

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
| <u>Ortmanns Stefan</u> | <u>Cerence Inc. [CRNC]</u> | Director 10% Owner |
| (Last) (First) (Middle) | | X Officer (give title below) Other (specify below) |
| <u>15 WAYSIDE ROAD</u> | 3. Date of Earliest Transaction (Month/Day/Year) | <u>Executive Vice President</u> |
| (Street) | <u>10/02/2019</u> | |
| <u>BURLINGTON MA 01803</u> | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| (City) (State) (Zip) | | X 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 | (A) or (D) | Price | | | |
| Common stock ⁽¹⁾ | | | | | | | | 2,112 | D | |
| Common stock | 10/02/2019 | | A | | 10,287 ⁽²⁾⁽³⁾ | A | \$0.00 | 12,399 | D | |
| Common stock | 10/02/2019 | | A | | 5,502 ⁽²⁾⁽³⁾ | A | \$0.00 | 17,901 | D | |
| Common stock | 10/02/2019 | | A | | 31,618 ⁽²⁾⁽⁴⁾ | A | \$0.00 | 49,519 | D | |
| Common stock | 10/02/2019 | | A | | 31,777 ⁽²⁾⁽⁵⁾ | A | \$0.00 | 81,296 | D | |
| Common stock | 10/02/2019 | | A | | 47,429 ⁽²⁾⁽⁶⁾ | A | \$0.00 | 128,725 | D | |
| Common stock | 10/02/2019 | | A | | 10,287 ⁽²⁾⁽⁵⁾ | A | \$0.00 | 139,012 | D | |
| Common stock | 10/02/2019 | | A | | 5,502 ⁽²⁾⁽⁵⁾ | A | \$0.00 | 144,514 | D | |

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 | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. 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 of \$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 2,112 shares of Cerence common stock.
2. Grant of restricted stock units under the Cerence 2019 Stock Incentive Plan in connection with the conversion of certain equity incentive awards previously granted by Nuance into equity awards of Cerence with respect to Cerence common stock.
3. The restricted stock units will vest 100% on September 30, 2020.
4. The restricted stock units will vest in two equal annual installments beginning on November 6, 2020.
5. The restricted stock units will vest 100% on November 6, 2020.
6. The restricted stock units will vest 100% on November 6, 2021.

Remarks:

/s/ Leanne Fitzgerald, attorney-in-fact 10/04/2019

** 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 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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