

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 17, 2025

CERENCE INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

25 Mall Road,
Suite 416
Burlington, Massachusetts
(Address of Principal Executive Offices)

001-39030
(Commission File Number)

83-4177087
(IRS Employer
Identification No.)

01803
(Zip Code)

Registrant's Telephone Number, Including Area Code: (857) 362-7300

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.01 par value	CRNC	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company ☐

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 13(a) of the Exchange Act. ☐

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 17, 2025, the Board of Directors (the “Board”) of Cerence Inc. (the “Company”) expanded the size of the Board from seven to eight directors, and appointed Marion Harris as a member of the Board, effective April 1, 2025. Mr. Harris will serve for a term expiring at the 2026 Annual Meeting of Stockholders and until his successor is duly elected and qualified, or until his earlier resignation or removal. Mr. Harris will serve on the Audit Committee.

Mr. Harris will receive an initial equity award grant with a target value of approximately \$135,000 in accordance with the Company’s director compensation program. As a non-employee director, Mr. Harris is also entitled to receive an annual cash retainer of \$100,000. Mr. Harris will otherwise participate in the Company’s director compensation program in the same manner as other non-employee directors.

The Company also will enter into an indemnification agreement with Mr. Harris in connection with his appointment to the Board, which is in substantially the same form as that entered into with the other directors of the Company. There are no other arrangements or understandings between Mr. Harris and any other persons pursuant to which he was selected as a director. Additionally, Mr. Harris has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 7.01. Regulation FD Disclosure.

A press release, dated March 20, 2025, announcing the appointment of Mr. Harris as a director of the Company is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release issued by Cerence Inc. on March 20, 2025 (furnished herewith).
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Cerence Inc.

Date: March 20, 2025

By: /s/ Brian Krzanich

Name: Brian Krzanich

Title: President, Chief Executive Officer



Exhibit 99.1

Cerence AI Adds Former Ford Executive Marion Harris to its Board of Directors

Harris, an influential automotive and financial leader, brings decades of experience at one of the world's leading automakers to the Cerence AI Board

BURLINGTON, Mass., March 20, 2025 – [Cerence Inc.](https://www.cerence.ai) (NASDAQ: CRNC) ("Cerence AI"), a global leader pioneering conversational AI-powered user experiences, today announced that Marion Harris, a long-time Ford Motor Company executive, has been appointed to serve as an independent, non-executive director, effective April 1, 2025.

In his more than 25-year career at Ford, Mr. Harris held varying automotive and financial services executive roles. He most recently served as Chairman and CEO of Ford Motor Credit Company, the automaker's captive finance lending arm, where he led a digital transformation program that resulted in the highest consumer satisfaction in the industry. In this role, Mr. Harris was named Auto Finance Executive of the Year by *Auto Finance News*. Previously, Mr. Harris served as Vice President of Ford Mobility, with operational responsibility for Ford's startup digital and mobility businesses. He brings deep financial, capital markets, risk management, business development, and technology transformation experience, reflecting his many progressive leadership roles in automotive, captive finance, and banking.

"Marion is a proven global executive who brings deep automotive expertise and strong financial acumen to his role on the Cerence AI Board of Directors," said Kristi Ann Matus, Chairperson of the Board of Directors, Cerence AI. "I, the Cerence AI Board, and the company's leadership team are thrilled to welcome Marion to the Board; his long tenure at Ford and extensive leadership experience will enable crucial strategic insight as Cerence AI shapes the future of the in-car experience."

Mr. Harris currently serves on the advisory boards of Harbinger Motors and Mobility Impact Partners. He holds a B.S. and M.A. in mathematics from Mississippi State University.

"On behalf of the Cerence AI leadership team, we are delighted to welcome Marion to our Board of Directors," said Brian Krzanich, CEO, Cerence AI. "Marion's extensive experience will bring invaluable insights as we continue to innovate and lead in automotive as well as expand into the broader mobility market with our industry-leading AI solutions."

"I am honored to join Cerence AI's Board of Directors at this exciting time in the company's journey," said Marion Harris. "With my deep history in the automotive industry and passion for the customer experience, I look forward to partnering with the leadership team and Board to support Cerence AI in advancing its mission of delivering AI powered, conversational agent experiences that enable people to focus on what matters most."

To learn more about Cerence AI, visit www.cerence.ai, and follow the company on [LinkedIn](https://www.linkedin.com/company/cerenceai).

About Cerence Inc.

Cerence Inc. (NASDAQ: CRNC) is a global industry leader in creating intuitive, seamless, AI-powered experiences across automotive and transportation. Leveraging decades of innovation and expertise in voice, generative AI, and large language models, Cerence powers integrated experiences that create safer, more connected, and more enjoyable journeys for drivers and passengers alike. With more than 500 million cars shipped with Cerence technology, the company partners with leading automakers, transportation OEMs, and technology companies to advance the next generation of user experiences. Cerence is headquartered in Burlington, Massachusetts, with operations globally and a worldwide team dedicated to pushing the boundaries of AI innovation. For more information, visit www.cerence.ai.