Nuance Communications, Inc.
Form 10-K
November 29, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-K
(Mark One)

þ	ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
	For the fiscal year ended September 30, 2013
OR	
o	TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
	For the transition period from to

Commission file number 001-36056
NUANCE COMMUNICATIONS, INC.
(Exact name of Registrant as Specified in its Charter)

Delaware	94-3156479
(State or Other Jurisdiction of Incorporation or Organization)	(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
SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of Each Class	Name of Each Exchange on Which Registered
Common stock, $0.001 par value	NASDAQ Stock Market LLC
Preferred share purchase rights	NASDAQ Stock Market LLC

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:
None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes þ No o

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No þ

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 þ No o

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 þ No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. þ

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 þ	Accelerated filer o	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

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

The aggregate market value of the outstanding common equity held by non-affiliates of the Registrant as of the last business day of the Registrant's most recently completed second fiscal quarter was approximately $4.3 billion based upon the last reported sales price on the Nasdaq National Market for such date. For purposes of this disclosure, shares of Common Stock held by officers and directors of the Registrant and by persons who hold more than 5% of the outstanding Common Stock have been excluded because such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily conclusive.

The number of shares of the Registrant's Common Stock, outstanding as of October 31, 2013, was 314,880,222.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's definitive Proxy Statement to be delivered to stockholders in connection with the Registrant's 2014 Annual Meeting of Stockholders are incorporated by reference into Part III of this Form 10-K.

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PART I

This Annual Report on Form 10-K 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. All statements other than statements of historical fact are statements that could be deemed forward-looking, including statements pertaining to: our future revenue, cost of revenue, research and development expense, selling, general and administrative expenses, amortization of intangible assets and gross margin, earnings, cash flows and liquidity; our strategy relating to our segments; the potential of future product releases; our product development plans and investments in research and development; future acquisitions and anticipated benefits from acquisitions; international operations and localized versions of our products; our contractual commitments; our fiscal 2014 revenue and expense expectations and 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 other 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 as a result of various factors, including those set forth in Item 1A of this Annual Report under the heading “Risk Factors.” All forward-looking statements included in this document are based on information available to us on the date hereof. We will not undertake and specifically decline any obligation to update any forward-looking statements.

Item 1. Business

Overview

We are a leading provider of voice and language solutions for businesses and consumers around the world. Our solutions are used in healthcare, mobile, consumer, enterprise customer service, and imaging markets. We offer market-leading accuracy in automated speech recognition, capabilities for natural language understanding, dialog management, text-to-speech, domain knowledge and implementation capabilities, built on our significant, long-term investments in research and development. Our solutions are based on our proprietary voice and language platforms and are used every day by millions of people and thousands of businesses for tasks and services such as requesting information from a phone-based self-service solution, dictating medical records, searching the mobile Web by voice, entering a destination into a navigation system, or working with PDF documents. We continue to develop more intuitive and comprehensive speech and natural language solutions that broaden our markets by expanding the types of solutions we offer. We offer our solutions to our customers in a variety of ways, including through products, hosting, professional services and maintenance and support. Our product revenues include embedded original equipment manufacturers ("OEM") royalties, traditional enterprise perpetual licensing, term-based enterprise licensing and consumer sales. Our hosting revenues are primarily generated through on-demand service models, comprised of hosted transaction-based pricing arrangements that typically have multi-year terms. Our hosting, term license and maintenance and support revenues are recurring in nature as our customers use our products on a repeat basis to handle their needs in medical transcription, medical coding and compliance, enterprise customer service and mobile connected services. Our professional services also offer a visible revenue stream, as we have a backlog of assignments that take time to complete. 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.

We leverage our global professional services organization and our extensive network of partners to design and deploy innovative solutions for businesses and organizations around the globe. We market and sell our products directly through a dedicated sales force, through our e-commerce website and also through a global network of resellers, including system integrators, independent software vendors, value-added resellers, hardware vendors, telecommunications carriers and distributors.

We have built a world-class portfolio of intellectual property, technologies, applications and solutions through both internal development and acquisitions. We have made additional investments in 2013 in protecting our patent portfolio with increased spending on patent litigation and patent prosecution activities. We expect to continue to pursue opportunities to expand our assets, geographic presence, distribution network and customer base through acquisitions of other businesses and technologies.

We are organized in four segments: Healthcare, Mobile and Consumer, Enterprise, and Imaging. In fiscal 2013, segment revenue as a percentage of total segment revenue for Healthcare, Mobile and Consumer, Enterprise and Imaging was 47%, 24%, 17% and 12%, respectively. In fiscal 2012, segment revenue as a percentage of total segment revenue for Healthcare, Mobile and Consumer, Enterprise and Imaging was 39%, 29%, 19% and 13%, respectively. See Note 20 to the consolidated financial statements for additional information about our reportable segments.

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Healthcare

The healthcare industry is under significant pressure to streamline operations, reduce costs and improve patient care. In recent years, healthcare organizations such as hospitals, clinics, medical groups, physicians’ offices and insurance providers have increasingly turned to improving their clinical documentation process from capturing the physician voice to creating documentation through the use of the information to improve the delivery of care, quality measures, coding accuracy and appropriate reimbursement.

We provide a comprehensive set of solutions and services that support the clinical documentation process from capturing the patient encounter with their physician, to improved clinical documentation, coding, revenue cycle management and other functions. Our hosted and on-premise solutions provide platforms to generate and distribute clinical documentation through the use of advanced dictation and transcription features, and allow us to deliver scalable, highly productive medical transcription solutions. Our Clintegrity suite of products offer solutions that leverage captured information with state-of-the-art coding, compliance and record management, which streamlines health information management ("HIM") processes to assist compliance and reimbursement through professional services and time-based licenses. Through Clinical Documentation Improvement ("CDI") programs, computer-assisted coding ("CAC"), and computer-assisted physician documentation ("CAPD") we bridge the gap between physicians and coders. These solutions significantly streamline speed and completeness of documentation so that providers can shorten the time between the patient visit and the payment for that visit. Our solutions should enable future innovation to transform the way healthcare providers document patient care, through improved interface with electronic medical records and extraction of clinical information to support the billing and insurance reimbursement processes. We also offer speech recognition solutions for radiology, cardiology, pathology and related specialties, that help healthcare providers dictate, edit and sign reports without manual transcription.

We utilize a focused, enterprise sales team and professional services organization to address the market and implementation requirements of the healthcare industry. Direct distribution is supplemented by distributors and partnerships with electronic medical records application and other healthcare IT providers including, but not limited to Allscripts, Cerner, Epic, GE, IBM, McKesson and the University of Pittsburgh Medical Center ("UPMC"). In some cases, our healthcare solutions are priced under a traditional software perpetual licensing model. However, certain of our healthcare solutions, in particular our transcription solutions, are also offered on an on-demand model and priced by volume of usage (such as number of lines transcribed). Our Clintegrity product line is sold under a term-licensing model. We continue to experience an increased preference for on-demand and term-license pricing models.

Representative customers include Advocate Health Care, Adventist West, Banner Health, Carolinas HealthCare System, Cleveland Clinic, HCA, Kaiser Permanente, Mayo Clinic, NHS, Partners Healthcare System, Sharp Healthcare, Summit Health, Sutter Health, Tenet Healthcare, Trinity Health, Universal Health Services, U.S. Department of Veterans Affairs, UPMC, U.S. Army and WellSpan Health.

Mobile and Consumer

We help consumers use the powerful capabilities of their phones, cars, tablets, desktop and portable computers, personal navigation devices and other consumer electronics by enabling the use of voice commands, text-to-speech and enhanced text input solutions to control and interact with these devices more easily and naturally, and to access the array of content and services available on the Internet. We believe our market opportunity continues to grow as more cloud-connected devices are introduced, increasing the number of systems that can connect to Nuance Cloud Services. 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 advanced keyboard technologies, where the complexity of the technologies allow us to charge a higher price. In addition, we have seen the adoption of these solutions on a broadening scope of devices, such as televisions, set-top boxes, e-book readers, tablet computers, cameras and third-party downloadable applications. Our suite of mobile solutions and connected services provides a platform for our professional services team to design, develop and deploy custom solutions on a variety of mobile devices and other consumer electronics.

Our portfolio of mobile and consumer solutions and services includes an integrated suite of voice control and text-to-speech solutions, dictation applications, predictive text technologies, mobile messaging services and emerging services such as Web search and voicemail-to-text. Our suite of Dragon general purpose desktop and portable computer dictation applications increases productivity by using speech to create documents, streamline repetitive and complex tasks, input data, complete forms and automate manual transcription processes. In particular, we have focused in recent quarters on integrating our Dragon technology and brand initiatives across mobile and consumer markets. Our Dragon desktop software licensing has been impacted by recent trends in PC sales and structural changes in the Windows software distribution channel. We have strategies in place to mitigate this, including expansion into an OEM distribution model and new subscription based license models.

