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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 * | 2. Date of Event Requiring Statement (Month/Day/Year) | 3. Issuer Name and Ticker or Trading Symbol | |
| <u>Matus Kristi Ann</u> | <u>09/15/2019</u> | <u>Cerence Inc.</u> [<u>CRNC</u>] | |
| (Last) (First) (Middle) | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) | 5. If Amendment, Date of Original Filed (Month/Day/Year) |
| <u>15 WAYSIDE ROAD</u> | | <input checked="" type="checkbox"/> Director 10% Owner | |
| (Street) | | Officer (give title below) | Other (specify below) |
| <u>BURLINGTON MA 01803</u> | | | |
| (City) (State) (Zip) | | | 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 |

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) |
|---------------------------------|--|--|--|

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 | |

Explanation of Responses:

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney
No securities are beneficially owned.

/s/ Leanne Fitzgerald, as attorney-
in-fact 09/25/2019

** 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.

AUTHORIZATION

I hereby authorize Leanne Fitzgerald to sign and file on my behalf any and all forms required by the Securities and Exchange Commission pursuant to Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act") relating to the reporting of beneficial ownership of equity securities of Cerence Inc. (the "Company"), and of changes in such beneficial ownership, together with any and all amendments thereto. This Authorization shall be effective on and after the date set forth below and shall continue in effect until I am no longer required to file such forms, unless earlier revoked by me in writing.

I acknowledge that the persons authorized hereunder are not assuming, nor is the Company assuming, any of my responsibilities to comply with Section 16 of the Exchange Act.

Dated as of the 1st day of August, 2019.

By: /s/ Kristi Matus

Kristi Matus