

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

**FORM S-8
REGISTRATION STATEMENT
*Under
The Securities Act of 1933***

CERENCE INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

83-4177087
(I.R.S. Employer
Identification No.)

**25 Mall Road, Suite 416
Burlington, Massachusetts 01803
(857) 362-7300**
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Cerence 2019 Equity Incentive Plan
(Full title of the plan)**

**Brian Krzanich
Chief Executive Officer
Cerence Inc.
25 Mall Road, Suite 416
Burlington, Massachusetts 01803
(857) 362-7300**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Jennifer Salinas
General Counsel
Cerence Inc.
25 Mall Road, Suite 416
Burlington, Massachusetts 01803
(857) 362-7300**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 registers 1,289,652 additional shares of the Registrant's Common Stock under the Registrant's 2019 Equity Incentive Plan (the "Stock Plan"), which were added on January 1, 2025 as a result of an automatic annual increase provision therein. The additional shares are of the same class as other securities relating to the Stock Plan for which the Registrant's registration statements filed on Form S-8 on October 2, 2019 ([File No. 333-234040](#)), [March 17, 2021 \(File No. 333-254398\)](#), [February 7, 2022 \(File No. 333-262572\)](#), [February 8, 2023, \(File No. 333-277635\)](#), and [March 4, 2024, \(File No. 333-277636\)](#) are effective. The information contained in the Registrant's registration statements filed on Form S-8 on October 2, 2019 ([File No. 333-234040](#)), [March 17, 2021 \(File No. 333-254398\)](#), [February 7, 2022 \(File No. 333-262572\)](#), [February 8, 2023, \(File No. 333-277635\)](#), and [March 4, 2024, \(File No. 333-277636\)](#) are hereby incorporated by reference pursuant to General Instruction E.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8.

Exhibits.

See the Exhibit Index below for a list of exhibits filed as part of this registration statement on Form S-8, which Exhibit Index is incorporated herein by reference.

Exhibit Number	Exhibit Document
4.1	Amended and Restated Certificate of Incorporation of Cerence Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed with the SEC on October 2, 2019 (File No. 001-39030))
4.2	Second Amended and Restated By-Laws of Cerence Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed with the SEC on May 4, 2023 (File No. 001-39030))
5.1*	Opinion of Goodwin Procter LLP
23.1*	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
23.2*	Consent of BDO USA, LLP
24.1*	Power of Attorney
99.1	Cerence 2019 Equity Incentive Plan (incorporated by reference to Exhibit 4.3 to the Registration Statement on Form S-8 filed with the SEC on October 2, 2019 (File No. 333-234040))
107*	Filing Fee Table

* Exhibits marked with an asterisk (*) are filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Burlington, Commonwealth of Massachusetts, on January 16, 2025.

Cerence Inc.

By:

/s/ Brian Krzanich

Brian Krzanich

President and Chief Executive Officer



Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210

goodwinlaw.com
+1 617 570 1000

January 16, 2025

Cerence Inc.
25 Mall Road, Suite 416
Burlington, Massachusetts 01803

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as your counsel in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 1,289,652 shares (the "Shares") of Common Stock, \$0.01 par value per share ("Common Stock"), of Cerence Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2019 Equity Incentive Plan, as amended (the "Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinion set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

For purposes of the opinion set forth below, we have assumed that, at the time Shares are issued, the total number of then unissued Shares, when added to the number of shares of Common Stock issued, subscribed for, or otherwise committed to be issued, does not exceed the number of shares of Common Stock authorized by the Company's certificate of incorporation.

The opinion set forth below is limited to the Delaware General Corporation Law.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when delivered against payment therefor in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in *74 Business Lawyer* 815 (Summer 2019).

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP
GOODWIN PROCTER LLP

Consent of Independent Registered Public Accounting Firm

Cerence Inc.
Burlington, Massachusetts

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated November 25, 2024, relating to the consolidated financial statements and the effectiveness of internal control over financial reporting, of Cerence Inc. (the "Company") appearing in the Company's Annual Report on Form 10-K for the year ended September 30, 2024.

/s/ BDO USA, P.C.

Boston, Massachusetts

January 16, 2025

BDO USA, P.C., a Virginia professional corporation, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms. BDO is the brand name for the BDO network and for each of the BDO Member Firms.

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Brian Krzanich and Antonio Rodriguez, jointly and severally, as such person's attorneys-in-fact, each with the power of substitution, for such person in any and all capacities, to sign any amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Brian Krzanich Brian Krzanich	Chief Executive Officer and Director (Principal Executive Officer)	January 16, 2025
/s/ Antonio Rodriguez Antonio Rodriguez	Chief Financial Officer (Principal Financial and Principal Accounting Officer)	January 16, 2025
/s/ Arun Sarin Arun Sarin	Chairman of the Board	January 16, 2025
/s/ Marianne Budnik Marianne Budnik	Director	January 16, 2025
/s/ Sanjay Jha Sanjay Jha	Director	January 16, 2025
/s/ Kristi Ann Matus Kristi Ann Matus	Director	January 16, 2025
/s/ Alfred Nietzel Alfred Nietzel	Director	January 16, 2025
/s/ Marcy Klevorn Marcy Klevorn	Director	January 16, 2025
/s/ Thomas Beaudoin Thomas Beaudoin	Director	January 16, 2025
/s/ Doug Davis Doug Davis	Director	January 16, 2025

Calculation of Filing Fee Table

Form S-8
 (Form Type)
Cerence Inc.

(Exact Name of Registrant as Specified in its Charter)
 Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.01 par value per share, Cerence 2019 Equity Incentive Plan	457(c) and (h)(1)	1,289,652 (2)	\$13.59 (3)	\$17,526,370.68	\$0.00015310	\$2,683.29
Total Offering Amounts					\$17,526,370.68		\$2,683.29
Total Fee Offsets							
Net Fee Due							\$2,683.29

(1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall be deemed to cover any additional shares of the Registrant’s Common Stock that become issuable under the above listed plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration that increases the number of outstanding shares of Common Stock.

(2) Represents an automatic increase to the number of shares of Common Stock available for issuance under the Registrant’s 2019 Equity Incentive Plan, or Stock Plan, in accordance with the automatic annual increase provisions of the Stock Plan, effective as of January 1, 2025.

(3) This calculation is made solely for the purpose of determining the registration fee pursuant to the provisions of Rule 457(c) and (h) under the Securities Act. The offering price per share and the aggregate offering price are calculated based on the average of the high and low sale prices per share of the Common Stock as reported on The Nasdaq Global Select Market on January 15, 2025.