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We utilize a focused, enterprise sales team and professional services organization to address market and implementation requirements. We utilize direct distribution, supplemented by partnerships with electronics suppliers and integrators such as Clarion, Harman International and Rovi. Our solutions are used by mobile phone, automotive, personal navigation device, computer, television and other consumer electronics manufacturers and their suppliers, including Audi, BMW, Ford, GM, HTC, Intel, LG Electronics, Mercedes Benz, Nintendo, Nokia, Panasonic, Samsung, T-Mobile, TomTom and Toyota. Telecommunications carriers, web search companies and content providers are increasingly using our mobile search and communication solutions to offer value-added services to their subscribers and customers. Our embedded mobile solutions are sold to automobile and device manufacturers, generally on a royalty model priced per device sold, as well as on a volume of usage model and sometimes on a license model. Although we generally charge a higher price for the broader technology set needed to support the increasing scope and complexity of the latest solutions, at any given level of our technology set, we continue to see pricing pressures from our OEM partners in our mobile handset business. Our connected mobile services are sold through telecommunications carriers, voicemail system providers, smartphone application developers or directly to consumers, and generally priced on a volume of usage model (such as per subscriber or per use). 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. At the end of fiscal 2013, our mobile cloud services powered handsets, cars, televisions and other mobile devices in 38 languages. Representative connected services customers and partners include Cisco, DirecTV, Rogers, Siemens, Telefonica, Telstra, Time Warner Cable, TISA, T-Mobile and Vodafone. In addition, various smartphone application stores include hundreds of applications that utilize our technology, such as our Dragon Mobile Assistant, DragonDictation, DragonGo! and Swype, as well as third party applications including Ask.com, Bon' App, Coupons.com, Grainger, Grocery iQ, Kraft iFood App, Merriam-Webster, On-Star, PlaySay, Recipes.com, SayHi Translate, Snapguide, Sonico iTranslate, Vocre and Yellow Pages.

Our most recent versions of Dragon NaturallySpeaking for Windows and Dragon Dictate for Mac were introduced in fiscal 2012 and are currently available in eight languages. Our desktop and portable computer dictation solutions are generally sold under a traditional perpetual software license model. We utilize a combination of our global reseller network and direct sales to distribute our desktop and portable computer dictation products. Resellers include retailers such as Amazon, Best Buy and WalMart. Enterprise customers include organizations such as law firms, insurance agencies and government agencies. Representative customers include ATF, Exxon, FBI, IBM, Texas Department of Family Protective Services and Zurich.

Enterprise

To remain competitive, organizations must improve the quality of customer care while reducing costs and ensuring a positive customer experience. Technological innovation, competitive pressures and rapid commoditization have made it increasingly important for organizations to achieve enduring market differentiation and secure customer loyalty. In this environment, organizations need to satisfy the expectations of increasingly savvy and mobile consumers who demand high levels of customer service.

We deliver a portfolio of customer service business intelligence and authentication solutions that are designed to help companies better support, understand and communicate with their customers. Our solutions include the use of technologies such as voice recognition, natural language understanding, text-to-speech, voice biometrics, virtual assistants and analytics to automate caller identification and authorization, call steering, completion of tasks such as updates, purchases and information retrieval, and automated outbound notifications. Our solutions improve the customer experience, increase the use of self-service and enable new revenue opportunities for our customers. In addition, we offer solutions that improve customer care experiences through web sites and direct interaction with thin-client applications on cell phones, enabling customers to very quickly send and retrieve relevant information. Use of our voice and language processing enabled web sites and mobile customer care solutions can dramatically decrease customer care costs, in comparison to calls handled by operators.

We have expanded our cloud-based, multi-channel portfolio, which include our speech recognition, text-to-speech offerings, voice biometrics and natural language technologies as differentiators in the market. We have introduced two new intelligent virtual assistant services, Nina Mobile and Nina Web, expanded our outbound customer engagement services, and implemented voice biometrics in the cloud. We have also expanded our professional services team worldwide, both to support the increased demand of our cloud services and to enhance coverage for on-premise deployments.

We complement our solutions and products with a global professional services organization that supports customers and partners with business and systems consulting project management, user-interface design, voice science, application development and business performance optimization, allowing us to deliver end-to-end speech solutions and system integration for multi-channel automated customer care.

Our solutions are used by a wide variety of enterprises in customer-service intensive sectors, including telecommunications, financial services, travel and entertainment, and government. Our speech solutions are designed to serve our global partners and customers and are available in approximately 80 languages and dialects worldwide. In addition to our own sales and professional

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services teams, we often work closely with industry partners, including Avaya, Cisco and Genesys, that integrate our solutions into their hardware and software platforms. Our enterprise solutions offerings include both a traditional software perpetual licensing model and an on-demand model and are priced by volume of usage (such as number of minutes callers use the system or number of calls completed in the system). Representative customers include Bank of America, Barclays, Cigna, Citibank, Comcast, Deutsche Bank, Disney, FedEx, OnStar, PG&E, Telecom Italia, Telefonica, T-Mobile, U.K. HM Revenue & Customs, USAA, US Airways, Verizon and Wells Fargo.

Imaging

The evolution of the Internet, email and other networks has greatly simplified the ability to share electronic documents, resulting in an ever-growing volume of documents to be used and stored. In addition, the proliferation of network and Internet connected multifunction printers has increased the need to efficiently manage printers and enforce printing policies. Our document imaging, print management and PDF solutions reduce the costs associated with paper documents through easy to use scanning, document management and electronic document routing solutions. We offer versions of our products to multifunction printer manufacturers, home offices, small businesses and enterprise customers. In addition, we offer applications that combine network scanning, network print management and PDF creation to quickly enable distribution of documents to users' desktops or to enterprise applications. Our host of services includes software development toolkits for independent software vendors.

Our imaging solutions are generally sold under a traditional perpetual software license model, and some solutions are also offered as a hosted solution. We utilize a combination of our global reseller network and direct sales to distribute our imaging products. We license our software to multifunction printer manufacturers such as Brother, Canon, Dell, HP and Xerox, which bundle our solutions with multi-function devices, digital copiers, printers and scanners, on a royalty model, priced per unit sold. Representative customers include Aflac, Airbus, Amazon, Barclays, Blue Shield, Citibank, EMC, Ernst & Young, Eurostar, Franklin Templeton, HSBC, Intuit, Johnson & Johnson, JP Morgan Chase, Nationwide, Norwegian Tax Authorities, Office Depot, Phillips, PricewaterhouseCoopers, UPS and US Department of Justice.

Research and Development/Intellectual Property

In recent years, we have developed and acquired extensive technology assets, intellectual property and industry expertise in voice, language and imaging that provide us with a competitive advantage in our markets. Our technologies are based on complex algorithms which require extensive amounts of linguistic and image data, acoustic models and recognition techniques. A significant investment in capital and time would be necessary to replicate our current capabilities.

We continue to invest in technologies to maintain our market-leading position and to develop new applications. As of September 30, 2013, our technologies are covered by approximately 3,000 patents and 1,100 patent applications. Our intellectual property, whether purchased or developed internally, is critical to our success and competitive position and, ultimately, to our market value. We rely on a portfolio of patents, copyrights, trademarks, services marks, trade secrets, confidentiality provisions and licensing arrangements to establish and protect our intellectual property and proprietary rights. We incurred research and development expenses of $292.1 million, $225.4 million, and $179.4 million in fiscal 2013, 2012 and 2011, respectively.

International Operations

We have principal offices in a number of international locations including: Australia, Belgium, Canada, Germany, Hungary, India, Ireland, Italy, Japan, and the United Kingdom. The responsibilities of our international operations include research and development, healthcare transcription and editing, customer support, sales and marketing and administration. Additionally, we maintain smaller sales, services and support offices throughout the world to support our international customers and to expand international revenue opportunities.

Geographic revenue classification is based on the geographic areas in which our customers are located. For fiscal 2013, 2012 and 2011, 72%, 71% and 73% of revenue was generated in the United States and 28%, 29% and 27% of revenue was generated by our international customers, respectively.

Competition

The individual markets in which we compete are highly competitive and are subject to rapid technology changes. There are a number of companies that develop or may develop products that compete in our target markets; however, currently there is no one company that competes with us in all of our product areas. While we expect competition to continue to increase both from existing competitors and new market entrants, we believe that we will compete effectively based on many factors, including:

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- Specialized Professional Services. Our superior technology, when coupled with the high quality and domain knowledge of our professional services organization, allows our customers and partners to place a high degree of confidence and trust in our ability to deliver results. We support our customers in designing and building powerful innovative applications that specifically address their needs and requirements.
- International Appeal. The international reach of our products is due to the broad language coverage of our offerings, including our voice and language technology, which provides recognition for approximately 80 languages and dialects and natural-sounding synthesized speech in 151 voices, and supports a broad range of hardware platforms and operating systems. Our imaging technology supports more than 120 languages for Optical Character Recognition and document handling, with up to 20 screen language choices, including Asian languages.
- Technological Superiority. Our voice, language and imaging technologies, applications and solutions are often recognized as the most innovative and proficient products in their respective categories. Our voice and language technology has industry-leading recognition accuracy and provides a natural, voice-enabled interaction with systems, devices and applications. Our imaging technology is viewed as the most accurate in the industry. Technology publications, analyst research and independent benchmarks have consistently indicated that our products rank at or above performance levels of alternative solutions.
- Broad Distribution Channels. Our ability to address the needs of specific markets, such as financial, legal, healthcare and government, and to introduce new products and solutions quickly and effectively is enhanced through our dedicated direct sales force; our extensive global network of resellers, comprising system integrators, independent software vendors, value-added resellers, hardware vendors, telecommunications carriers and distributors; and our e-commerce website (www.nuance.com).

In our segments, we compete with companies such as Adobe, Google, M*Modal, Microsoft and 3M. In addition, a number of smaller companies in both speech and imaging offer services, technologies or products that are competitive with our solutions in some markets. In certain markets, some of our partners such as Avaya, Cisco, Genesys and Intervoice develop and market products and services that might be considered substitutes for 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.

Some of our competitors or potential competitors, such as Adobe, Google, Microsoft and 3M, 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.

