certain duplicative pre-merger activities, to restructure our operations or to reduce our cost structure;
- charges to our operating results resulting from expenses incurred to effect the acquisition; and
- charges to our operating results due to the expensing of certain stock awards assumed in an acquisition.

Intangible assets are generally amortized over a five to fifteen year period. Goodwill is not subject to amortization but is subject to an impairment analysis, at least annually, which may result in an impairment charge if the carrying value exceeds its implied fair value. As of June 30, 2015, we had identified intangible assets of approximately $0.8 billion, net of accumulated amortization, and goodwill of approximately $3.4 billion. In addition, purchase accounting limits our ability to recognize certain revenue that otherwise would have been recognized by the acquired company as an independent business. As a result, the combined company may delay revenue recognition or recognize less revenue than we and the acquired company would have recognized as independent companies.

Current uncertainty in the global financial markets and the global economy may negatively affect our financial results.

Our investment portfolio, which primarily includes investments in money market funds, is generally subject to credit, liquidity, counterparty, market and interest rate risks that may be exacerbated by the recent global financial crisis. If the banking system or the fixed income, credit or equity markets deteriorate or remain volatile, our investment portfolio may be impacted and the values and liquidity of our investments could be adversely affected.

Impairment of our intangible assets could result in significant charges that would adversely impact our future operating results.

We have significant intangible assets, including goodwill and intangibles with indefinite lives, which are susceptible to valuation adjustments as a result of changes in various factors or conditions. The most significant intangible assets are customer relationships, patents and core technology, completed technology and trademarks. Customer relationships are amortized on an accelerated basis based upon the pattern in which the economic benefits of customer relationships are being utilized. Other identifiable intangible assets are amortized on a straight-line basis over their estimated useful lives. We assess the potential impairment of intangible assets on an annual basis, as well as whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors that could trigger an impairment of such assets include the following:

- significant underperformance relative to historical or projected future operating results;
- significant changes in the manner of or use of the acquired assets or the strategy for our overall business;
- significant negative industry or economic trends;
- significant decline in our stock price for a sustained period;
- changes in our organization or management reporting structure that could result in additional reporting units, which may require alternative methods of estimating fair values or greater disaggregation or aggregation in our analysis by reporting unit; and
- a decline in our market capitalization below net book value.

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Future adverse changes in these or other unforeseeable factors could result in an impairment charge that would impact our results of operations and financial position in the reporting period identified.

Tax matters may cause significant variability in our financial results.

Our businesses are subject to income taxation in the U.S., as well as in many tax jurisdictions throughout the world. Tax rates in these jurisdictions may be subject to significant change. Our effective income tax rate can vary significantly between periods due to a number of complex factors including, but not limited to: (i) projected levels of taxable income; (ii) pre-tax income being lower than anticipated in countries with lower statutory rates or higher than anticipated in countries with higher statutory rates; (iii) increases or decreases to valuation allowances recorded against deferred tax assets; (iv) tax audits conducted by various tax authorities; (v) adjustments to income taxes upon finalization of income tax returns; (vi) the ability to claim foreign tax credits; (vii) the repatriation of non-U.S. earnings for which we have not previously provided for income taxes and (viii) changes in tax law and its interpretation. If our effective tax rate increases, our operating results and cash flow could be adversely affected.

Our sales to government clients subject us to risks, including early termination, audits, investigations, sanctions and penalties.

We derive a portion of our revenues and bookings from contracts with the United States government, as well as various state and local governments, and their respective agencies. Government contracts are generally subject to audits and investigations which could identify violations of these agreements. Government contract violations could result in a range of consequences including, but not limited to, contract price adjustments, civil and criminal penalties, contract termination, forfeiture of profit and/or suspension of payment, and suspension or debarment from future government contracts. We could also suffer serious harm to our reputation if we were found to have violated the terms of our government contracts.

The failure to successfully maintain the adequacy of our system of internal control over financial reporting could have a material adverse impact on our ability to report our financial results in an accurate and timely manner.

The SEC, as directed by Section 404 of the Sarbanes-Oxley Act of 2002, adopted rules requiring public companies to include a report of management on internal control over financial reporting in their annual reports on Form 10-K that contains an assessment by management of the effectiveness of our internal control over financial reporting. In addition, our independent registered public accounting firm must attest to and report on the effectiveness of our internal control over financial reporting. Any failure in the effectiveness of our system of internal control over financial reporting could have a material adverse impact on our ability to report our financial statements in an accurate and timely manner, could subject us to regulatory actions, civil or criminal penalties, shareholder litigation, or loss of customer confidence, which could result in an adverse reaction in the financial marketplace due to a loss of investor confidence in the reliability of our financial statements, which ultimately could negatively impact our stock price.

Risks Related to Our Intellectual Property and Technology

Unauthorized use of our proprietary technology and intellectual property could adversely affect our business and results of operations.

