

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>Fitzgerald Leanne</u>	<u>Cerence Inc. [CRNC]</u>	Director	
(Last) (First) (Middle)		Officer (give title below)	
15 WAYSIDE ROAD		Other (specify below)	
(Street)		<u>General Counsel</u>	
BURLINGTON MA	01803		
(City)	(State)	(Zip)	
3. Date of Earliest Transaction (Month/Day/Year)		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
10/02/2019			<input checked="" type="checkbox"/> Form filed by One Reporting Person
			Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	Amount			
Common stock ⁽¹⁾							3,399	D	
Common stock	10/02/2019			A		1,913 ⁽²⁾⁽³⁾	A	\$0.00	5,312
Common stock	10/02/2019			A		1,913 ⁽²⁾⁽⁴⁾	A	\$0.00	7,225
Common stock	10/02/2019			A		11,314 ⁽²⁾⁽⁵⁾	A	\$0.00	18,539

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	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)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Code	V					

Explanation of Responses:

- On October 1, 2019, Nuance Communications, Inc. ("Nuance") made a pro rata distribution to Nuance's stockholders of record as of 5:00 p.m. New York City time on September 17, 2019 one share of common stock, par value \$0.01 per share, of Cerence Inc., a Delaware corporation ("Cerence"), for every eight shares of Nuance common stock, par value \$0.001 per share, held by each holder to effect the legal and structural separation of Cerence from Nuance. The reporting person received a distribution from Nuance of 3,399 shares of Cerence common stock.
- Award of restricted stock units with respect to Cerence common stock granted under the Cerence 2019 Equity Incentive Plan in connection with the cancellation and forfeiture of certain equity incentive awards previously granted by Nuance.
- The restricted stock units will vest 100% on November 29, 2020.
- The restricted stock units will vest 100% on September 30, 2020.
- The restricted stock units will vest in three equal annual installments beginning on December 1, 2019.

Remarks:

/s/ Leanne Fitzgerald

** Signature of Reporting Person

10/04/2019

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.

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.