Employees

As of September 30, 2013, we had approximately 12,000 full-time employees in total, including approximately 1,000 in sales and marketing, approximately 2,000 in professional services, approximately 2,000 in research and development, approximately 1,000 in general and administrative and approximately 6,000 that provide transcription and editing services. Approximately 36 percent of our employees are based outside of the United States, the majority of whom provide transcription and editing services and are based in India. Our employees are not represented by any labor union and are not organized under a collective bargaining agreement, and we have never experienced a work stoppage. We believe that our relationships with our employees are generally good.

Company Information

We were incorporated in 1992 as Visioneer, Inc. under the laws of the state of Delaware. In 1999, we changed our name to ScanSoft, Inc. and also changed our ticker symbol to SSFT. In October 2005, we changed our name to Nuance Communications, Inc. and in November 2005 we changed our ticker symbol to NUAN.

Our website is located at www.nuance.com. This Annual Report on Form 10-K, our Quarterly Reports on Form 10-Q, our Current Reports on Form 8-K, and all amendments to these reports, as well as proxy statements and other information we file with or furnish to the Securities and Exchange Commission, or the SEC, are accessible free of charge on our website. We make these documents available as soon as reasonably practicable after we file them with, or furnish them to, the SEC. Our SEC filings are also available on the SEC's website at http://www.sec.gov. Alternatively, you may access any document we have filed by visiting the SEC's Public Reference Room at 100 F Street, NE, Washington, D.C. 20549. Information on the operation of the Public Reference Room can be obtained by calling the SEC at 1-800-SEC-0330. Except as otherwise stated in these documents, the information contained on our website or available by hyperlink from our website is not incorporated by reference into this report or any other documents we file with or furnish to the SEC.

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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

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:

- 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;
- our ability to generate additional revenue from our intellectual property portfolio;
- customers delaying their purchasing decisions in anticipation of new versions of our products;
- 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.

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.

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;

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- potential difficulties in completing projects associated with in-process research and development;
- unanticipated expenses and delays in completing acquired development projects and technology integration;
- 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.

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 and certain intangible assets with indefinite lives, are not subject to amortization but are 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 September 30, 2013, we had identified intangible assets of approximately $1.0 billion, net of accumulated amortization, and goodwill of approximately $3.3 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.

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

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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.

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 September 30, 2013, we had a total of $2,472.2 million of gross debt outstanding, $482.2 million in term loans due in August 2019, $1,050.0 million of senior notes due in 2020 and $940.0 million in convertible debentures. Investors may require us to redeem the 2027 Debentures totaling $250.0 million in aggregate principal amount in August 2014, or sooner if the closing sale price of our common stock is more than 120% 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. Investors may require us to redeem the 2031 Debentures, totaling $690.0 million in aggregate principal amount in November 2017, 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 September 30, 2013, there were $6.5 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 $482.2 million of our debt outstanding as of September 30, 2013 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.

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;
- redeem capital stock or make other restricted payments;
- declare or pay dividends or make other distributions to stockholders; and
- merge or consolidate with any entity.

Our ability to comply with these covenants 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 covenants, our ability to

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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 these 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.

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 loss of $115.2 million in fiscal 2013, and net income of $207.1 million and $38.2 million for the fiscal years 2012 and 2011, respectively, and have a total accumulated deficit of $369.4 million as of September 30, 2013. If we are unable to maintain 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 maintain profitability in the future. If we do not achieve and maintain 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.

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 products 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 technology 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.

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 individual markets in which we compete are highly competitive, and are rapidly changing. Within voice and language, we compete with AT&T, Google, Microsoft, and other smaller providers. Within healthcare, we compete with 3M, M*Modal and other smaller providers. Within imaging, we compete with ABBYY, Adobe, I.R.I.S. and NewSoft. In voice and language, 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.

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, 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.

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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.

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 products 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;
- 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 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.

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; and (vii) the repatriation of non-U.S. earnings for which we have not previously provided for income taxes. If our effective tax rate increases, our operating results and cash flow could be adversely affected.

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We are subject to laws and regulations worldwide, changes to which could increase our costs and adversely affect our business.

We are subject to laws and regulations affecting our domestic and international operations in a number of areas. These U.S. and foreign laws and regulations affect various aspects of our business including, but not limited to, areas of labor, advertising, digital content, consumer protection, real estate, billing, e-commerce, promotions, quality of services, telecommunications, mobile communications and media, intellectual property ownership and infringement, import and export requirements, anti-corruption, foreign exchange controls and cash repatriation restrictions, data privacy requirements, anti-competition, environmental, health and safety.

Compliance with these laws, regulations and similar requirements may be onerous and expensive, and they may be inconsistent from jurisdiction to jurisdiction, further increasing the cost of compliance and doing business. Any such costs, which may rise in the future as a result of changes in these laws and regulations or in their interpretation could individually or in the aggregate make our products and services less attractive to our customers, delay the introduction of new products in one or more regions, or cause us to change or limit our business practices. We have implemented policies and procedures designed to ensure compliance with applicable laws and regulations, but there can be no assurance that our employees, contractors, or agents will not violate such laws and regulations or our policies and procedures.

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 patents and core technology, completed technology, customer relationships 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.

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.

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.

We conducted an analysis of our compliance with the terms and conditions of certain contracts with the U.S. General Services Administration ("GSA"). Based upon our analysis, we voluntarily notified GSA of non-compliance with the terms of two contracts. The final resolution of this matter may adversely impact our financial position.

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.

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.

Adverse changes in general economic or political conditions in any of the major countries in which we do business could adversely affect our operating results.

Adverse changes in domestic and global economic and political conditions, as well as uncertainty in the global financial markets may negatively affect our financial results. These macroeconomic developments could negatively affect our business, operating results or financial condition in a number of ways which, in turn, could adversely affect our stock price. A prolonged period of economic decline could have a material adverse effect on our results of operations and financial condition and exacerbate some of the other risk factors described herein. Our customers may defer purchases of our products, licenses, and services in response to tighter credit and negative financial news or reduce their demand for them. Our customers may also not be able to obtain adequate access to credit, which could affect their ability to make timely payments to us or ultimately cause the customer to file for protection from creditors under applicable insolvency or bankruptcy laws. If our customers are not able to make timely payments to us, our accounts receivable could increase. Political instability in any of the major countries in which we do business would also likely harm our business, results of operations and financial condition.

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.

In addition, our operating results and financial condition could be negatively affected if, as a result of economic conditions, either:

- the demand for, and prices of, our products, licenses, or services are reduced as a result of actions by our competitors or otherwise; or
- our financial counterparties or other contractual counterparties are unable to, or do not, meet their contractual commitments to us.

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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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.

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. In the event of a claim of intellectual property infringement, we may be required to enter into costly royalty or license agreements. Third parties claiming intellectual property infringement may be able to obtain injunctive or other equitable relief that could effectively block our ability to develop and sell our products.

We may incur substantial costs enforcing or acquiring intellectual property rights and defending against third-party claims as a result of litigation or other proceedings.

In connection with the enforcement of our own intellectual property rights, the acquisition of third-party intellectual property rights, or disputes relating to the validity or alleged infringement of third-party intellectual property rights, including patent rights, we have been, are currently, and may in the future be, subject to claims, negotiations or complex, protracted litigation. Intellectual property disputes and litigation are typically very costly and can be disruptive to our business operations by diverting the attention and energy of management and key technical personnel. Although we have successfully defended or resolved past litigation and disputes, we may not prevail in any ongoing or future litigation and disputes. In addition, we may incur significant costs in acquiring the necessary third party intellectual property rights for use in our products. 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 holdings of our largest stockholder may enable them to influence matters requiring stockholder approval.

As of September 30, 2013, 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 17% 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.

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.

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.

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.

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.

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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, on August 19, 2013, we implemented 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.

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Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

Our corporate headquarters are located in Burlington, Massachusetts. As of September 30, 2013, we leased approximately 1.1 million square feet of building space, primarily in the U.S., and to a lesser extent, in Europe, Canada, Japan and the Asia-Pacific regions. In addition, we own 130,000 square feet of building space located in Melbourne, Florida. We lease research and development, and sales and support offices throughout the United States and maintain leased facilities internationally in countries around the world. Larger leased sites include properties located in Montreal, Quebec, Sunnyvale, California and Bangalore, India.

As of September 30, 2013, we also lease space in specialized data centers in Massachusetts, Texas and smaller facilities around the world.

We believe our existing facilities and equipment, which are used by all operating segments, are in good operating condition and are suitable for the conduct of our business.

Item 3. Legal Proceedings

Like many companies in the software industry, we have, from time to time, been notified of claims that we may be infringing on, or contributing to the infringement of, the intellectual property rights of others. These claims have been referred to counsel, and they are in various stages of evaluation and negotiation. If it appears necessary or desirable, we may seek licenses for these intellectual property rights. There is no assurance that licenses will be offered by all claimants, that the terms of any offered licenses will be acceptable to us or that in all cases the dispute will be resolved without litigation, which may be time consuming and expensive, and may result in injunctive relief or the payment of damages by us.

Item 4. Mine Safety Disclosures

Not applicable.

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PART II

Item 5. Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

Our common stock is traded on the NASDAQ Global Select Market under the symbol “NUAN”. The following table sets forth, for our fiscal quarters indicated, the high and low sales prices of our common stock, in each case as reported on the NASDAQ Global Select Market.

	Low	High
Fiscal 2012:		
First quarter	$19.28	$26.97
Second quarter	24.37	31.15
Third quarter	19.33	26.85
Fourth quarter	19.58	25.89
Fiscal 2013:		
First quarter	$19.99	$25.33
Second quarter	18.00	24.85
Third quarter	18.05	23.38
Fourth quarter	17.90	20.01

Holders

As of October 31, 2013, there were 768 stockholders of record of our common stock.