Our success and competitive position depend in large part on our ability to obtain and maintain intellectual property rights protecting our products and services. We rely on a combination of patents, copyrights, trademarks, service marks, trade secrets, confidentiality provisions and licensing arrangements to establish and protect our intellectual property and proprietary rights. Unauthorized parties may attempt to copy aspects of our products or to obtain, license, sell or otherwise use information that we regard as proprietary. Policing unauthorized use of our products is difficult and we may not be able to protect our technology from unauthorized use. Additionally, our competitors may independently develop technologies that are substantially the same or superior to our technologies and that do not infringe our rights. In these cases, we would be unable to prevent our competitors from selling or licensing these similar or superior technologies. In addition, the laws of some foreign countries do not protect our proprietary rights to the same extent as the laws of the United States. Although the source code for our proprietary software is protected both as a trade secret and as a copyrighted work, litigation may be necessary to enforce our intellectual property rights, to protect our trade secrets, to determine the validity and scope of the proprietary rights of others, or to defend against claims of infringement or invalidity. Litigation, regardless of the outcome, can be very expensive and can divert management efforts.

Third parties have claimed and may claim in the future that we are infringing their intellectual property, and we could be exposed to significant litigation or licensing expenses or be prevented from selling our products if such claims are successful.

From time to time, we are subject to claims that we or our customers may be infringing or contributing to the infringement of the intellectual property rights of others. We may be unaware of intellectual property rights of others that may cover some of our technologies and products. If it appears necessary or desirable, we may seek licenses for these intellectual property rights. However, we may not be able to obtain licenses from some or all claimants, the terms of any offered licenses may not be acceptable to us, and we may not be able to resolve disputes without litigation. Any litigation regarding intellectual property could be costly and time-consuming and could divert the attention of our management and key personnel from our business operations. Third party intellectual property disputes could subject us to significant liabilities, require us to enter into royalty and licensing arrangements on unfavorable terms, prevent us from manufacturing or licensing certain of our products, cause severe disruptions to our operations or the markets in which we compete, or require us to satisfy indemnification commitments with our customers including contractual provisions under various license arrangements. Any of these could seriously harm our business.

Our software products may have bugs, which could result in delayed or lost revenue and bookings, expensive correction, liability to our customers and claims against us.

Complex software products such as ours may contain errors, defects or bugs. Defects in the solutions or products that we develop and sell to our customers could require expensive corrections and result in delayed or lost revenue and bookings, adverse customer reaction and negative publicity about us or our products and services. Customers who are not satisfied with any of our products may also bring claims against us for damages, which, even if unsuccessful, would likely be time-consuming to defend, and could result in costly litigation and payment of damages. Such claims could harm our reputation, financial results and competitive position.

Risks Related to our Corporate Structure, Organization and Common Stock

The market price of our common stock has been and may continue to be subject to wide fluctuations, and this may make it difficult for you to resell the common stock when you want or at prices you find attractive.

Our stock price historically has been, and may continue to be, volatile. Various factors contribute to the volatility of our stock price, including, for example, quarterly variations in our financial results, new product introductions by us or our competitors and general economic and market conditions. Sales of a substantial number of shares of our common stock by our largest stockholders, or the perception that such sales could occur, could also contribute to the volatility or our stock price. While we cannot predict the individual effect that these factors may have on the market price of our common stock, these factors, either individually or in the aggregate, could result in significant volatility in our stock price during any given period of time. Moreover, companies that have experienced volatility in the market price of their stock often are subject to securities class action litigation. If we were the subject of such litigation, it could result in substantial costs and divert management's attention and resources.

The holdings of our largest stockholder may enable them to influence matters requiring stockholder approval.

As of June 30, 2015, High River Limited Partnership, Hopper Investments LLC, Barberry Corp., Icahn Partners LP, Icahn Partners Master Fund LP, Icahn Partners Master Fund II LP, Icahn Partners Master Fund III LP, Icahn Enterprises G.P. Inc., Icahn Enterprises Holdings L.P., IPH GP LLC, Icahn Capital LP, Icahn Onshore LP, Icahn Offshore LP, and Beckton Corp. (collectively, the “Icahn Group”), beneficially owned approximately 19.5% of the outstanding shares of our common stock. Brett Icahn and David Schechter of the Icahn Group have been appointed as directors of the Company. Because of its large holdings of our capital stock relative to other stockholders, the Icahn Group has a strong influence over matters requiring approval by our stockholders.

Our business could be negatively affected as a result of the actions of activist stockholders.

Responding to actions by activist stockholders can be costly and time-consuming, disrupting our operations and diverting the attention of management and our employees. Furthermore, any perceived uncertainties as to our future direction could result in the loss of potential business opportunities, and may make it more difficult to attract and retain qualified personnel and business partners.

Future sales of our common stock in the public market could adversely affect the trading price of our common stock and our ability to raise funds in new stock offerings.

Future sales of substantial amounts of our common stock in the public market, or the perception that such sales could occur, could adversely affect prevailing trading prices of our common stock and could impair our ability to raise capital through future offerings of equity or equity-related securities. In connection with past acquisitions, we issued a substantial number of shares of our common stock as transaction consideration. We may continue to issue equity securities for future acquisitions, which would dilute existing stockholders, perhaps significantly depending on the terms of such acquisitions. No prediction can be made as to the effect, if any, that future sales of shares of common stock, or the availability of shares of common stock for future sale, will have on the trading price of our common stock.

