FORM 4

Check this box if no longer

subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden
hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address Steele James	of Reporting Perso	2. Issuer Name ar		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)								
(Last) C/O AUDIENCE, INC 331 FAIRCHILD DR.	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/16/2015 4. If Amendment, Date of Original Filed (Month/Day/Year)						v Off	rector ficer (give title low) VP, Engir	10% Owner Other (specify below)	
(Street) MOUNTAIN VIEW (City)	CA (State)	94043 (Zip)							6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
		Table I - Nor	n-Derivative Securit	ies Acquired, Disp	osed of,	or Be	eneficially C	wnec	k			
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		` '	osed	Of (D)			7. Nature of Indirect Beneficial Ownership (Instr. 4)

				(e.g.,	puts, c	alls, warr	ants	s, options, cor	vertible sec	curities)					-
Derivative Security	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)					9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Be Ov (Ir
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	\$0.001 (1)	03/16/2015	03/16/2015	A		20,000		(2)	(2)	Common Stock	20,000	\$0	20,000	D	
Option to purchase Common Stock (3)	\$4.63	03/16/2015	03/16/2015	A		110,000		04/16/2015	03/16/2025	Common Stock	110,000	\$0	110,000	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

Explanation of Responses:

- 1. Represents par value of ADNC common stock
- 2. 12.5% of the restricted stock unit will vest on September 16, 2015, 12.5% of the restricted stock unit will vest every six months thereafter provided that the reporting person is a service provider to the Issuer on each such vest date. Shares will be delivered to reporting person on each vest date.
- 3. 1/48th of the shares subject to the option shall vest and become exercisable each month after March 16, 2015, provided that the reporting person is a service provider to the Issuer on each such vest date.

Eric Johnson Atty-in-Fact for James
Steele

03/18/2015

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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