Dividend Policy

We have never declared or paid any cash dividends on our common stock. We currently expect to retain future earnings, if any, to finance the growth and development of our business and do not anticipate paying any cash dividends in the foreseeable future. Furthermore, the terms of our credit facility place restrictions on our ability to pay dividends, except for stock dividends.

Issuer Purchases of Equity Securities

The following is a summary of our fourth quarter share repurchases:

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
July 1, 2013 - July 31, 2013	3,158,155	$18.85	3,158,155	$325,441,738
August 1, 2013 - August 31, 2013	522,287	$18.82	522,287	$315,612,135
September 1, 2013 - September 30, 2013	—	$—	—	$315,612,135
Total	3,680,442		3,680,442	$315,612,135

(1) On April 30, 2013, we announced a share repurchase program for up to $500 million of our outstanding shares of common stock. The plan has no expiration date.

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.

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Unregistered Sales of Equity Securities and Use of Proceeds

On September 6, 2013, Warburg Pincus converted 3,562,238 shares of Series B Preferred Stock into an equivalent number of common shares. The shares were issued in reliance upon an exemption from the registration requirements of the Securities Act of 1933, as amended, provided by Section 4(2) thereof because the issuance did not involve a public offering.

On August 15, 2013, we issued 934,960 shares of our common stock to International Business Machines Corporation as consideration for a collaboration agreement. The shares were issued in reliance upon an exemption from the registration requirements of the Securities Act of 1933, as amended, provided by Section 4(2) thereof because the issuance did not involve a public offering.

Item 6. Selected Consolidated Financial Data

The following selected consolidated financial data is not necessarily indicative of the results of future operations and should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K (as adjusted for the retrospective application of FASB ASC 470-20 in 2009).

	Fiscal Year Ended September 30,				
(Dollars in millions, except per share amounts)	2013	2012	2011	2010	2009
Operations:					
Total revenues	$1,855.3	$1,651.5	$1,318.7	$1,118.9	$950.4
Gross profit	1,088.7	1,046.6	818.9	709.6	590.8
Income from operations	48.5	126.2	52.6	32.9	57.6
Provision (benefit) for income taxes	18.6	(141.8)	(8.2)	18.0	40.4
Net (loss) income	$(115.2)	$207.1	$38.2	$(19.1)	$(19.4)
Net (Loss) Income Per Share Data:					
Basic	$(0.37)	$0.67	$0.13	$(0.07)	$(0.08)
Diluted	$(0.37)	$0.65	$0.12	$(0.07)	$(0.08)
Weighted average common shares outstanding:					
Basic	313.6	306.4	302.3	287.4	253.6
Diluted	313.6	320.8	316.0	287.4	253.6
Financial Position:					
Cash and cash equivalents and marketable securities	$846.8	$1,129.8	$478.5	$550.0	$527.0
Total assets	5,958.6	5,799.0	4,095.3	3,769.7	3,499.5
Long-term debt, net of current portion	2,108.1	1,735.8	853.0	851.0	848.9
Total stockholders’ equity	2,638.0	2,728.3	2,493.4	2,297.2	2,043.0
Selected Data and Ratios:					
Working capital	$604.3	$736.5	$379.9	$459.2	$376.6
Depreciation of property and equipment	39.8	31.7	27.6	21.6	18.7
Amortization of intangible assets	168.8	155.5	143.3	135.6	115.4
Gross margin percentage	58.7%	63.4%	62.1%	63.4%	62.2%

Item 7. 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 consolidated financial statements.

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Trends in Our Business

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 impending change in the coding standard from ICD-9 to ICD-10 which is scheduled to take effect in October 2014. Customers are adopting our solutions under the current coding standard, and we believe the migration to ICD-10 is creating an imperative to increase automation of this important workflow. 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 automobiles to address the growing concern of distracted driving, and the adoption of our technology on a broadening scope of devices, such as televisions, set-top boxes, e-book readers, tablet 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, where the complexity of the technologies allow us to charge a higher price. 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 strong demand for transactions which involve the sale and delivery of both software and non-software related services, as well as products to help customers define, design and implement increasingly robust and complex custom solutions such as virtual assistants. 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. 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 and systems integrator partners serving the market.

- Imaging. The imaging market is evolving to include more networked solutions, mobile access to networked solutions, and multi-function devices. 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, electronic medical records, wireless and mobile networks and related corporate infrastructure to conduct business.

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Strategy

In fiscal 2014, we will 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. We intend 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 invest further 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 Nuance 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 our global sales and 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 such as Asia and Latin America. We continue to add regional executives and 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 have proven experience in integrating businesses and technologies 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 revenue, net income, gross margins, operating margins and cash flow from operations. A summary of these key financial metrics for the fiscal year ended September 30, 2013, as compared to the fiscal year ended September 30, 2012, is as follows:

- Total revenue increased by $203.8 million to 1,855.3 million;
- Net income declined by $322.4 million to a loss of $115.2 million;
- Gross margins decreased by 4.7 percentage points to 58.7%;
- Operating margins decreased by 5.0 percentage points to 2.6%; and
- Cash provided by operating activities for the fiscal year ended September 30, 2013 was $395.0 million, a decrease of $78.0 million from the prior fiscal year.

In addition to the above key financial metrics, we also focus on certain operating metrics. A summary of these key operating metrics as of and for the period ended September 30, 2013 is as follows:

- Annualized line run-rate in our on-demand healthcare solutions increased 5% to approximately 5.1 billion lines per year. The annualized line run-rate is determined using billed equivalent line counts in a given quarter, multiplied by four; and

- Total bookings during fiscal 2013 were $1.92 billion which represent the contract value of transactions closed and recorded in the period as determined at the time of contract signing. For fixed price contracts, the bookings value represents the total contract value. For contracts where revenue is based on transaction volume, the bookings value represents the contract price times the estimated future transaction volume during the contract term, whether or not such transaction volumes are guaranteed under a minimum commitment clause.

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- Estimated three-year value of on-demand contracts increased 9% to approximately $2.1 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.

RESULTS OF OPERATIONS

Total Revenues

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

	Fiscal 2013	Fiscal 2012	Fiscal 2011	% Change 2013 vs. 2012		% Change 2012 vs. 2011	
Product and licensing	$753.7	$740.7	$607.4	1.8	%	21.9	%
Professional services and hosting	832.4	674.0	509.1	23.5	%	32.4	%
Maintenance and support	269.2	236.8	202.2	13.7	%	17.1	%
Total Revenues	$1,855.3	$1,651.5	$1,318.7	12.3	%	25.2	%
United States	$1,339.7	$1,175.2	$963.7	14.0	%	21.9	%
International	515.6	476.3	355.0	8.3	%	34.2	%
Total Revenues	$1,855.3	$1,651.5	$1,318.7	12.3	%	25.2	%

Fiscal 2013 Compared to Fiscal 2012

The geographic split for fiscal 2013 was 72% of total revenue in the United States and 28% internationally, as compared to 71% of total revenue in the United States and 29% internationally for the same period last year. The increase in the proportion of revenue generated domestically was primarily driven by our recent acquisitions in our Healthcare segment, which are primarily located in the United States.

Fiscal 2012 Compared to Fiscal 2011

The geographic split for fiscal 2012 was 71% of total revenue in the United States and 29% internationally, as compared to 73% of total revenue in the United States and 27% internationally for fiscal 2011. The increase in the proportion of revenue generated internationally was primarily due to contributions from our Mobile and Consumer and Imaging segments.

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 revenue (dollars in millions):

	Fiscal 2013		Fiscal 2012		Fiscal 2011		% Change 2013 vs. 2012		% Change 2012 vs. 2011	
Product and licensing revenue	$753.7		$740.7		$607.4		1.8	%	21.9	%
As a percentage of total revenues	40.6	%	44.9	%	46.1	%				

Fiscal 2013 Compared to Fiscal 2012

Product and licensing revenue for fiscal 2013 increased $13.0 million, as compared to fiscal 2012. The increase consisted of a $55.0 million increase in Healthcare revenue primarily driven by sales of our Clintegrity solutions from our recent acquisitions. This was offset by a $45.3 million decrease in Mobile and Consumer licensing revenue driven by lower sales of embedded licenses in handset and other consumer electronics resulting from continuing shift toward on-demand and ratable pricing models.

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As a percentage of total revenue, product and licensing revenue decreased from 44.9% to 40.6%. This decrease is driven by lower sales of embedded licenses in handset and other consumer electronics in our Mobile and Consumer segment, resulting from a continuing shift toward on-demand and ratable pricing models. In addition, the decrease include the impact of our Healthcare acquisitions in fiscal 2012 and 2013, which have a higher proportion of on-demand hosting revenue. We expect this revenue mix shift to continue in fiscal 2014.

Fiscal 2012 Compared to Fiscal 2011

Product and licensing revenue for fiscal 2012 increased $133.3 million, as compared to fiscal 2011. The increase consisted of a $74.6 million increase in Mobile and Consumer revenue primarily driven by growth in sales of our embedded solutions. Imaging product and licensing revenue increased $36.1 million, primarily driven by sales of our multi-functional peripheral ("MFP") products, which included revenue associated with our acquisition of Equitrac in the third quarter of fiscal 2011.