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We have implemented anti-takeover provisions, which could discourage or prevent a takeover, even if an acquisition would be beneficial to our stockholders.
Provisions of our certificate of incorporation, bylaws and Delaware law, as well as other organizational documents could make it more difficult for a third party to acquire us, even if doing so would be beneficial to our stockholders. These provisions include:

- authorized "blank check" preferred stock;
- prohibiting cumulative voting in the election of directors;
- limiting the ability of stockholders to call special meetings of stockholders;
- requiring all stockholder actions to be taken at meetings of our stockholders; and
- establishing advance notice requirements for nominations of directors and for stockholder proposals.

In addition, we have adopted a stockholder rights plan, also called a poison pill, that may have the effect of discouraging or preventing a change of control by, among other things, making it uneconomical for a third party to acquire us without the consent of our Board of Directors.
Compliance with changing regulation of corporate governance and public disclosure may result in additional expenses.
Changing laws, regulations and standards relating to corporate governance and public disclosure, including the Sarbanes-Oxley Act of 2002, the Dodd-Frank Wall Street Reform and Consumer Protection Act, new regulations promulgated by the Securities and Exchange Commission and the rules of the Nasdaq Marketplace, are resulting in increased general and administrative expenses for companies such as ours. These new or changed laws, regulations and standards are subject to varying interpretations in many cases, and as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies, which could result in higher costs necessitated by ongoing revisions to disclosure and governance practices. We are committed to maintaining high standards of corporate governance and public disclosure. As a result, we intend to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities. If our efforts to comply with new or changed laws, regulations and standards differ from the activities intended by regulatory or governing bodies, our business may be harmed.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds
The following is a summary of our share repurchases for the three months ended June 30, 2015 (in thousands, except per share data):

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program (1)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program(1)
April 1, 2015 - April 30, 2015	4,649	$14.46	4,649	$601,670
May 1, 2015 - May 31, 2015	2,124	$16.29	2,124	$567,057
June 1, 2015 - June 30, 2015	1,162	$17.68	1,162	$546,512
Total	7,935		7,935	

(1) On April 30, 2013, we announced a share repurchase program for up to $500.0 million of our outstanding shares of common stock. The plan has no expiration date. On April 29, 2015, our Board of Directors approved an additional $500.0 million under our share repurchase program.
For the majority of restricted stock units granted to employees, the number of shares issued on the date the restricted stock units vest is net of the minimum statutory income withholding tax requirements that we pay in cash to the applicable taxing authorities on behalf of our employees. We do not consider these transactions to be common stock repurchases.

Item 3. Defaults Upon Senior Securities
None.

Item 4. Mine Safety Disclosures

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Not applicable.

Item 5. Other Information
None.

Item 6. Exhibits
The exhibits listed on the Exhibit Index are filed or incorporated by reference (as stated therein) as part of this Quarterly Report on Form 10-Q.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Quarterly Report on Form 10-Q to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Burlington, Commonwealth of Massachusetts, on August 7, 2015.

Nuance Communications, Inc.

By: /s/ Daniel D. Tempesta
Daniel D. Tempesta
Executive Vice President and Chief Financial Officer

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EXHIBIT INDEX

Exhibit Number	Exhibit Description	Incorporated by Reference Form	File No.	Exhibit	Filing Date	Filed Herewith
3.1	Amended and Restated Certificate of Incorporation of the Registrant.	10-Q	000-27038	3.2	5/11/2001	
3.2	Certificate of Amendment of the Amended and Restated Certificate of Incorporation of the Registrant.	10-Q	000-27038	3.1	8/9/2004	
3.3	Certificate of Ownership and Merger.	8-K	000-27038	3.1	10/19/2005	
3.4	Certificate of Amendment of the Amended and Restated Certificate of Incorporation of the Registrant.	S-3	333-142182	3.3	4/18/2007	
3.5	Amended and Restated Bylaws of the Registrant.	8-K	000-27038	3.1	11/13/2007	
3.6	Certificate of Elimination of the Series A Participating Preferred Stock	8-K	000-27038	3.1	8/20/2013	
3.7	Certificate of Designation of Rights, Preferences and Privileges of Series A Participating Preferred Stock	8-K	000-27038	3.2	8/20/2013	
4.8.	Indenture, dated as of June 16, 2015, by and between Nuance Communications, Inc. and U.S. Bank National Association (including form of 1.50% Senior Convertible Debentures due 2035)	8-K	001-36056	4.1	6/22/2015	
10.2	Amendment No. 2 to Employment Agreement, dated June 18, 2015 by and between Nuance Communications, Inc. and Paul A. Ricci*					X
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) or 15d-14(a).					X
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) or 15d-14(a).					X
32.1	Certification Pursuant to 18 U.S.C. Section 1350.					X
101	The following materials from Nuance Communications, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2015, formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Statements of Operations, (ii) the Consolidated Statements of Comprehensive Loss, (iii) the Consolidated Balance Sheets, (iv) the Consolidated Statements of Cash Flows, and (v) Notes to Unaudited Condensed Consolidated Financial Statements.					X

* Denotes management compensatory plan or arrangement

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