

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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 of Reporting Person* <u>Steele James</u>	2. Date of Event Requiring Statement (Month/Day/Year) <u>03/16/2015</u>	3. Issuer Name and Ticker or Trading Symbol <u>AUDIENCE INC</u> [<u>ADNC</u>]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) <u>C/O AUDIENCE, INC.</u> <u>331 FAIRCHILD DR.</u>		Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Engineering</u>	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) <u>MOUNTAIN VIEW</u> <u>CA</u> <u>94043</u>			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>3,547</u>	<u>D</u>	

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Unit	(1)	(1)	Common Stock	50,574	0.001 ⁽²⁾	D	
Restricted Stock Unit	(3)	(3)	Common Stock	18,966	0.001 ⁽²⁾	D	
Restricted Stock Unit	(4)	(4)	Common Stock	10,000	0.001 ⁽²⁾	D	

Explanation of Responses:

- 1/3rd of the restricted stock unit will vest and become exercisable on July 11, 2015, and 1/3rd of the restricted stock unit will vest and become exercisable annually 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.
- Represents par value of ADNC common stock
- 6,322 of the restricted stock unit will vest and become exercisable on July 11, 2015 and 12,644 of the restricted stock unit will vest and become exercisable on January 11, 2016 provided that the reporting person is a service provider to the Issuer on each vest date. Shares will be delivered to reporting person on each vest date.
- 25% of the restricted stock unit will vest and become exercisable on August 24, 2015, 25% of the restricted stock unit will vest and become exercisable on February 24, 2016 and 50% of the restricted stock unit will vest and become exercisable on August 24, 2016 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.

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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.