Professional Services and Hosting Revenue

Professional services revenue primarily consists of consulting, implementation and training services for customers. Hosting revenue primarily relates to delivering 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 revenue (dollars in millions):

	Fiscal 2013	Fiscal 2012	Fiscal 2011	% Change 2013 vs. 2012	% Change 2012 vs. 2011
Professional services and hosting revenue	$832.4	$674.0	$509.1	23.5 %	32.4 %
As a percentage of total revenues	44.9 %	40.8 %	38.6 %		

Fiscal 2013 Compared to Fiscal 2012

Professional services and hosting revenue for fiscal 2013 increased $158.4 million, as compared to fiscal 2012. The increase consisted of a $135.4 million increase in Healthcare revenue primarily driven by transactional volume growth in our on-demand solutions, of which $126.9 million was due to our acquisitions closed during fiscal 2012 and 2013. Mobile and Consumer revenue increased $25.9 million, including a $19.2 million increase driven by transactional volume growth in our connected mobile services, and an $8.3 million increase in professional services to support the custom design and implementation of next-generation mobile solutions in automobiles, handsets and other consumer electronics.

As a percentage of total revenue, professional services and hosting revenue increased from 40.8% to 44.9%. This increase is driven by our Healthcare acquisitions in fiscal 2012 and 2013, which have a higher proportion of on-demand hosting revenue. The increase also includes the continuing shift toward on-demand and ratable pricing models in our handset and other consumer electronics sales in our Mobile and Consumer segment. We expect this revenue mix shift to continue in fiscal 2014.

Fiscal 2012 Compared to Fiscal 2011

Professional services and hosting revenue for fiscal 2012 increased $164.9 million, as compared to fiscal 2011. The increase consisted of a $130.6 million increase in Healthcare revenue primarily driven by transactional volume growth in our on-demand solutions, of which $77.4 million was due to our acquisitions closed during fiscal 2011 and 2012. Mobile and Consumer revenue increased $30.9 million, primarily attributable to a $16.0 million increase in professional services to support the implementation of our embedded handset and automotive solutions and a $13.4 million increase driven by transactional volume growth in our connected mobile services.

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 revenue (dollars in millions):

	Fiscal 2013	Fiscal 2012	Fiscal 2011

				% Change 2013 vs. 2012	% Change 2012 vs. 2011
Maintenance and support revenue	$269.2	$236.8	$202.2	13.7 %	17.1 %
As a percentage of total revenues	14.5 %	14.3 %	15.3 %		

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Fiscal 2013 Compared to Fiscal 2012

Maintenance and support revenue for fiscal 2013 increased $32.4 million, as compared to fiscal 2012 primarily driven by a $14.8 million increase in Healthcare revenue resulting from growth in sales of our Dragon Medical solutions, a $7.9 million increase in Enterprise, driven by strong maintenance renewals and licenses bookings in prior periods, and a $5.4 million increase in Imaging.

Fiscal 2012 Compared to Fiscal 2011

Maintenance and support revenue for fiscal 2012 increased $34.6 million, as compared to fiscal 2011. The increase was driven by growth in our product and licensing sales which included a $15.8 million increase in Imaging revenue primarily due to our acquisition of Equitrac, and a $10.2 million increase in Healthcare revenue driven by growth in sales of our Dragon Medical solutions.

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 cost of product and licensing revenue, in dollars and as a percentage of product and licensing revenue (dollars in millions):

	Fiscal 2013	Fiscal 2012	Fiscal 2011	% Change 2013 vs. 2012	% Change 2012 vs. 2011
Cost of product and licensing revenue	$99.4	$74.8	$65.6	32.9 %	14.0 %
As a percentage of product and licensing revenue	13.2 %	10.1 %	10.8 %		

Fiscal 2013 Compared to Fiscal 2012

Cost of product and licensing revenue for fiscal 2013 increased $24.6 million, as compared to fiscal 2012, primarily due to a $23.2 million increase in cost driven by sales of our Clintegrity solutions in our healthcare segment. Gross margin decreased 3.1 percentage points primarily due to a 2.6 percentage point impact from higher costs related to our Clintegrity solutions.

Fiscal 2012 Compared to Fiscal 2011

Cost of product and licensing revenue for fiscal 2012 increased $9.2 million, as compared to fiscal 2011. The increase was primarily due to a $5.0 million increase in Imaging costs driven by our acquisition of Equitrac. Gross margin increased 0.7 percentage points primarily due to a mix shift toward our Mobile embedded solutions which carry a higher gross margin.

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 cost of professional services and hosting revenue, in dollars and as a percentage of professional services and hosting revenue (dollars in millions):

	Fiscal 2013	Fiscal 2012	Fiscal 2011	% Change 2013 vs. 2012	% Change 2012 vs. 2011
Cost of professional services and hosting revenue	$550.9	$424.7	$341.1	29.7 %	24.5 %
As a percentage of professional services and hosting revenue	66.2 %	63.0 %	67.0 %		

Fiscal 2013 Compared to Fiscal 2012

Cost of professional services and hosting revenue for fiscal 2013 increased $126.2 million, as compared to fiscal 2012. The increase was primarily driven by a $116.3 million increase in Healthcare costs related to growth in our on-demand solutions, including the impact from our acquisitions closed during fiscal 2012 and 2013. Gross margin decreased 3.2 percentage points primarily driven by an increased proportion of revenues coming from our on-demand services, including the impact of our acquisitions, as well as growth in labor costs from our hosting and transcription services.

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Fiscal 2012 Compared to Fiscal 2011

Cost of professional services and hosting revenue for fiscal 2012 increased $83.6 million, as compared to fiscal 2011. The increase was primarily driven by a $73.5 million increase in Healthcare costs related to growth in our on-demand solutions, including the impact from our acquisitions closed during fiscal 2011 and 2012. Gross margin increased 4.0 percentage points primarily due to a mix shift toward our Healthcare on-demand offerings which carry a higher gross margin and expanded margins due to an increase in automation services relating to our connected mobile solutions in our Mobile and 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 cost of maintenance and support revenue, in dollars and as a percentage of maintenance and support revenue (dollars in millions):

	Fiscal 2013		Fiscal 2012		Fiscal 2011		% Change 2012 vs. 2011		% Change 2011 vs. 2010	
Cost of maintenance and support revenue	$52.7		$45.3		$38.1		16.3	%	18.9	%
As a percentage of maintenance and support revenue	19.6	%	19.1	%	18.8	%				

Fiscal 2013 Compared to Fiscal 2012

Cost of maintenance and support revenue for fiscal 2013 increased $7.4 million, as compared to fiscal 2012. The increase was primarily due to a $5.5 million increase in costs from our acquisitions in the Healthcare and Imaging segments during the period contributing, in part, to the decrease in gross margin.

Fiscal 2012 Compared to Fiscal 2011

Cost of maintenance and support revenue for fiscal 2012 increased $7.2 million, as compared to fiscal 2011. The increase was primarily due to a $6.9 million increase in Imaging costs related to the increase revenues from our Imaging MFP products, which included the impact from the Equitrac acquisition in fiscal 2011. Gross margin remained relatively flat during the period.

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 revenue (dollars in millions):

	Fiscal 2013		Fiscal 2012		Fiscal 2011		% Change 2013 vs. 2012		% Change 2012 vs. 2011	
Research and development expense	$292.1		$225.4		$179.4		29.6	%	25.6	%
As a percentage of total revenues	15.7	%	13.6	%	13.6	%				

Fiscal 2013 Compared to Fiscal 2012

Research and development expense for fiscal 2013 increased $66.7 million, as compared to fiscal 2012. The increase was attributable to a $43.6 million increase in compensation expense, driven by headcount growth, including additional headcount from our acquisitions during the period, together with a $5.4 million increase in stock-based compensation expense. We increased investment in research and development expense to fund cloud-based speech systems and natural language understanding advancements. We expect significant investment in research and development to continue in fiscal 2014.

Fiscal 2012 Compared to Fiscal 2011

Research and development expense for fiscal 2012 increased $46.0 million, as compared to fiscal 2011. The increase was attributable to a $35.8 million increase in compensation expense, driven by headcount growth including additional headcount from our acquisitions during the period, as well as increase in stock-based compensation expense.

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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 revenue (dollars in millions):

	Fiscal 2013	Fiscal 2012	Fiscal 2011	% Change 2013 vs. 2012	% Change 2012 vs. 2011
Sales and marketing expense	$420.2	$369.2	$306.4	13.8 %	20.5 %
As a percentage of total revenues	22.6 %	22.4 %	23.2 %		

Fiscal 2013 Compared to Fiscal 2012

Sales and marketing expense for fiscal 2013 increased $51.0 million, as compared to fiscal 2012. The increase was primarily attributable to a $34.2 million increase in compensation expense, including commission expense, driven primarily by headcount growth, including additional headcount from our acquisitions during the period, together with a $4.2 million increase in stock-based compensation expense. Additionally, marketing and channel program spending increased $6.9 million to drive revenue growth as part of demand generation activities during the holiday season in the first quarter of fiscal 2013.

Fiscal 2012 Compared to Fiscal 2011

Sales and marketing expense for fiscal 2012 increased $62.8 million, as compared to fiscal 2011. The increase was primarily attributable to a $35.9 million increase in compensation expense, driven primarily by additional headcount due to operational and acquisition growth and increased stock-based compensation expense. Additionally, marketing and channel program spending increased $18.6 million to drive revenue growth as part of demand generation activities.

