

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 Number)

15 Wayside Road
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 Stock Plan
(Full title of the Plan)

Mark Gallenberger
Executive Vice President and Chief Financial Officer
Cerence Inc.
15 Wayside Road
Burlington, Massachusetts 01803
(857) 362-7300
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Leanne Fitzgerald
General Counsel
Cerence Inc.
15 Wayside Road
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 type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" 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. ☐

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (3)
Common Stock, \$0.01 par value per share	1,130,547(3)	\$112.24	\$126,892,595.28	\$13,843.98

- (1) Pursuant to Rule 416(a) under 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 ("Common Stock") that become issuable under the above listed plans by reason of any stock dividend, stock split, recapitalization or similar transaction effected without the Registrant's receipt of consideration that results in an increase in the number of the outstanding shares of Common Stock.
- (2) Estimated solely for the purpose of computing the registration fee and based on the average high and low sale prices of the Common Stock as reported on the Nasdaq Global Select Market on March 15, 2021 in accordance with Rule 457(c) under the Securities Act.

- (3) Represents an automatic increase to the number of shares of Common Stock available for issuance under the Registrant's 2019 Equity Stock Plan, or Stock Plan, in accordance with the automatic annual increase provisions of the Stock Plan, effective as of January 1, 2021. Shares available for issuance under the Stock Plan were previously registered on a registration statement on Form S-8 filed with the Securities and Exchange Commission on October 2, 2019 (File No. 333-234040).
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EXPLANATORY NOTE

This Registration Statement on Form S-8 registers 1,130,547 additional shares of Common Stock under the Stock Plan which were added on January 1, 2021 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 statement filed on Form S-8 on October 2, 2019 (File No. 333-234040) is effective. The information contained in the Registrant's registration statement filed on Form S-8 on October 2, 2019 (File No. 333-234040) is 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	<u>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))</u>
4.2	<u>Amended and Restated By-Laws of Cerence Inc. (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K filed with the SEC on October 2, 2019 (File No. 001-39030))</u>
5.1*	<u>Legal Opinion of Leanne J. Fitzgerald, General Counsel of Cerence Inc.</u>
99.1	<u>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 (Filed No. 333-234040))</u>
23.1*	<u>Consent of BDO USA, LLP</u>
23.2*	<u>Consent of Leanne J. Fitzgerald General Counsel of Cerence Inc. (contained in Exhibit 5.1 hereto)</u>
24.1*	<u>Power of Attorney (see signature page)</u>

* 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 March 17, 2021.

Cerence Inc.

By: /s/ Sanjay Dhawan

Sanjay Dhawan
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Sanjay Dhawan and Mark Gallenberger, 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
<u>/s/ Sanjay Dhawan</u> Sanjay Dhawan	Chief Executive Officer (Principal Executive Officer)	March 17, 2021
<u>/s/ Mark Gallenberger</u> Mark Gallenberger	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	March 17, 2021
<u>/s/ Arun Sarin</u> Arun Sarin	Chairman	March 17, 2021
<u>/s/ Marianne Budnik</u> Marianne Budnik	Director	March 17, 2021
<u>/s/ Thomas Beaudoin</u> Thomas Beaudoin	Director	March 17, 2021
<u>/s/ Sanjay Jha</u> Sanjay Jha	Director	March 17, 2021
<u>/s/ Kristi Ann Matus</u> Kristi Ann Matus	Director	March 17, 2021
<u>/s/ Alfred Nietzel</u> Alfred Nietzel	Director	March 17, 2021

EXHIBIT 5.1

March 17, 2021

Cerence Inc.
15 Wayside Road
Burlington, MA 01803

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

I have examined the Registration Statement on Form S-8 to be filed by Cerence Inc., a Delaware corporation (the “Company”), with the Securities and Exchange Commission on or about March 17, 2021 (the “Registration Statement”), relating to the registration under the Securities Act of 1933, as amended (the “Securities Act”), of 1,130,547 shares of the Company’s Common Stock \$0.01 par value (the “Shares”) reserved for issuance pursuant to the Cerence 2019 Equity Incentive Plan. As your legal counsel, I have examined the proceedings taken and am familiar with the proceedings proposed to be taken by the Company in connection with the sale and issuance of the Shares pursuant to the Cerence 2019 Equity Incentive Plan. It is my opinion that the Shares, when issued and sold in the manner referred to in the Cerence 2019 Equity Incentive Plan, will be legally and validly issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion with the Securities and Exchange Commission (the “Commission”) as an exhibit to the Registration Statement. In giving this consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

This opinion is furnished by me as General Counsel of the Company in connection with the filing of the Registration Statement and is not to be used, circulated or quoted for any other purpose or otherwise referred to or relied upon by any other person without the prior express written permission of the Company other than in connection with the offer and sale of Shares while the Registration Statement is in effect.

Very truly yours,

/s/ Leanne J. Fitzgerald

Leanne J. Fitzgerald
General Counsel
Cerence Inc.

EXHIBIT 23.1

Consent of Independent Registered Public Accounting Firm

Cerence Inc.
Burlington, Massachusetts

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement on Form S-8 of our report dated November 19, 2020 relating to the consolidated and combined financial statements of Cerence Inc. appearing in the Company's Annual Report on Form 10-K for the year ended September 30, 2020.

/s/ BDO USA, LLP
Boston, Massachusetts

March 17, 2021