General and Administrative Expense

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

	Fiscal 2013	Fiscal 2012	Fiscal 2011	% Change 2013 vs. 2012	% Change 2012 vs. 2011
General and administrative expense	$176.7	$163.3	$147.6	8.2 %	10.6 %
As a percentage of total revenues	9.5 %	9.9 %	11.2 %		

Fiscal 2013 Compared to Fiscal 2012

General and administrative expense for fiscal 2013 increased $13.4 million, as compared to fiscal 2012. The increase was primarily attributable to a $12.9 million increase in compensation expense, driven primarily by headcount growth including additional headcount from our acquisitions during the period. In addition, legal expense increased $11.6 million as a result of increased spending on patent litigation and patent prosecution activities. These increases were offset by a $19.5 million decrease in stock-based compensation due to less expense related to performance-based awards and bonus resulting from lower than expected results in fiscal 2013.

Fiscal 2012 Compared to Fiscal 2011

General and administrative expense for fiscal 2012 increased $15.7 million, as compared to fiscal 2011. The increase was primarily attributable to a $26.8 million increase in compensation expense, driven primarily by additional headcount due to organic and acquisition growth and increased stock-based compensation expense, offset by a $11.0 million decrease in legal costs primarily associated with decrease in on-going litigation activities.

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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):

	Fiscal 2013	Fiscal 2012	Fiscal 2011	% Change 2013 vs. 2012	% Change 2012 vs. 2011
Cost of revenue	$63.6	$60.0	$55.1	6.0 %	8.9 %
Operating expense	105.3	95.4	88.2	10.4 %	8.2 %
Total amortization expense	$168.9	$155.4	$143.3	8.7 %	8.4 %
As a percentage of total revenues	9.1 %	9.4 %	10.9 %		

Fiscal 2013 Compared to Fiscal 2012

Amortization of intangible assets expense for fiscal 2013 increased $13.5 million, as compared to fiscal 2012. The increase was primarily attributable to the amortization of acquired customer relationships from our business acquisitions during fiscal 2013 and the second half of fiscal 2012.

Fiscal 2012 Compared to Fiscal 2011
Amortization of intangible assets expense for fiscal 2012 increased $12.1 million, as compared to fiscal 2011. The increase was primarily attributable to the amortization of acquired customer relationships from our business acquisitions during fiscal 2012 and the second half of fiscal 2011.
Based on our balance of amortizable intangible assets as of September 30, 2013, and assuming no impairment or change in useful lives, we expect amortization of intangible assets for fiscal 2014 to be $161.9 million.
Acquisition-Related Costs, Net
Acquisition-related costs include those 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):

	Fiscal 2013	Fiscal 2012	Fiscal 2011	% Change 2013 vs. 2012	% Change 2012 vs. 2011
Transition and integration costs	$28.3	$9.9	$3.4	185.9 %	191.2 %
Professional service fees	20.4	48.4	18.0	(57.9)%	168.9 %
Acquisition-related adjustments	(19.0)	0.4	0.5	(4,850.0)%	(20.0)%
Total Acquisition-related costs, net	$29.7	$58.7	$21.9	(49.4)%	168.0 %
As a percentage of total revenue	1.6 %	3.6 %	1.7 %		

Fiscal 2013 Compared to Fiscal 2012
Acquisition-related costs, net for fiscal 2013 decreased $29.0 million, as compared to fiscal 2012. The decrease in net expense was driven by an income of $19.0 million recognized in fiscal 2013 related to the elimination of contingent liabilities established in the original allocations of purchase price for which the measurement period has ended, following the expiration of the applicable statute of limitations. In addition, professional service fees decreased $28.0

million due to lower post-acquisition legal and regulatory costs associated with acquisitions in fiscal 2013 as compared to fiscal 2012. These decreases were offset by an $18.4 million increase in transition and integration costs attributable to a $12.5 million compensation expense recognized for the contingent earn-out obligation related to our acquisition of JA Thomas, as well as post-acquisition transition costs associated with recently completed acquisitions.

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Fiscal 2012 Compared to Fiscal 2011

Acquisition-related costs, net for fiscal 2012 increased $36.8 million, as compared to fiscal 2011. The increase was primarily driven by an increase in professional fees incurred associated with the post-acquisition legal and regulatory costs associated with recently completed acquisitions. For fiscal 2012, transition and integration costs consisted primarily of the costs associated with transitional employees from our acquisition of Swype.

Restructuring and Other Charges, Net

The following table sets forth the activity relating to the restructuring accruals included in Restructuring and Other Charges, net, in fiscal 2013, 2012 and 2011 (dollars in millions):

	Personnel Related	Facilities Costs	Other	Total
Balance at September 30, 2010	$1.8	$0.3	$—	$2.1
Restructuring charges, net	9.1	1.9	12.0	23.0
Non-cash adjustments	0.2	—	(11.9)	(11.7)
Cash payments	(6.0)	(1.2)	(0.1)	(7.3)
Balance at September 30, 2011	5.1	1.0	—	6.1
Restructuring charges, net	6.7	0.4	0.4	7.5
Cash payments	(10.1)	(1.3)	(0.4)	(11.8)
Balance at September 30, 2012	1.7	0.1	—	1.8
Restructuring charges, net	15.3	1.6	0.3	17.2
Non-cash adjustment	(0.5)	—	(0.3)	(0.8)
Cash payments	(12.3)	(0.5)	—	(12.8)
Balance at September 30, 2013	$4.2	$1.2	$—	$5.4

For fiscal 2013, we recorded net restructuring charges of $17.2 million, which included a $14.6 million severance charge related to the elimination of approximately 300 personnel across multiple functions. In addition to the restructuring charges, we recorded a net gain of $0.8 million related to the sales of two immaterial product lines, which is included in restructuring and other charges, net in our consolidated statements of operations.

For fiscal 2012, we recorded net restructuring and other charges of $7.5 million, which included a $6.7 million severance charge related to the elimination of approximately 160 personnel across multiple functions primarily to eliminate duplicative positions as a result of businesses acquired.

For fiscal 2011, we recorded net restructuring and other charges of $23.0 million, which consisted primarily of an $11.7 million impairment charge related to our Dictaphone trade name resulting from a change in our Healthcare marketing strategy under which we plan to consolidate our brands and will no longer be using the Dictaphone trade name in our new product offerings. In addition, we recorded a $9.1 million charge related to the elimination of approximately 200 personnel across multiple functions primarily to eliminate duplicative positions as a result of businesses acquired during the year and a $1.9 million charge related to the elimination or consolidation of excess facilities.

Other (Expense) Income

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

	Fiscal 2013	Fiscal 2012	Fiscal 2011	% Change 2013 vs. 2012	% Change 2012 vs. 2011
Interest income	$1.6	$2.2	$3.2	(27.3)%	(31.3)%
Interest expense	(137.8)	(85.3)	(36.7)	61.5%	132.4%
Other (expense) income, net	(9.0)	22.2	11.0	(140.5)%	101.8%

Total other expense, net	$(145.2)	$(60.9)	$(22.5)
As a percentage of total revenue	7.8 %	3.7 %	1.7 %

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Fiscal 2013 Compared to Fiscal 2012

Interest expense for fiscal 2013 increased $52.5 million, as compared to fiscal 2012. The increase in interest expense was due to the issuance of $700.0 million of Senior Notes in the fourth quarter of fiscal 2012, as well as an additional $350.0 million of Senior Notes issued in the first quarter of fiscal 2013. Other (expense) income, net decreased $31.2 million from income of $22.2 million in fiscal 2012 to an expense of $9.0 million in fiscal 2013. This decrease included the impact of the fair value adjustments on our security price guarantees, which resulted in a gain of $8.0 million in fiscal 2012, as compared to a loss of $6.6 million in fiscal 2013, driven by our decreasing stock price in fiscal 2013. Also included in Other (expense) income, net in fiscal 2012 was a $13.7 million gain recognized on the original non-controlling equity interest in Vlingo upon the completion of the Vlingo acquisition.

Fiscal 2012 Compared to Fiscal 2011

Interest expense for fiscal 2012 increased $48.6 million, as compared to fiscal 2011. The increase in interest expense was due to the issuance of $690 million of 2.75% Convertible Debentures due in 2031 in the first quarter of fiscal 2012 and $700 million of 5.375% Senior Notes due in 2020 in the fourth quarter of fiscal 2012. This increased cash interest expense by $22.7 million and non-cash interest by $21.8 million.

Other income, net for fiscal 2012 increased $11.2 million, as compared to fiscal 2011. The increase was primarily driven by a $13.7 million gain recognized on the original non-controlling equity interest in Vlingo upon our acquisition of Vlingo during the third quarter of fiscal 2012.

Provision (Benefit) for Income Taxes

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

	Fiscal 2013		Fiscal 2012		Fiscal 2011		% Change 2013 vs. 2012		% Change 2012 vs. 2011	
Provision (benefit) for income taxes	$18.6		$(141.8	)	$(8.2	)	(113.1	)%	1,629.3	%
Effective income tax rate	(19.2	)%	(217.2	)%	(27.4	)%				

Fiscal 2013 Compared to Fiscal 2012

Our effective income tax rate was approximately (19.2)% in fiscal 2013, compared to approximately (217.2%) in fiscal 2012. Provision for income taxes increased $160.4 million in fiscal 2013 as compared to fiscal 2012. In fiscal 2012, we recorded a release of valuation allowance totaling $145.6 million as a result of tax benefits recorded in connection with our acquisitions during the period for which a net deferred tax liability was established in purchase accounting as well as a release of valuation allowance for which it was more likely than not that certain deferred tax assets were realizable. In fiscal 2013, no comparable benefit was recognized. During the third quarter of fiscal 2013, we determined that we had new negative evidence related to our domestic deferred tax asset recoverability assessment. This new evidence, resulting from two consecutive quarterly reductions in our earnings forecast during fiscal 2013, primarily due to the continuing shift toward on-demand and ratable product offerings and revenue streams, led us to establish a valuation allowance against our net domestic deferred tax assets. This valuation allowance was offset by the tax benefits from our current year domestic losses and credits. We also recorded a $10.4 million tax provision representing the establishment of the valuation allowance related to our net domestic deferred tax assets at the beginning of the year.

The effective income tax rate was also impacted by our foreign operations which are subject to a significantly lower tax rate than the U.S. statutory tax rate. This rate differential is driven by our subsidiaries in Ireland. In fiscal 2013, this lower foreign tax rate differential was offset by the impact of the transfer of intangible property between certain of our foreign subsidiaries with significantly different local statutory tax rates. Although the transfer of intangible property between consolidated entities did not result in any gain in the consolidated results of operations, we generated a taxable gain in certain jurisdictions. The future tax deductions associated with the amortization of the transferred intangibles will be generated in a jurisdiction that will not generate an offsetting tax benefit in future periods. (See Note 19 of our Notes to Consolidated Financial Statements).

Fiscal 2012 Compared to Fiscal 2011

Our effective income tax rate was (217.2)% and (27.4)% for fiscal 2012 and 2011, respectively. Benefit from income taxes increased $133.6 million from $8.2 million in fiscal 2011 to $141.8 million in fiscal 2012. The increase in benefit from income taxes included the release of our valuation allowance resulting from our acquisitions during fiscal 2012 and the recognition of certain deferred tax assets. During fiscal 2012, we recorded a release of valuation allowance of $75.1 million as a result of tax benefits recorded in connection with our acquisitions during the period for which a net deferred tax liability was established in

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purchase accounting. In addition, by the end of fiscal 2012, we made a determination that it is more likely than not that certain of our deferred tax assets, primarily in the U.S., will be realized which resulted in a release of $70.5 million of our valuation allowance.

Our effective income tax rate is influenced by the level and mix of earnings and losses by taxing jurisdiction in combination with the applicable differences between U.S. and foreign tax rates. Accordingly, changes in the jurisdictional mix of pre-tax income in the current year can result in pre-tax income being higher or lower than the prior year in countries with lower statutory tax rates, which causes our effective income tax rate to fluctuate. The impact of such changes could be meaningful in countries with statutory income tax rates that are significantly lower than the U.S. statutory income tax rate of 35%. In 2012, we consolidated international sales and financial management in a newly created international headquarters in Dublin, Ireland. This Irish entity is our principal entity selling to customers in countries outside of North America and Japan. In years before fiscal 2012, sales to these regions were made by our subsidiary in Belgium pursuant to a license which returned most of the Belgium profits back to the U.S. through a royalty arrangement. In connection with the establishment of the international headquarters in Dublin, we implemented a new intellectual property strategy pursuant to which the right to use U.S.-owned intellectual property now resides with our Irish headquarter entity. While our Ireland subsidiaries make royalty and other payments to the U.S., the majority of profits earned by the Irish entities are retained offshore to fund our future growth in Europe, the Middle East, Africa and the Asia Pacific regions. In future periods, if our foreign profits grow, we expect substantially all of our income before income taxes from foreign operations will be earned in Ireland. The statutory rate related to our Ireland profits is lower than the U.S, statutory rate and as a result we would expect our effective tax rate to decrease as profits in Ireland increase.

SEGMENT ANALYSIS

We operate in, and report financial information for, the following four reportable segments: Healthcare, Mobile and Consumer, Enterprise and Imaging.

Segment revenues include certain revenue adjustments related to acquisitions that would otherwise have been recognized but for the purchase accounting treatment of the business combinations. Segment revenues also include revenue that we would have otherwise recognized had we not acquired intellectual property and other assets from the same customer. We include these revenues and the related cost of revenues to allow for more complete comparisons to the financial results of historical operations, forward-looking guidance and the financial results of peer companies and in assessing management performance.

Segment profit is an important measure used for evaluating performance and for decision-making purposes. Segment profit 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.

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

	Fiscal 2013		Fiscal 2012		Fiscal 2011		% Change 2013 vs. 2012		% Change 2012 vs. 2011	
Segment Revenues										
Healthcare	$911.6		$669.4		$526.8		36.2	%	27.1	%
Mobile and Consumer	479.2		508.3		393.3		(5.7	)%	29.2	%
Enterprise	323.5		332.0		296.4		(2.6	)%	12.0	%
Imaging	243.4		228.4		177.4		6.6	%	28.7	%
Total segment revenues	$1,957.7		$1,738.1		$1,393.9		12.6	%	24.7	%
Less: acquisition related revenue adjustments	(102.4	)	(86.6	)	(75.2	)	18.2	%	15.2	%
Total revenues	$1,855.3		$1,651.5		$1,318.7		12.3	%	25.2	%
Segment Profit										
Healthcare	$352.2		$314.9		$269.4		11.8	%	16.9	%
Mobile and Consumer	143.0		227.6		170.9		(37.2	)%	33.2	%
Enterprise	78.9		90.8		63.3		(13.1	)%	43.4	%
Imaging	98.2		91.6		69.1		7.2	%	32.6	%
Total segment profit	$672.3		$724.9		$572.7		(7.3	)%	26.6	%
Segment Profit Margin										
Healthcare	38.6	%	47.0	%	51.1	%	(8.4	)	(4.1	)
Mobile and Consumer	29.8	%	44.8	%	43.5	%	(15.0	)	1.3	
Enterprise	24.4	%	27.3	%	21.4	%	(2.9	)	5.9	
Imaging	40.3	%	40.1	%	39.0	%	0.2		1.1	
Total segment profit margin	34.3	%	41.7	%	41.1	%	(7.4	)	0.6	

Segment Revenue

Fiscal 2013 Compared to Fiscal 2012

- Healthcare segment revenue increased $242.2 million. Our professional services and hosting revenue increased $149.4 million, primarily due to growth in on-demand transactional volume, of which $141.3 million of the increase resulted from our acquisitions during fiscal 2012 and 2013. Our product and licensing revenues increased $78.0 million primarily driven by a $66.5 million increase in sales of our Clintegrity solutions from our recent acquisitions.
- Mobile and Consumer segment revenue decreased $29.1 million. Our product and licensing revenue declined $64.1 million, primarily driven by lower sales of embedded licenses in handset and other consumer electronics resulting from a continuing shift toward on-demand and ratable pricing models. Our professional services and hosting revenue grew $30.3 million primarily attributable to an increase of $23.4 million in on-demand revenue driven by transactional volume growth of our connected mobile services, and an $8.6 million increase in professional services to support the custom design and implementation of our next generation mobile solutions in automobiles, handsets and other consumer electronics.
- Enterprise segment revenue decreased $8.5 million. Our product and licensing revenue declined $16.0 million, driven primarily by lower product and licensing revenue in Europe. Maintenance and support revenue increased $8.1 million driven by strong maintenance renewals from license bookings in prior periods.
- Imaging segment revenue increased $15.0 million. Our product and licensing revenue grew $11.1 million primarily driven by our fiscal 2012 and 2013 acquisitions.

Fiscal 2012 Compared to Fiscal 2011

- Healthcare segment revenue increased $142.6 million, primarily attributable to revenue growth in on-demand solutions. Professional services and hosting revenue increased $119.7 million due to growth in on-demand transactional volume, of which $77.4 million of the increase was due to additional volume resulting from our acquisitions during fiscal 2011 and 2012.

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- Mobile and Consumer segment revenue increased $115.0 million. Our product and licensing revenue grew $83.3 million, mainly driven by growth in our embedded handset, automotive and other consumer electronics. Our professional services and hosting revenue grew $32.8 million primarily driven by a $17.7 million increase in professional services to support the implementations of our embedded handset and automotive solutions as well as a $15.0 million increase driven by transactional volume growth in our connected mobile services.
- Enterprise segment revenue increased $35.6 million. Our product and licensing revenue grew $25.0 million, driven primarily by contributions from our acquisition of Loquendo. Our maintenance and support revenue grew $8.2 million from the continued strength in renewals.
- Imaging segment revenue increased $51.0 million. Our product and licensing revenue grew $32.5 million and our maintenance and support grew $18.2 million, primarily due to growth in sales from our MFP products driven by our acquisition of Equitrac.

Segment Profit

Fiscal 2013 Compared to Fiscal 2012

- Healthcare segment profit in fiscal 2013 increased $37.3 million, or 11.8%, over fiscal 2012, driven primarily by segment revenue growth of 36.2%, partially offset by increased costs from growth in sales of our on-demand solutions and investments in research and development. Segment profit margin declined 8.4 percentage points from 47.0% in fiscal 2012 to 38.6% in fiscal 2013. This decrease in profit margin was primarily driven by lower segment gross margin of 6.5 percentage points due to pressures in margin resulting from our acquired businesses that have a large service component, yet are not fully at scale and are at a stage that requires significant infrastructure and labor investments for deployment. In addition, profit margin decreased 1.9 percentage points due to increased investments in research in development to support innovation and product initiatives.
- Mobile and Consumer segment profit in fiscal 2013 decreased $84.6 million, or 37.2%, over fiscal 2012, primarily due to lower product and licensing revenue and increased investments in research and development. Segment profit margin declined by 15.0 percentage points, from 44.8% in fiscal 2012 to 29.8% in the current period. This decrease in margin was primarily driven by a 6.2 percentage point increase in research and development spending to fund cloud-based speech systems and natural language understanding advancements, as well as a 5.8 percentage point decrease in segment gross margin due to a shift in revenue mix from product and licensing revenue to on-demand and professional services revenue as well as the costs to deploy large solutions for key customers.
- Enterprise segment profit in fiscal 2013 decreased $11.9 million, or 13.1%, over fiscal 2012, driven primarily by lower product and licensing revenue in Europe and higher selling expenses. Segment profit margin decreased 2.9 percentage points from 27.3% in fiscal 2012 to 24.4% in fiscal 2013. This decrease in margin was primarily driven by higher sales and marketing expenses, which reduced margins by 3.5 percentage points, offset by gross margin improvement of 0.7 percentage points due to cost-saving measures during the period.
- Imaging segment profit in fiscal 2013 increased $6.6 million, or 7.2%, over fiscal 2012, driven primarily by growth in revenue from our acquisitions in fiscal 2012 and 2013. Segment profit margin of 40.3% in 2013 was relatively flat as compared to fiscal 2012.

Fiscal 2012 Compared to Fiscal 2011

- Healthcare segment profit in fiscal 2012 increased $45.5 million, or 16.9%, over fiscal 2011, driven primarily by segment revenue growth of 27.1%, partially offset by increased costs from growth in sales of our on-demand solutions. Segment profit margin decreased 4.1 percentage points from 51.1% in fiscal 2011 to 47.0% in fiscal 2012. This decrease was primarily driven by a decrease of 5.1 percentage points in margin due to a higher proportion of editing services in our on-demand offerings, which included impact of the Transcend acquisition, and a 0.6 percentage point improvement due to leveraging of selling expenses.
- Mobile and Consumer segment profit in fiscal 2012 increased $56.7 million, or 33.2%, over fiscal 2011, primarily due to segment revenue growth of 29.2%, partially offset by increased investment in research and development and marketing. Segment profit margin in fiscal 2012 improved 1.3 percentage points from 43.5% in fiscal 2011 to 44.8% in fiscal 2012. This increase was primarily driven by a 2.2 percentage point improvement in margin due to a favorable mix shift toward our embedded product revenue and a 2.5 percentage point improvement due to leveraging of selling

expense. These improvements were offset by a 2.0 percentage point decrease in segment profit margin due to increased investment in

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research and development to support new product offerings and a 1.1 percentage point decrease as a result of higher marketing demand creation costs to drive Dragon consumer product sales.

- Enterprise segment profit in fiscal 2012 increased $27.5 million, or 43.4%, over fiscal 2011, driven primarily by segment revenue growth of 12.0%, partially offset by increased investment in sales expense. Segment profit margin in fiscal 2012 increased 5.9 percentage points from 21.4% in fiscal 2011 to 27.3% in fiscal 2012. This increase benefited from a favorable mix of product and licensing revenues which includes the impact of the acquisition of Loquendo, contributing to an increase in gross margins of 5.3 percentage points, as well as a 1.2 percentage point improvement driven by operating expense leverage in research and development.
- Imaging segment profit in fiscal 2012 increased 22.5 million, or 32.6%, over fiscal 2011, driven in part from a 28.7% increase in segment revenue, offset by increased investment in marketing and selling expenses. Segment profit margin increased 1.1 percentage points from 39.0% in fiscal 2011 to 40.1% in fiscal 2012. The change in segment profit margin included a 2.5 percentage point improvement due to leveraging selling expense, offset by 1.9 percentage points of segment margin erosion due to increased marketing spend to drive revenue growth.

LIQUIDITY AND CAPITAL RESOURCES

Cash and cash equivalents and marketable securities totaled $846.8 million as of September 30, 2013, a decrease of $283.0 million as compared to $1,129.8 million as of September 30, 2012. Our working capital at September 30, 2013 was $604.3 million compared to $736.5 million of working capital at September 30, 2012. Cash and cash equivalents and marketable securities held by our international operations totaled $65.8 million and $78.8 million at September 30, 2013 and 2012, 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 amounts, we do not believe that the resulting withholding taxes payable would have a material impact on our liquidity. As of September 30, 2013, our total accumulated deficit was $369.4 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. The holders of our 2027 Convertible Debentures may require us to redeem the outstanding balance of $250.0 million in August 2014. We expect that we will be able to use our existing cash balances, including cash generated by our operating activities during fiscal 2014, to fund the retirement of the 2027 Debentures, if required by the holders. However, we will assess our operating and investing cash flow requirements and the borrowing economics in the capital markets at that time to determine the appropriate funding source.

We believe our current cash and cash equivalents are sufficient to meet our operating needs for at least the next twelve months.

Cash provided by operating activities

Fiscal 2013 Compared to Fiscal 2012

Cash provided by operating activities for fiscal 2013 was $395.0 million, a decrease of $78.0 million, or 16%, as compared to cash provided by operating activities of $473.0 million for fiscal 2012. The net decrease was primarily driven by the following factors:

- A decrease of $158.5 million in cash flows resulting from higher net loss, exclusive of non-cash adjustment items which includes a decrease in deferred tax benefit of $149.1 million driven by the change in our valuation allowance;
- Offset by an increase of $35.6 million in cash flows generated by changes in working capital excluding deferred revenue; and
- An increase in cash flows of $45.0 million from an overall increase in deferred revenue. The increase in deferred revenue was primarily attributable to continued growth in Imaging and Healthcare maintenance and support arrangements, new mobile on-demand service offerings where a portion of the fees are collected upfront, and the emergence of Healthcare term and subscription software arrangements that are recognized ratably.

Fiscal 2012 Compared to Fiscal 2011

Cash provided by operating activities for fiscal 2012 was $473.0 million, an increase of $115.6 million, or 32%, as compared to cash provided by operating activities of $357.4 million for fiscal 2011. The increase was primarily driven by the following factors:

- An increase of $89.8 million in cash flows resulting from higher net income, exclusive of non-cash adjustment items which includes deferred tax benefit of $151.5 million driven by the release of our valuation allowance;

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- An increase of $42.5 million in cash flows generated by changes in working capital excluding deferred revenue, primarily driven by a onetime payment of €18.0 million ($23.4 million equivalent) during the first quarter of fiscal 2011 for a fixed obligation assumed in connection with our acquisition of SpinVox and a $30.8 million increase in cash flows due to changes in accounts payable; and
- A decrease in cash flows of $16.8 million from deferred revenue.

Cash used in investing activities

Fiscal 2013 Compared to Fiscal 2012

Cash used in investing activities for fiscal 2013 was $693.9 million, a decrease of $230.6 million, or 25%, as compared to cash used in investing activities of $924.5 million for fiscal 2012. The net decrease was primarily driven by the following factors:

- A decrease in cash outflows of $277.3 million for business and technology acquisitions;
- A decrease in cash outflows of $7.3 million for capital expenditures; and
- Offset by an increase in cash outflows of $24.3 million from purchases of marketable securities and other investments and a reduction in cash inflows of $23.0 million from the sales and maturities of marketable securities and other investments.

Fiscal 2012 compared to Fiscal 2011

Cash used in investing activities for fiscal 2012 was $924.5 million, an increase of $498.6 million, or 117%, as compared to cash used in investing activities of $425.9 million for fiscal 2011. The net increase was primarily driven by the following factors:

- An increase in cash outflows of $475.9 million for business and technology acquisitions, primarily driven by the cash consideration paid in connection with our acquisitions in fiscal 2012; and
- An increase in cash outflows of $28.0 million resulting from additional capital expenditure, primarily related to the purchase of a corporate asset during fiscal 2012.

Cash (used in) provided by financing activities

Fiscal 2013 Compared to Fiscal 2012

Cash used in financing activities for fiscal 2013 was $20.7 million, a decrease of $1,153.7 million, or 102%, as compared to cash provided by financing activities of $1,133.0 million for fiscal 2012. The net decrease was primarily driven by the following factors:

- A decrease in cash inflows of $739.8 million from proceeds of debt issuances. Fiscal 2012 activities included cash inflows of $689.1 million from the issuance of the Senior Notes due in 2020, as well as $676.1 million from the issuance of the 2031 Debentures, net of issuance costs and original issue discount. Fiscal 2013 activities included proceeds of $351.7 million of Senior Notes due in 2020 issued in the first quarter of fiscal 2013 together with $277.1 million related to the amendment of our Credit Facility in August 2013;
- An increase in cash outflows of $419.0 million for the payment of long-term debt, which includes $277.1 million related to the amendment of our Credit Facility in August 2013 and the October 2012 payment of $143.5 million on our term loan;
- An increase in cash outflows of $10.6 million as a result of higher cash payments required to net share settle employee equity awards, due to an increase in vesting activities during fiscal 2013 as compared to fiscal 2012; and
- Offset by a decrease in cash outflows of $15.6 million related to our share repurchase program. We repurchased 9.8 million shares of our common stock for total cash outflows of $184.4 million in fiscal 2013 as compared to our repurchase of 8.5 million shares of our common stock for total cash outflows of $200.0 million in fiscal 2012.

Fiscal 2012 compared to Fiscal 2011

Cash provided by financing activities for fiscal 2012 was $1,133.0 million, an increase of $1,127.0 million, or 18,783%, as compared to cash provided by financing activities of $6.0 million for fiscal 2011. The change was primarily driven by the following factors:

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- A $689.1 million cash inflow resulting from the issuance of the Senior Notes due 2020, net of issuance costs in August 2012;
- A $676.1 million cash inflow resulting from the issuance of the 2031 Debentures, net of issuance costs, offset by $200.0 million that we used to repurchase 8.5 million shares of our common stock in October 2011;
- Offset by a decrease of $21.1 mil